

Ex-Date : Dec 12, 2022

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Nov 29, 2022
2. SEC Identification Number
34001
3. BIR Tax Identification No.
000-708-174-000
4. Exact name of issuer as specified in its charter
BDO Unibank, Inc.
5. Province, country or other jurisdiction of incorporation
Metro Manila
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
BDO Corporate Center, 7899 Makati Ave., Makati City
Postal Code
0726
8. Issuer's telephone number, including area code
(632) 8840-7000 / 8702-6000
9. Former name or former address, if changed since last report
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10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	4,386,688,135
Preferred	515,000,000

11. Indicate the item numbers reported herein
Item 9 - Other Events

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



BDO Unibank, Inc.
BDO

PSE Disclosure Form 6-2 - Declaration of Stock Dividends
References: SRC Rule 17 (SEC Form 17-C) and
Sections 6 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Declaration of Stock Dividends

Background/Description of the Disclosure

Ladies and Gentlemen:

Please be informed that the Board of Directors of BDO Unibank, Inc. (the "Bank"), at its regular meeting held on March 26, 2022, approved and endorsed for stockholders' approval the declaration of stock dividends equivalent to 20% of the Bank's outstanding capital stock in relation to the increase in its authorized capital stock (common shares) from 5,500,000,000 to 8,500,000,000 shares, and the amendment of the Seventh Article of the Bank's Amended Articles of Incorporation to reflect the increase in authorized capital stock.

The stock dividends declared will be issued pursuant to the increase in the authorized capital stock.

Thank you.

Type of Securities

- Common
 Preferred -
 Others -

Stock Dividend

Date of Approval by Board of Directors	Mar 26, 2022
Date of Approval by Stockholders	Apr 22, 2022
Other Relevant Regulatory Agency, if applicable	Bangko Sentral ng Pilipinas
Date of Approval by Relevant Regulatory Agency, if applicable	Sep 21, 2022
Date of Approval by Securities and Exchange Commission	Nov 29, 2022
Stock Dividend Rate	20%

Source of Dividend Payment

Unrestricted retained earnings as of December 31, 2021

Source of Shares for Distribution	<input type="radio"/> To be taken from the unissued capital stock Number of Shares to be Issued : -
	<input checked="" type="radio"/> To be taken from an increase in authorized capital stock From: 5,500,000,000 common stock with a par value of Ten Pesos (P10.00) per share To: 8,500,000,000 common stock with a par value of Ten Pesos (P10.00) per share Number of Shares to be Issued : 877,181,623 <input type="radio"/> Others: -- Number of Shares to be Issued : -
Record Date	Dec 15, 2022
Payment Date	TBA

Other Relevant Information

The above information are subject to change upon determination of record date and are subject to the approval of the Securities and Exchange Commission and the Bangko Sentral ng Pilipinas, as may be necessary, of the increase of the authorized capital stock of BDO in relation to the declaration of the stock dividends.

BDO is also releasing a corresponding press release entitled "BDO declares 20% Stock Dividend and hikes Authorized Capital", as separately disclosed by BDO. The increase in capital stock and the amendment of the Articles of Incorporation of BDO are also subject of a separate disclosure.

Please see item 4 of attachment for further details.

Kindly note that there will be necessary adjustments to the Bank's share price and outstanding shares in relation to the stock dividends declared.

Earlier disclosure is being amended as a result of the receipt of the order approving the issuance of stock dividends by the Securities and Exchange Commission, including the change in the number of shares to be issued. Kindly note that the exact number of shares to be issued as stock dividends will be determined upon record date (December 15, 2022). The payment date will be disclosed upon securing board approval.

