

**MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF  
BDO UNIBANK, INC.**

**HELD VIRTUALLY\* THROUGH CISCO WEBEX EVENTS  
ON APRIL 23, 2021, FRIDAY, AT 2:00 O’CLOCK IN THE AFTERNOON**

Attendance - Number of shares held by stockholders:

Present Remotely, Voting <i>in Absentia</i> or Represented by Proxy	-	3,990,579,071
Number of Total Outstanding Shares Preferred and Common	-	4,899,474,515
Percentage of the Total Shares Present Remotely, Voting <i>in Absentia</i> or Represented by Proxy	-	81.45%

Incumbent Directors Present Remotely:

Ms. Teresita T. Sy	Chairperson
Mr. Jesus A. Jacinto, Jr.	Vice Chairman
Mr. Nestor V. Tan	President & Chief Executive Officer
Mr. Jones M. Castro, Jr.	Lead Independent Director
Mr. Christopher A. Bell-Knight	Director
Ms. Josefina N. Tan	Director
Mr. George T. Barcelon	Independent Director
Atty. Jose F. Buenaventura	Independent Director and Chairman of the Board Audit Committee
Mr. Vicente S. Pérez, Jr.	Independent Director and Chairman of the Nominations Committee
Mr. Dioscoro I. Ramos	Independent Director
Atty. Gilberto C. Teodoro, Jr.	Independent Director

Incumbent Director/s Absent: None

Also Present Remotely:

Ms. Corazon S. de la Paz – Bernardo	Advisor to the Board
Mr. Jose T. Sio	Advisor to the Board
Mr. Harley T. Sy	Advisor to the Board
Atty. Edmundo L. Tan	Corporate Secretary
Atty. Alvin C. Go	Assistant Corporate Secretary
Mr. Luis S. Reyes, Jr.	Executive Vice President and Head of Investor Relations and Corporate Planning Group
Ms. Evelyn L. Villanueva	Executive Vice President and Chief Risk Officer
Ms. Estrellita V. Ong	Senior Vice President and Chief Internal Auditor
Atty. Federico P. Tancongco	Senior Vice President and Chief Compliance Officer
Mr. Leonardo D. Cuaresma	Relationship Partner, Punongbayan & Araullo, Grant Thornton
Mr. Romualdo V. Murcia III	Audit & Assurance Lead Partner, Punongbayan & Araullo, Grant Thornton

*(Other officers of the Bank present are listed in the attached Annex “I”)*

\* In light of the Modified Enhanced Community Quarantine imposed in NCR Plus due to the COVID-19 pandemic and in consideration of the health and safety concerns of everyone involved, the Annual Stockholders’ Meeting of BDO was conducted in virtual format, through remote or electronic means of communication, and livestreamed via Cisco Webex Events. Stockholders were given the opportunity to attend, participate and vote via remote communication or in absentia, pursuant to Sections 23 and 57 of the Revised Corporation Code of the Philippines and SEC Memorandum Circular No. 6-2020.

## **I. Introduction**

Mr. Luis S. Reyes, Jr., Executive Vice President and Head of Investor Relations and Corporate Planning Group, acting as the host of the event and moderator of the open forum, introduced the members of Board of Directors who were all virtually participating in the 2021 Annual Stockholders' Meeting of BDO Unibank, Inc. (the "Bank" or BDO). He likewise acknowledged the participation of the Advisors to the Board and the Corporate Secretary of the Bank who are all joining the Meeting remotely, and subsequently turned over the floor to the Chairperson of the Board of Directors.

## **II. Call to Order**

The Chairperson, Ms. Teresita T. Sy, called the meeting to order. She formally opened the meeting with her welcome remarks.

She stated that throughout the pandemic, the Bank continued to provide uninterrupted banking services to its clients. However, the Bank's decision to book pre-emptive provisions for potential loan losses resulted in a lower net income in 2020. She announced that the Bank reported growth in net income for the first quarter of 2021, driven by contributions from core businesses which will be discussed in more detail by the Bank's President and Chief Executive Officer in his report. She then extended her heartfelt thanks to everybody for their continued support as everyone looks forward to the country's recovery.

