

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)
Mar 3, 2025
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
Philippines
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
--
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	5,272,597,860
Preferred	618,000,000

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 7-1 - Notice of Annual or Special Stockholders' Meeting
*References: SRC Rule 17 (SEC Form 17-C) and
Sections 7 and 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Setting of the Annual Stockholders' Meeting

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 today, January 31, 2025, approved the setting of the Annual Stockholders' Meeting (ASM) of the Bank on April 25, 2025, Friday, at 2:00 in the afternoon, in hybrid format (a combination of in-person and remote attendance), and setting of the record date for stockholders entitled to vote and be voted, and participate at such meeting on March 3, 2025.

Earlier disclosure is being amended to indicate the agenda of the meeting.

Thank you.

Type of Meeting

- Annual
 Special

Date of Approval by Board of Directors	Jan 31, 2025
Date of Stockholders' Meeting	Apr 25, 2025
Time	2:00 PM
Venue	Forbes Ballroom 1, Third Floor, Conrad Manila, Pasay City with livestreaming for stockholders participating remotely.
Record Date	Mar 3, 2025

Agenda	<ol style="list-style-type: none"> 1. Call to order 2. Proof of notice of meeting and determination of existence of quorum 3. Approval of the Minutes of the Annual Stockholders' Meeting held on April 19,2024 4. Report of the President and approval of the Audited Financial Statements of BDO as of December 31,2024 5. Open Forum 6. Approval and Ratification of all Acts of the Board of Directors, Board Committees and Management during their terms of office 7. Election of Directors 8. Approval of the allocation of up to 2% of the Bank's outstanding primary common shares for future awards under the Bank's Employee Stock Option Plan 9. Appointment of External Auditor 10. Other matters 11. Adjournment
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Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End Date	N/A

Other Relevant Information
<p>Please see attachments.</p> <p>Earlier disclosure is being amended to update the agenda of the ASM.</p>

Filed on behalf by:

Name	Elmer Serrano
Designation	Corporate Information Officer



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholder:

Please be informed that the Annual Stockholders' Meeting ("ASM") of **BDO UNIBANK, INC.** ("BDO" or the "Bank") will be held on **April 25, 2025**, Friday, at **two o'clock in the afternoon**. The ASM will be conducted in hybrid format (a combination of in-person and remote attendance) and voting by BDO stockholders of record ("Stockholders") may be done in person or *in absentia* through a secure online voting facility. The in-person meeting will be held at Forbes Ballroom 1, Third Floor, Conrad Manila, Seaside Boulevard corner Coral Way, Mall of Asia Complex, Pasay City, and will be livestreamed for stockholders participating remotely.

The agenda of the meeting is as follows:

1. Call to order
2. Proof of notice of meeting and determination of existence of quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held on April 19, 2024
4. Report of the President and approval of the Audited Financial Statements of BDO as of December 31, 2024
5. Open Forum
6. Approval and Ratification of all Acts of the Board of Directors, Board Committees and Management during their terms of office
7. Election of Directors
8. Approval of the allocation of up to 2% of the Bank's outstanding primary common shares for future awards under the Bank's Employee Stock Option Plan
9. Appointment of External Auditor
10. Other matters
11. Adjournment

Each agenda item for approval is explained in the Information Statement, with a brief description in the attached Annex "A." The Bank's Dividend Policy Statement is likewise stated in Annex "A" for your information and guidance.

The Bank's Board of Directors has fixed **March 3, 2025** as the record date for the determination of Stockholders entitled to notice of, to participate, and to vote at such meeting and any adjournment thereof.

Stockholders who wish to attend in person must bring any form of valid identification, such as passport, driver's license, or any government-issued ID and proof of stock ownership to facilitate registration.

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Swift Code BNORPHMM
Tel (+632) 8840-7000
bdo.com.ph

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Stockholders who wish to participate in the meeting remotely must register at the BDO 2025 ASM website <asmregister.bdo.com.ph> and upload supporting documents listed therein from **April 1 to April 24, 2025**. All documents submitted will be subject to verification and validation by the Corporate Secretary. Successfully registered Stockholders can then cast their votes *in absentia* through the Bank's secure online voting facility and will be provided access to the livestreaming of the ASM. For the detailed registration and voting procedures, please refer to the "*Guidelines for Registering, Participating via Remote Communication and In Person, and Voting in Absentia*" appended to the Bank's Information Statement.