Filed on behalf by:

Name	Elmer Serrano
Designation	Corporate Information Officer



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

IN THE MATTER OF : **Fixing of Record Date of
Stock Dividend which is
payment for the Increase of
Capital Stock**

BDO UNIBANK, INC.
Doing business under any following
names and styles: BDO, BDO Unibank,
Banco de Oro, Banco de Oro Unibank,
BDO Banco de Oro

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O R D E R

Upon consideration of the application for increase of capital stock from P65,000,000.00 to P95,000,000.00 of **BDO UNIBANK, INC.** and other papers and documents attached thereto, the Commission resolved to authorize the issuance of 877,181,623 common shares of the par value of P10.00 or P8,771,816,230.00 to cover stock dividends declared on March 26, 2022 by its Board of Directors and ratified by the corporation's stockholders representing at least two-thirds (2/3) of the outstanding capital stock on April 22, 2022 and the issuance of shares of stocks to stockholders of record as of December 15, 2022 pursuant to the Amended Rules Governing Pre-emptive and other Subscription Rights and Declaration of Stock or Cash Dividends of Corporations whose Securities are Registered under the Securities Regulation Code or Listed in the Stock Exchange.

SO ORDERED.

Makati City.

November 29, 2022

GERARDO E. DEL ROSARIO

Director

Company Registration and Monitoring Department

March 26, 2022

THE PHILIPPINE STOCK EXCHANGE, INC.

6/F PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

PHILIPPINE DEALING AND EXCHANGE CORP.

29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City 1226

Attention: **Atty. Marie Rose M. Magallen-Lirio**
Head, Issuer Compliance and Disclosure Department

Ladies and Gentlemen:


Please be informed that the Board of Directors of BDO Unibank, Inc. (the “Bank”), at its regular meeting held today, March 26, 2022, performed the following actions:

1. Approved the extension of the employment term of MR. NESTOR V. TAN, President and Chief Executive Officer of the Bank, until March 1, 2028;
2. Noted the retirement of MR. WALTER C. WASSMER, Senior Executive Vice President and Group Head of Institutional Banking Group, effective April 21, 2022;
3. Approved the additional equity investment in BDO Network Bank, Inc. (BDONB) up to One Billion Seven Hundred Million Pesos (Php1,700,000,000.00) involving the subscription of common shares to be issued out of BDONB’s authorized and unissued capital stock; and
4. Approved and endorsed for stockholders’ approval the declaration of stock dividends equivalent to 20% of the Bank’s outstanding capital stock, as well as an increase in its authorized capital stock (common shares) from 5,500,000,000 to 8,500,000,000 shares, and the amendment of the Seventh Article of the Bank’s Amended Articles of Incorporation to reflect the increase in authorized capital stock, as follows:

“**SEVENTH** - That the authorized capital stock of the Bank is **NINETY-FIVE BILLION PESOS (Php95,000,000,000.00)**, divided into **EIGHT BILLION FIVE HUNDRED MILLION (8,500,000,000)** common stock with a par value of TEN PESOS (P10.00) per share, and ONE BILLION (1,000,000,000) Series A Preferred Shares with a par value of TEN PESOS (₱10.00) per share;”

Thank you.

Very truly yours,



MA. CECILIA S. SANTOS
First Vice President and Alternate
Corporate Information Officer



April 22, 2022

THE PHILIPPINE STOCK EXCHANGE, INC.

6/F PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Ms. Alexandra D. Tom Wong**
Officer-in-Charge, Disclosure Department

PHILIPPINE DEALING AND EXCHANGE CORP.

29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City 1226

Attention: **Atty. Marie Rose M. Magallen-Lirio**
Head, Issuer Compliance and Disclosure Department

Ladies and Gentlemen:

We are pleased to inform you of the following results of the Annual Stockholders' Meeting of BDO Unibank, Inc. (BDO Unibank) held virtually today, April 22, 2022:

I. Election of the following members of the Board of Directors for 2022 - 2023:

Ms. Teresita T. Sy
Mr. Jesus A. Jacinto, Jr.
Mr. Nestor V. Tan
Mr. Jones M. Castro, Jr.
Mr. Christopher A. Bell-Knight
Ms. Josefina N. Tan
Mr. Walter C. Wassmer
Mr. George T. Barcelon - Independent Director
Mr. Vicente S. Pérez, Jr. - Independent Director
Mr. Dioscoro I. Ramos - Independent Director
Mr. Vipul Bhagat - Independent Director

II. Re-appointment of Punongbayan and Araullo, Grant Thornton as external auditor of BDO Unibank for the year 2022

III. Approval of the declaration of stock dividends equivalent to 20% of BDO Unibank's outstanding capital stock to be issued out of BDO Unibank's increase in authorized capital stock. The record date and payment dates will be set after securing the necessary regulatory approvals.