Thereafter, the Chairperson requested the Bank's Vice Chairman, Mr. Jesus A. Jacinto Jr., to preside over the rest of meeting.

## **III. Proof of Notice and Determination of Existence of Quorum**

The Corporate Secretary, Atty. Edmundo L. Tan, certified that in compliance with the rules issued by the Securities and Exchange Commission (SEC), the notices for the Annual Stockholders' Meeting, the Definitive Information Statement, along with the Bank's "Guidelines for Registering, Participating via Remote Communication and Voting *in Absentia*" were uploaded in the PSE EDGE website on March 26, 2021 and posted in the Bank's website also beginning March 26, 2021. The notice, which contains a QR code for the Definitive Information Statement, was published in the business sections of The Philippine Daily Inquirer and The Philippine Star, in print and online formats, on March 25 and 26, and March 29 and 30, 2021, respectively.

Based on the records of remote registration, the stockholders who are participating in the meeting, virtually and by proxy, represent 3,990,579,071 common shares, constituting 81.45% of the outstanding voting capital stock of the Bank as of record date March 2, 2021. The Corporate Secretary therefore certified that there was a quorum for the valid transaction of business. He recorded the minutes of the proceedings.

Furthermore, the Corporate Secretary announced that for purposes of the meeting, *Punongbayan & Araullo, Grant Thornton* (P&A) has been appointed to validate all votes in accordance with the voting procedures provided in the Bank's Definitive Information Statement.

## **IV. Approval of the Minutes of the Previous Annual Stockholders' Meeting held on June 16, 2020**

The Chairman of the Meeting proceeded to the next item in the agenda which was the reading and approval of the Minutes of the Annual Stockholders' Meeting held on June 16, 2020.

The Corporate Secretary stated that a copy of the said minutes was posted on the Bank's website on June 23, 2020 or within five (5) banking days from the date of the meeting. A copy of the minutes was also appended to the Bank's Definitive Information Statement posted on PSE EDGE and the Bank's website at <www.bdo.com.ph> and available to the Bank's shareholders for download.

The Minutes reflect the proceedings of the last meeting, including resolutions adopted and approved, with corresponding tabulation of votes.

Thereafter, the Minutes of the Annual Stockholders' Meeting held on June 16, 2020 were approved and the following resolution was passed and adopted:

### Stockholders' Resolution No. 01-2021

“RESOLVED, That the Stockholders of BDO Unibank, Inc. approve, as they hereby approve, the Minutes of the Annual Stockholders' Meeting held on June 16, 2020.”

The Chairman of the Meeting instructed the Corporate Secretary to reflect in the minutes of the meeting a tabulation of total votes cast for all agenda items requiring stockholder approval. The Corporate Secretary acknowledged the instructions of the Chairman of the Meeting, adding that all unqualified votes cast for each agenda item at the meeting shall be counted in favor of the matter under consideration.

Based on P&A's tabulation, the votes cast and received relative to the approval of the Minutes of the Annual Stockholders' Meeting held on June 16, 2020 were as follows:

<b>Total Outstanding Shares</b>	<b>Total Votes Cast</b>	<b>Votes in Favor</b>	<b>Votes Against</b>	<b>Abstentions</b>
4,899,474,515	3,990,579,071	3,988,160,291	0	2,418,780

Accordingly, stockholders owning 3,988,160,291 voting shares or 99.94% of the total number of voting shares represented at the meeting approved the Minutes of the Annual Stockholders' Meeting held on June 16, 2020. No stockholder voted against, while stockholders owning 2,418,780 or 0.06% of the total votes cast abstained.

#### **V. President's Report and Approval of the Audited Financial Statements for 2020**

The Chairman of the Meeting turned over the floor to the President and Chief Executive Officer of the Bank, Mr. Nestor V. Tan, to present his report, covering the Bank's Results of Operations for 2020, the 2021 First Quarter Results, and 2021 Outlook.