Stockholders who wish to appoint a proxy must submit their duly accomplished and signed proxies no later than **April 8, 2025** to the Office of the Corporate Secretary at the 15th Floor, BDO Towers Paseo, 8741 Paseo de Roxas, Salcedo Village, Makati City via courier delivery **or** by email to <corporate_secretary@bdo.com.ph>. Validation of proxies is set on **April 14, 2025, at 10:00 o'clock a.m.**, at the Office of the Corporate Secretary. Stockholders may download and print the proxy form from BDO's website <bdo.com.ph/annual-stockholders-meeting>.

The procedure for nomination and election of directors is detailed in the Bank's Information Statement.

The electronic copy of the Bank's Information Statement with Management Report, SEC Form 17-A and other pertinent documents related to the 2025 ASM shall be posted on the Bank's website <bdo.com.ph/annual-stockholders-meeting> and PSE EDGE.

For complete information on the Bank's 2025 ASM, please visit <bdo.com.ph/annual-stockholders-meeting>.



EDMUNDO L. TAN
Corporate Secretary

BRIEF DESCRIPTION OF AGENDA ITEMS

1. **Call to order.** The Chairperson, Ms. Teresita T. Sy, will formally open the 2025 Annual Stockholders' Meeting (ASM) of BDO Unibank, Inc. ("BDO" or the "Bank").
2. **Proof of notice of meeting and determination of existence of quorum.** The Corporate Secretary, Atty. Edmundo L. Tan, will certify that notice requirements for the 2025 ASM have been complied with in accordance with BDO's By-Laws, Revised Corporation Code of the Philippines, and the Securities and Exchange Commission (SEC) regulations, and will attest whether a quorum is present for the valid transaction of the ASM and all matters included in the Agenda.
3. **Approval of the Minutes of the ASM held on April 19, 2024.** Copies of the Minutes are available for examination during office hours at the Office of the Corporate Secretary and at BDO's website <bdo.com.ph/annual-stockholders-meeting>. Stockholders will be asked to approve the Minutes. Below is the text of the proposed resolution:

"RESOLVED, That the Stockholders of BDO Unibank, Inc. approve, as they hereby approve, the Minutes of the Annual Stockholders' Meeting held on April 19, 2024."

4. **President's Report and approval of BDO's Audited Financial Statements (AFS) as of December 31, 2024.** The Report presents the highlights of the performance and achievements of BDO in 2024. It includes the summary of the AFS which is incorporated in the Information Statement posted on the Bank's website <bdo.com.ph/annual-stockholders-meeting>. Copies of the AFS are also submitted to the SEC and Bureau of Internal Revenue.
5. **Open Forum.** Every stockholder may raise any relevant question or express any appropriate comment. Stockholders are given the opportunity to send their questions and/or remarks prior to the meeting by sending an email to <irandcorplan@bdo.com.ph> not later than 2:00 p.m. of April 25, 2025. Questions which cannot be read and answered during the meeting will be replied to by BDO through the stockholders' email addresses.
6. **Approval and Ratification of all Acts of the Board of Directors, Board Committees and Management during their terms of office.** All actions and proceedings, criteria and process for the Board of Directors' evaluation as published on BDO's website, including approvals of significant related parties' transactions, of the Board of Directors, the Board Committees, and the Management of BDO from the last ASM of BDO held on April 19, 2024 will be presented to the stockholders for their approval and ratification. These collective actions are the main keys to the Bank's performance in 2024.
7. **Election of Directors.** The Chairperson of the Nominations Committee will present to the stockholders the nominees for election as members of the Board of Directors of BDO, including the independent directors. The profiles of the nominees to the Board of Directors are provided in the Information Statement posted on the Bank's website <bdo.com.ph/annual-stockholders-meeting> for reference of the stockholders.

8. **Approval of the allocation of up to 2% of the Bank's outstanding primary common shares for future awards under the Bank's Employee Stock Option Plan (ESOP).** The Board of Directors will endorse to the stockholders for their approval the additional allocation of up to 111 Million common primary shares, which is approximately 2% of the Bank's outstanding common shares, for future awards under the Bank's ESOP.
9. **Appointment of External Auditor.** With the endorsement of the Board Audit Committee of BDO, the Bank's Board approved the reappointment of Punongbayan & Araullo, Grant Thornton as external auditor of BDO. The recommended external auditor will be presented to the stockholders for their approval.
10. **Other matters.** All other matters that arise after the Notice of Meeting and Agenda have been sent out or raised throughout the course of the meeting may be presented to the stockholders for consideration. Stockholders may raise such matters as may be relevant or appropriate to the occasion.
11. **Adjournment.** After consideration of all business, the Chairperson shall declare the meeting adjourned. This formally ends the 2025 Annual Stockholders' Meeting of BDO.