BDO Unibank, Inc.
BDO Corporate Center
7899 Makati Avenue
Makati City 0726
Philippines
Swift Code BNORPHMM
Tel +632 8840-7000

bdo.com.ph

We find ways®

IV. Approval of the increase in the Bank's authorized capital stock (common shares) from 5,500,000,000 to 8,500,000,000 shares, and the corresponding amendment of the Seventh Article of the Bank's Amended Articles of Incorporation to reflect the increase in authorized capital stock, as follows:

“SEVENTH - That the authorized capital stock of the Bank is **NINETY-FIVE BILLION PESOS (Php95,000,000,000.00)**, divided into **EIGHT BILLION FIVE HUNDRED MILLION (8,500,000,000)** common stock with a par value of TEN PESOS (₱10.00) per share, and ONE BILLION (1,000,000,000) Series A Preferred Shares with a par value of TEN PESOS (₱10.00) per share.”

Thank you.

Very truly yours,



ALVIN C. GO

Senior Vice President and Alternate
Corporate Information Officer



**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C**

**AMENDED CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. April 22, 2022
Date of Report (Date of earliest event reported)
2. SEC Identification Number 34001 3. BIR Tax Identification No. 000-708-174-000
4. **BDO Unibank, Inc.**
Exact name of issuer as specified in its charter
5. METRO MANILA 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. BDO Corporate Center, 7899 Makati Avenue, Makati 0726
City, Philippines Postal Code
Address of principal office
8. (632) 8840-7000/8702-6000
Issuer's telephone number, including area code
9. N.A.
Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON	4,385,908,115
PREFERRED	515,000,000

11. Indicate the item numbers reported herein:

Item 9

The following are the results of the Annual Stockholders' Meeting of BDO Unibank, Inc. (BDO Unibank) held virtually on April 22, 2022:

BDO Unibank, Inc.
BDO Corporate Center
7899 Makati Avenue
Makati City 0726, Philippines
Swift Code BNORPHMM
Tel +63(2) 840 7000

www.bdo.com.ph

- I. Election of the following members of the Board of Directors for 2022 - 2023:
- Ms. Teresita T. Sy
 - Mr. Jesus A. Jacinto, Jr.
 - Mr. Nestor V. Tan
 - Mr. Jones M. Castro, Jr.
 - Mr. Christopher A. Bell-Knight
 - Ms. Josefina N. Tan
 - Mr. Walter C. Wassmer
 - Mr. George T. Barcelon - Independent Director
 - Mr. Vicente S. Pérez, Jr. - Independent Director
 - Mr. Dioscoro I. Ramos - Independent Director
 - Mr. Vipul Bhagat - Independent Director
- II. Re-appointment of Punongbayan and Araullo, Grant Thornton as external auditor of BDO Unibank for the year 2022
- III. Approval of the declaration of stock dividends equivalent to 20% of BDO Unibank's outstanding capital stock to be issued out of BDO Unibank's increase in authorized capital stock. The record date and payment dates will be set after securing the necessary regulatory approvals.
- IV. Approval of the increase in the Bank's authorized capital stock (common shares) from 5,500,000,000 to 8,500,000,000 shares, and the corresponding amendment of the Seventh Article of the Bank's Amended Articles of Incorporation to reflect the increase in authorized capital stock, as follows:
- “**SEVENTH** - That the authorized capital stock of the Bank is **NINETY-FIVE BILLION PESOS (Php95,000,000,000.00)**, divided into **EIGHT BILLION FIVE HUNDRED MILLION (8,500,000,000)** common stock with a par value of TEN PESOS (₱10.00) per share, and ONE BILLION (1,000,000,000) Series A Preferred Shares with a par value of TEN PESOS (₱10.00) per share.”

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BDO Unibank, Inc.

Issuer

Date: April 22, 2022

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EDMUNDO L. TAN
Corporate Secretary