##### 2020 Review

President Tan reported to the stockholders that the year 2020 will always be remembered by the effects of the COVID-19 pandemic. The Gross Domestic Product (GDP) of the Philippines contracted by an unprecedented 9.6% in 2020, interrupting the eight (8) consecutive years of growth of 6% or higher. Over a longer horizon, the Philippines had twenty-one (21) years of positive growth from the 1998 Asian Financial Crisis. The year 2020 also marked the deepest decline in the economy in over three (3) decades. Regionally, the Philippines was also the worst-hit economy. The bleak economic performance came as a result of a series of natural and health disasters aggravated by quarantine and mobility restrictions instituted as a response to the COVID-19 pandemic. To cushion the impact of the COVID-19 and the quarantine measures, the government set up a stimulus budget and relief measures by emergency support to vulnerable groups and expand medical and health resources. Meanwhile, the Bangko Sentral ng Pilipinas (BSP) reduced the benchmark policy rate and bank deposit reserve requirements over the year by a total of 200 basis points each. The BSP also extended over ₱500 Billion in advances to the national government to help its relief efforts and purchased over ₱500 Billion of government securities from the banking system to ensure availability of liquidity to the economy.

The COVID-19 pandemic and the resulting quarantine measures greatly affected the Bank's operations. Branch and Head Office operations were scaled down due to mobility restrictions. There were limited sales activity for businesses requiring face-to-face interaction. The Bank also incurred additional expenses to maintain a safe and virus-free work environment. To adjust, the Bank swiftly instituted changes in the way it conducted business. The Bank initially kept the allowed number of branches open at shortened operating hours, manned by a skeletal workforce. Head Office units likewise operated a skeletal workforce. However, by June 2020, the Bank had re-opened most of its branches and resumed weekend banking. Head Office and support units were also fully operational to assist banking operations with dual site processing capabilities for some critical functions. The Bank geared up for the new normal, complying with new occupational safety and health standards by retrofitting and adjusting work spaces, such as installation of acrylic shields in workstations and teller counters. The Bank implemented safety protocols and regular disinfection of Bank premises. Employees undergo regular tests to ensure the early detection of infection within the workforce. The Bank continued its investments in digital infrastructure to scale up capacity and ability to handle the surge in transaction volume without affecting reliability. Amidst some operational hiccups, BDO responded to the rapid customer shift to digital transactions by ensuring the availability of

ATMs, online and mobile banking channels. In addition to Bayanihan I and II, the Bank supported clients with cash flow requirements and instituted loan restructuring where appropriate. The Bank undertook a comprehensive loan portfolio review and set aside pre-emptive provisions to cover for anticipated asset quality deterioration.

Against this challenging environment, BDO recorded a net income of ₱28.2 Billion in 2020 or 36% lower, year-on-year, mainly due to the ₱30.2 Billion anticipatory provisions set aside ahead for potential asset quality deterioration. Net interest income (NII) was still strong with a 12% growth, year-on-year, as net interest margins (NIM) continued to improve to 4.36% from strong CASA growth and reduced cost of funds. Non-interest income declined by 8%, due largely to a 19% drop in fee-based income, caused by lower volumes in commercial activity. Trading and forex gains were up by 41%, which cushioned the impact of lower fees and other income. Overall, gross operating income went up by 5%, despite lower business volumes. Operating expenses (OPEX), on the other hand, was relatively flat, led by lower volume related expenses and reduction in some discretionary expenditures, such as certain marketing programs.

In terms of the balance sheet, total resources increased by 6% to almost ₱3.4 Trillion, anchored by a 3% increase in gross customer loans, which was better than the 0.7% decline for the system. Investment securities portfolio rose 17%, as funds were channeled to government securities in the absence of loan demand. Total deposits grew by 5%, driven by a 17% increase in low-cost CASA deposits, which comprised 81% of total deposits. Time deposits declined 7%, as the Bank reduced its reliance on more expensive funding sources. Total capital base increased to ₱393 Billion or 6% higher, year-on-year.