BDO DIVIDEND POLICY STATEMENT

BDO recognizes the importance of providing a stable and sustainable dividend stream consistent with its commitment to stockholders. Since December 2013, the Bank has been paying regular cash dividends of Php 0.30 per quarter, or an annual equivalent of Php 1.20 per share. On February 24, 2023, the Board approved an increase in the regular quarterly cash dividends on common shares of BDO to Php 0.75 per share, or an annual equivalent of Php 3.00 per share, beginning on the 1st Quarter of 2023. On April 19, 2024, the Board approved an increase in the regular quarterly cash dividends on common shares of BDO to Php 1.00 per share, or an annual equivalent of Php 4.00 per share, beginning on the 2nd Quarter of 2024. This will be the new dividend policy of BDO going forward until amended as appropriate.

The Board of Directors may, at its discretion and depending on the business results for the year and capital needs of the business, declare and approve the distribution of additional special dividends to all stockholders normally announced at the Annual Stockholders' Meeting.



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. February 5, 2025
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
Address of principal office Postal Code
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	5,272,270,821
PREFERRED	618,000,000

11. Indicate the item numbers reported herein:

Item 9

Please find below the agenda of the Annual Stockholders' Meeting (ASM) of BDO Unibank, Inc. (the "Bank") to be held on April 25, 2025, at 2:00 in the afternoon, in hybrid format. The in-person meeting will be at Forbes Ballroom 1, Third Floor, Conrad Manila, Seaside Boulevard corner Coral Way, Mall of Asia Complex, Pasay City, and will be livestreamed for stockholders participating remotely.

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BDO Towers Valero
8741 Paseo De Roxas
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1. Call to order
2. Proof of notice of meeting and determination of existence of quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held on April 19, 2024
4. Report of the President and approval of the Audited Financial Statements of BDO as of December 31, 2024
5. Open Forum
6. Approval and Ratification of all Acts of the Board of Directors, Board Committees and Management during their terms of office
7. Election of Directors
8. Appointment of External Auditor
9. Other matters
10. Adjournment

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: February 5, 2025
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EDMUNDO L. TAN
Corporate Secretary



January 31, 2025

THE PHILIPPINE STOCK EXCHANGE, INC.

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

Attention: **Atty. Stefanie Ann B. Go**
Officer-in-Charge, Disclosure Department

PHILIPPINE DEALING AND EXCHANGE CORP.

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

Attention: **Atty. Suzy Claire R. Selleza**
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, January 31, 2025, approved the following:

1. Hiring of (a) MR. ARNOLD QUISMORIO BENGCO as Executive Vice President (EVP) and Deputy Treasurer effective February 17, 2025 and (b) MR. RUFUS PINTO as Senior Vice President (SVP) and Head of Enterprise Services Group effective March 3, 2025;

Mr. Bengco has more than twenty-eight (28) years of work experience in the banking industry. He was EVP and Head of Financial Markets Segment at Security Bank Corporation (February 2023 - February 2025). He also held notable roles such as Treasury Technical Consultant for Corporate Treasury at Temasek Holdings Limited (Singapore) (September 2021 - January 2023), Emerging Markets FX Asia Head at Barclays Singapore (September 2018 - July 2019), Portfolio Trading Management Head at OCBC Bank (Singapore) (January 2016 - October 2017), and Macro Portfolio Manager at Dymon Asia Capital Singapore (December 2013 - September 2015). Additionally, he worked with Citibank Singapore as Emerging Markets Trader for FX and Government Bonds (November 1999 - April 2007) and as Managing Director and Regional Head for Asian Currencies (April 2007 - September 2013), and with Citibank, N.A. Philippines as FX Trader for FX and Government Bonds (July 1996-November 1999). He holds a Bachelor’s Degree in Applied Mathematics (Actuarial Science) from the De La Salle University, Manila and a Master’s Degree in Business Management from the Asian Institute of Management.