President Tan remarked that the year 2020 was far from what the Bank expected. However, the Bank managed to come out of it whole and ready to resume business. The balance sheet still grew, while net income was lower due to pre-emptive provisions that will cover the Bank against increases in delinquencies. Despite the lower profitability, NIM and CASA still improved, highlighting the strength of the balance sheet and sustainability of the Bank's businesses.

#### First Quarter 2021 Results

The President reported that the Bank's net income for the 1<sup>st</sup> Quarter 2021 was ₱10.4 Billion or 19% higher, year-on-year. NII dipped by 3% on lower loan volumes and NIM, due to the decline in asset yields. Non-interest income rose by 21%, while total fee income held steady at ₱8.1 Billion, as the wealth management business sustained a strong performance. Life insurance premiums expanded 31%, benefitting from easing mobility. Trading and forex gains normalized to ₱769 Million. Overall, gross operating income was up 4%. OPEX rose by a modest 2% on branch expansion, sustained IT investments, and increased insurance volumes. In line with prudent provisioning policies, the Bank set aside provisions of ₱2.9 Billion for 1<sup>st</sup> Quarter 2021 or 30% higher compared to the same period last year.

In terms of balance sheet, BDO's loans slightly dipped by 0.71% due to weak demand, which was favorable compared to 2.7% decline for the system. Investment securities rose 8%, as funds were channeled to government securities. Total deposits grew by 2%, driven by the 11% increase in low-cost CASA deposits, which comprised 83% of total deposits. Total capital base increased to ₱401 Billion or 8% higher, year-on-year. As of the 1<sup>st</sup> Quarter 2021, the Bank's book value per common share stood at ₱89.89 per share, representing a year-on-year growth of 7.8%. NPL ratio was at 2.81% against the industry's 3.67%. NPL cover was at 107.1%, comparing favorably against industry's 95%. Provisions were equivalent to 3.1% of total loans, which the Bank considers as more than adequate and can cover potential losses from an NPL ratio of up to 6.2% compared to the current NPL level. The Bank's total capital base was strong enough to withstand shocks. Consolidated Capital Adequacy Ratio (CAR) of 14.7% and Common Equity Tier 1 (CET 1) ratio of 13.6% were well above the regulatory minimum levels.

In summary, President Tan informed the stockholders that the Bank posted a 19% income growth to ₱10.4 Billion for the 1<sup>st</sup> Quarter 2021 despite sluggish economic activity. The Bank also booked higher provisions as additional buffer against the negative impact of the pandemic on loan accounts. Weak loan demand resulted in a slight decline in the loan portfolio. Low-cost funding continued to grow, setting the Bank's CASA ratio at its highest at 83%. With continued profitability and improved capital, the President highlighted the strength of the Bank's balance sheet and sustainability of its businesses.

#### 2021 Outlook

In terms of macro outlook, President Tan stated that 2021 is expected to be another challenging year. The gradual recovery is seen with the government fiscal stimulus and continued infrastructure spending. The government allocated a budget of ₱140 Billion under the Bayanihan II plus another ₱25.5 Billion unused funds extended up to June 30, 2021 for the said purpose. On the other hand, continued

limitations in economic activity as well as inflation pressures are seen to delay economic recovery.

On business outlook, loan growth is expected to be slow given the difficult operating environment. NIM pressure is expected to persist under the prevailing low interest rate environment. Meanwhile, wealth management, life insurance and other fee-based businesses initially affected by mobility restrictions are seen to recover. Loan delinquencies are expected to peak by the 2<sup>nd</sup> Quarter 2021, which will remain manageable.

Thereafter, President Tan informed the stockholders that the Bank remains hopeful that the economy is on the mend. BDO has prepared itself to thrive in this difficult time and take advantage of the growth from economic recovery.

#### Open Forum

After the President's presentation, EVP Reyes opened the floor to stockholders to provide them the opportunity to ask questions or give comments. He reminded the stockholders that as stated in the Bank's ASM Notice, the stockholders were 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 o'clock p.m. of April 23, 2021. Shareholders were also provided the opportunity to send their questions or comments during the Meeting via the Q&A panel provided in the livestreaming platform.

EVP Reyes read the first question coming from *Stockholder Allen M. Lunar*, asking about the impact of the recent spike in infections and imposition of enhanced community quarantine (ECQ) and modified enhanced community quarantine (MECQ) on BDO's performance. President Tan replied that the ECQ and MECQ put a halt to economic activity, which also impacted the Bank's business. However, it would be too early to tell what the impact will be. The Bank is hoping that it is just a blip in the economic growth trajectory. However, if the quarantine is extended, the Bank may have a momentum shift which is more difficult to recover from. Nonetheless, the Bank is making sure to continue its operations despite these constraints.

Two (2) related questions came from *Stockholders Elijah Daniel M. Celemen* and *Rolando San Diego*, who inquired about the accessibility of the branches, which are either shut or closed early in certain areas leading to longer ques in the referred branches, and the Bank's plan to perform and continue its operations for the rest of the year given the continuing ECQ, mobility restrictions and high infection rates. President Tan thanked the Bank's customers for their patience and said that the branch operation is affected by several factors. First, the Bank puts preventive measures in place to minimize the risk of infection to customers as well as employees. The second and third factors are the curfew and compliance with individual LGU restrictions. The Bank also instituted the Team A and Team B approach to ensure continued operations and to ensure the health of officers and staff. Those factors limited the Bank's ability to service the clients and will determine the full resumption of branch activity. At the moment, the Bank's priority is to minimize the risk to customers and to officers and staff as well.

Another question came from *Stockholder Hassan N. Decampong* asking about the Bank's long-term idea for growth for the next five (5) to ten (10) years. President Tan responded that the Philippines is still underbanked, with about 65% to 70% of Filipinos not having bank accounts. He added that a third of municipalities in the country are still not covered by a formal banking presence. For the next five (5) years, the Bank's focus would be tapping these untapped markets. Unfortunately, in the short term, the Bank needs to keep business as usual as stable as possible so that it can then prepare for continued expansion of the Bank's operations.

Thereafter, EVP Reyes read the question of *Stockholder Kim Jefferson S. Loverio* who asked for clarity on when the transaction for BDO Leasing and Finance, Inc. will close and trading suspension be lifted. President Tan replied that the matter is not within the control of the Bank. He said that the Bank is making representations with the SEC and has complied with all of its requirements to lift the trading suspension. However, SEC also has limitations on staff and capacity. Nevertheless, the Bank is hopeful and making representations to lift the trading suspension as soon as possible.

An inquiry from *Stockholder Maria Lilibeth L. Pambid* about the other digital innovations to be expected from BDO was posed. President Tan answered that the digital initiatives of BDO come in three (3) broad categories. The first category is in product capabilities. The Bank recently launched BDO Pay, which would be followed by the update in online banking, wealth management and on a few other products of the Bank until end of the year. The second phase is on the end-to-end processing, which would be to automate most of the back office. The Bank is already piloting with the end-to-end processing in the branches. In some instances, ATMs with biometrics and QR codes are used, which will be propagated as

soon as there is more mobility. The third phase is in the area of information and data management, which will help the Bank communicate with its customers about their account transactions and prevent any potential fraud or any potential risk related to the customer’s account. President Tan further said that the Bank has a lot of things in the pipeline, from new products to new processes and new platforms.

Another question related to the current environment came from *Stockholder Raymundita Nalda*, who inquired about the expected Bank’s NPL for the year. President Tan replied that the Bank expects that the NPL rate would probably peak for the industry at about 4% to 5%. On the other hand, the Bank’s NPL was projected at around 3% for year-end 2020, and is trending quite better than anticipated. President Tan also remarked that the challenge is not in NPL ratio, but on how to help and work out with clients with loan problems. Further, the Bank also needs to protect the balance sheet. In 2020, the Bank did pre-emptive provisioning and NPL cover was in excess of 100%. Considering the loss given default of about 50%, the Bank’s balance sheet is adequately protected and even more for potential increases in delinquencies should it happen.