Mr. Pinto has more than twenty-four (24) years of work experience in the banking industry. He is the Country Head of Australia and New Zealand Banking Group Limited (ANZ) India and Board Director of ANZ Operations and Technology Private Limited since January 2022. He also held several key positions such as Country Head of ANZ Philippines and Board Director of ANZ Manila Centre (September 2020 - December 2021), Chief Executive Officer of ANZ Laos (October 2017 - August 2020), Board Director of ANZ Kiribati and Vanuatu (September 2016 - June 2020), Regional Country Head of ANZ Vanuatu, Kiribati and New Caledonia (September 2016 – September 2017), Chief Executive Officer and Board Director of ANZ Kiribati (January 2014 - August 2016), Senior Private Wealth Manager of ANZ Melbourne (May 2013 - December 2013), Head of Market Research and Analytics of ANZ Melbourne (April 2013 - May 2013), and Director of Consumer and Services of ANZ Melbourne (February 2011 - March 2013). Mr. Pinto also worked with Westpac Institutional Bank, Melbourne (May 2008 - January 2011), National Australia Bank (January 2005 - April 2008), Standard Chartered Bank, Mumbai (June 2002 - February 2003), and GE Capital, Goa (August 2000 to June 2002). He is a Certified Practicing Accountant (CPA) from CPA Australia. He holds a Post Graduate Certificate in Applied Finance from Macquarie University, a Master of Business Administration from Victoria University, and a Bachelor of Commerce in Management & Accounting from Mumbai University.

2. Appointment of SVP. PAUL JOHN SIY as Chief Information Officer, Head of Information Technology (IT) Group, subject to BSP confirmation, and Member of the IT Steering Committee effective February 3, 2025, vice SVP FREDERIC MARK S. GOMEZ, who will assume a new role under the Office of the President, covering among others, enterprise initiatives and projects;

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Mr. Siy has more than thirty (30) years of work experience, with more than twenty-five (25) years in the banking industry. He has been with the Bank for more than five (5) years as SVP and Department Head of Infrastructure and Operations under the IT Group. As one (1) of the Bank's IT leaders, Mr. Siy has played a pivotal role in the implementation of the Bank's digitization program. His leadership has been instrumental in driving significant advancements within the Bank, particularly in the areas of mobile tools deployment, digital banking service enhancements, and cybersecurity fortification. He also worked with JPMorgan Chase & Co. (June 2010 - March 2017), CSTechnology (May 2009 - February 2010), Macquarie Bank (April 2006 - December 2008), JPMorgan (December 2003 - April 2006 and August 1995 - December 1998), Netstar Networks (Logicalis) (November 2001 - November 2003), Pico Global Services Limited (January 2000 - May 2001) and Citibank, N.A. (June 1988 - August 1995) in various capacities. Mr. Siy holds a Master's Degree in Business Administration, Major in Information Systems from the Hong Kong University of Science and Technology.

3. As a result, the new membership composition of the IT STEERING COMMITTEE of the Bank from February 3, 2025 until the 2025 Annual Stockholders' Meeting shall be as follows:

George T. Barcelon	Chairman
Dioscoro I. Ramos	Member
Nestor V. Tan	Member
Paul John Siy	Member

4. Declaration of cash dividends on Preferred Shares Series "A" at the rate of 6.5% per annum of the par value, for a total dividend amount of ₱408,395,000.00, payable within sixty (60) banking days from dividend declaration date; and
5. Setting of the Annual Stockholders' Meeting (ASM) of the Bank on April 25, 2025, Friday, at 2:00 in the afternoon, in hybrid format (a combination of in-person and remote attendance), and setting of the record date for stockholders entitled to vote and be voted, and participate at such meeting on March 3, 2025. The ASM will be held at the Forbes Ballroom 1, Third Floor, Conrad Manila, Pasay City.

Thank you.

Very truly yours,


ALVIN C. GO
SVP/Assistant Corporate Secretary and Alternate
Corporate Information Officer



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

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
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Dioscoro I. Ramos	Member
Nestor V. Tan	Member
Paul John Siy	Member

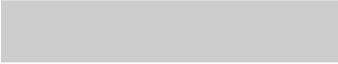
4. Declaration of cash dividends on Preferred Shares Series "A" at the rate of 6.5% per annum of the par value, for a total dividend amount of ₱408,395,000.00, payable within sixty (60) banking days from dividend declaration date; and
5. Setting of the Annual Stockholders' Meeting (ASM) of the Bank on April 25, 2025, Friday, at 2:00 in the afternoon, in hybrid format (a combination of in-person and remote attendance), and setting of the record date for stockholders entitled to vote and be voted, and participate at such meeting on March 3, 2025. The ASM will be held at the Forbes Ballroom 1, Third Floor, Conrad Manila, Pasay City.

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: January 31, 2025
.....


EDMUNDO L. TAN
Corporate Secretary