*Stockholders Cynthia Nopia, Kim Loverio and Ishmael Sam D. Canua* simultaneously asked if the Bank is interested to look at Citibank’s retail business in the Philippines. President Tan replied that the Bank would likely look at Citibank’s retail business because of its good business franchise. However, the Bank has to be cognizant of the overlaps and the stickiness of the business for sale.

As a follow-up question, *Shareholder Canua* inquired about the number of BDO employees who will participate in the vaccination and if the vaccine brand is shared with the employees. President Tan answered that the Bank has made provisions for all employees who want to be vaccinated. The vaccination is voluntary. At the moment, the big issue is the timing of the supply, which order has already been made.

Thereafter, EVP Reyes thanked all the stockholders for their questions and comments. He informed the stockholders that those who sent questions, which have not been read and answered during the Meeting, would be replied to by the Bank through the email address that was provided during the pre-registration process.

Subsequently, upon the request of the Chairman of the Meeting, the Corporate Secretary presented the results of the voting by stockholders on the President’s Annual Report and the Bank’s Audited Financial Statements for the period ending December 31, 2020, which were likewise appended to the Definitive Information Statement, and the following resolutions were passed and adopted:

**Stockholders’ Resolution No. 02-2021**

“RESOLVED, That the President’s Annual Report, covering BDO Unibank, Inc.’s Results of Operations for 2020, the 2021 First Quarter Results, and 2021 Outlook, be, as it is hereby, approved.”

- and -

**Stockholders’ Resolution No. 02-A-2021**

“RESOLVED, That the Audited Financial Statements of BDO Unibank, Inc. for the period ending December 31, 2020, be, as they are hereby, approved.”

Based on P&A’s tabulation, the votes cast and received on the approval of the President’s Annual Report and the Bank’s Audited Financial Statements for 2020 were as follows:

<b>Total Outstanding Shares</b>	<b>Total Votes Cast</b>	<b>Votes in Favor</b>	<b>Votes Against</b>	<b>Abstentions</b>
4,899,474,515	3,990,579,071	3,983,903,424	3,260,527	3,415,120

Accordingly, stockholders owning 3,983,903,424 voting shares or 99.83% of the total number of voting shares represented at the meeting noted and approved the President’s Annual Report and the Bank’s Audited Financial Statements for the period ending December 31, 2020, while stockholders owning 3,260,527 voting shares or 0.08% voted against, and stockholders owning 3,415,120 voting shares or 0.09% of the total number of votes cast abstained.

## **VI. Approval and Ratification of All Acts of the Board of Directors, Board Committees, and Management during their respective Terms of Offices**

The next item in the agenda taken up was the ratification of all acts, transactions and contracts entered into, as well as resolutions made and adopted by the Board of Directors, its duly constituted Board Committees and of Management during their terms of office, including the criteria and processes for the Board of Directors' evaluation as published in the Bank's website and significant related parties' transactions, from the date of the Annual Stockholders' Meeting in 2020 up to the Bank's 2021 Annual Stockholders' Meeting, as described in the Definitive Information Statement. The collective efforts of the Board, its Committees and Management are the key success factors to the Bank's 2020 performance.

Thereafter, upon the request of the Chairman of the Meeting, the Corporate Secretary presented the results of the voting by the stockholders on all acts of the Board, its Committees and Management, and the following resolution was passed and adopted:

### **Stockholders' Resolution No. 03-2021**

“RESOLVED, That all of the resolutions, acts and proceedings of the Board of Directors of BDO Unibank, Inc. (“BDO Unibank”), its Committees, and Management, heretofore adopted and taken up at the meetings of the Board of Directors, its Committees, and Management, since the Annual Stockholders' Meeting of BDO Unibank in 2020 to the Bank's 2021 Annual Stockholders' Meeting, as described in the Definitive Information Statement provided to the stockholders, including all actions and proceedings, criteria and process for the Board of Directors' evaluation as published in the Bank's website, significant related party transactions, be, as they are hereby, approved, confirmed, and ratified.”

Based on P&A's tabulation, the votes cast and received on the ratification of all acts of the Board of Directors, its Committees and Management during their respective terms of offices were as follows:

<b>Total Outstanding Shares</b>	<b>Total Votes Cast</b>	<b>Votes in Favor</b>	<b>Votes Against</b>	<b>Abstentions</b>
4,899,474,515	3,990,579,071	3,963,980,567	2,717,105	23,881,399

Accordingly, stockholders owning 3,963,980,567 voting shares or 99.33% of the total number of voting shares represented at the meeting approved, confirmed and ratified all acts of the Board of Directors, its duly constituted Committees, and Management during their respective terms of offices, while stockholders owning 2,717,105 voting shares or 0.07% voted against, and stockholders owning 23,881,399 voting shares or 0.60% of the total number of votes cast abstained.

## **VII. Election of the Board of Directors**

The Chairman of the Meeting announced the election of members of the Board of Directors of the Bank for 2021-2022 as the next item in the agenda. In accordance with the Bank's By-Laws, the Nominations Committee has pre-screened and short-listed all candidates nominated to the Board of Directors. He called on Independent Director Vicente S. Pérez, Jr., Chairman of the Nominations Committee, to announce the nominees for the election of the Bank's Board of Directors for the year 2021-2022.

Independent Director Pérez stated that as of the close of the nomination period pursuant to the Bank's By-Laws, there were only eleven (11) persons nominated and qualified to fill up the eleven (11) seats in the Board. He announced that the following have been nominated and are all qualified to be directors of the Bank for the year 2021-2022:

### Regular Directors

Teresita T. Sy  
Jesus A. Jacinto, Jr.  
Nestor V. Tan  
Jones M. Castro, Jr.

Christopher A. Bell-Knight  
Josefina N. Tan

Independent Directors

George T. Barcelon  
Jose F. Buenaventura  
Vicente S. Pérez, Jr.  
Dioscoro I. Ramos  
Gilberto C. Teodoro, Jr.

Independent Director Pérez clarified that since Mr. Castro's cumulative term as independent director has reached the maximum of nine (9) years, his nomination for the ensuing term is as a regular director of the Bank.

Considering that there were only eleven (11) persons nominated to, and qualified for, the eleven (11) seats in the Board of Directors of the Bank for the year 2021-2022, upon motion duly made and seconded, the following resolution was passed and adopted:

**Stockholders' Resolution No. 04-2021**

“RESOLVED, That the following persons are hereby elected directors of BDO Unibank, Inc. for a period of one (1) year and until their successors shall have been duly elected and qualified:

Teresita T. Sy  
Jesus A. Jacinto, Jr.  
Nestor V. Tan  
Jones M. Castro, Jr.  
Christopher A. Bell-Knight  
Josefina N. Tan

Independent Directors

George T. Barcelon  
Jose F. Buenaventura  
Vicente S. Pérez, Jr.  
Dioscoro I. Ramos  
Gilberto C. Teodoro, Jr.”

Upon the request of the Chairman of the Meeting, the Corporate Secretary presented the results of the voting of the stockholders on the election of each nominee. Based on the tally made by P&A, the votes cast and received, by nominees were as follows:

<b>Total Outstanding Shares</b>	<b>Total Votes Cast</b>
4,899,474,515	3,990,579,071

<b>Nominees</b>	<b>Votes in favor</b>	<b>Votes Against</b>	<b>Abstentions</b>
Teresita T. Sy	3,924,479,245	26,130,502	39,969,324
Jesus A. Jacinto, Jr.	3,959,919,130	24,408,443	6,251,498
Nestor V. Tan	3,961,537,689	23,639,397	5,401,985
Christopher A. Bell-Knight	3,956,876,563	24,584,216	9,118,292
Josefina N. Tan	3,958,689,050	24,408,443	7,481,578
George T. Barcelon	3,962,978,758	23,951,453	3,648,860
Jose F. Buenaventura	3,946,136,937	26,379,972	18,062,162
Jones M. Castro, Jr.	3,931,545,920	42,028,724	17,004,427
Vicente S. Pérez, Jr.	3,916,768,240	45,091,072	28,719,759
Dioscoro I. Ramos	3,984,885,056	3,275,235	2,418,780
Gilberto C. Teodoro, Jr.	3,981,532,932	5,961,084	3,085,055



## VIII. Amendments to BDO's By-Laws

The Chairman of the Meeting then announced that the next item in the agenda was the consideration of the Amendments to BDO's By-laws in order to address the comments and recommendations of the Bangko Sentral ng Pilipinas (BSP) on Sections 10 and 16 of BDO's By-Laws. The proposed amendments have been specifically enumerated in the Definitive Information Statement.

Following the recommendations of the Office of the General Counsel and Legal Services of the BSP, the proposed amendments to the By-Laws include the following: (a) on *Section 10*, indicating that all meetings of stockholders shall be held in any of the offices of the Bank, or, if not practicable, at any venue in Metro Manila; and (b) on *Section 16*, specifying that notices of annual meetings to stockholders shall be sent no less than twenty-one (21) days prior to the date set for each meeting or such other periods as may be prescribed by the Board of Directors.

The Board of Directors of the Bank has passed a resolution approving and endorsing for Stockholders' approval and ratification the foregoing Amendments to BDO's By-laws.

Subsequently, upon the request of the Chairman of the Meeting, the Corporate Secretary presented the results of voting by the stockholders on the Amendments to BDO's By-Laws, and the following resolution was passed and adopted:

### **Stockholders' Resolution No. 05-2021**

“RESOLVED, That the Stockholders approve and ratify, as they hereby approve and ratify, the amendments to Sections 10 and 16 of the Amended By-laws of BDO Unibank, Inc., as reflected in Board Resolution No. 235-2020 adopted on December 5, 2020, with the addition of the recommended revision of the Bangko Sentral ng Pilipinas, as follows:

#### **“ARTICLE IV MEETING OF THE STOCKHOLDERS**

SECTION 10. Place. All meetings shall be held in any of the offices of the Bank ***located in the city where the principal office of the Bank is located***, or, if not practicable, at any venue in Metro Manila.

x x x x x

SECTION 16. Notice of Meeting. Notice of annual meeting or special meeting of stockholders shall be sent either by:

- (a) Mail, facsimile transmission, electronic mail, or other modes as may be allowed under applicable law, rules and regulations, to each stockholder no less than ***twenty-one (21)*** days prior to the date set for each meeting, which notice shall state the day, hour and place of the meeting; or
- (b) Publication in newspapers of general circulation published in Metro Manila not less than ***twenty-one (21)*** days prior to the date set for the meeting, which notice shall state the day, hour and place of the meeting;

In special meetings, the notice shall be sent not less than ten (10) days prior to the date set for such meeting and shall also state the purpose or purposes for which it is called. The requisite of notice of meeting, whether annual or special, may however be waived by the stockholders: Provided, that attendance by a stockholder at a meeting shall constitute his/her waiver of notice of such meeting.

***The Board of Directors may prescribe other periods for the giving of notices of stockholders' meetings, without need of amendment of these By-laws.***

Failure of or defect in the notice shall not, however, invalidate any annual meeting of the stockholders or any of the proceedings had thereat, if the business transacted is within the powers of the Bank and all stockholders were present or represented at the meeting nor shall any defect in the notice or failure to state the purpose or purposes for which a special meeting is called invalidate the same, except when so provided by law.”

Based on P&A’s tabulation, the votes cast and received on the Amendments to BDO’s By-laws were as follows:

<b>Total Outstanding Shares</b>	<b>Total Votes Cast</b>	<b>Votes in Favor</b>	<b>Votes Against</b>	<b>Abstentions</b>
4,899,474,515	3,990,579,071	3,988,160,291	0	2,418,780

Accordingly, stockholders owning 3,988,160,291 voting shares or 81.40% of the total number of outstanding shares approved the Amendments to BDO’s By-Laws. No stockholder voted against, while stockholders owning 2,418,780 voting shares or 0.05% of the total number of votes cast abstained.

#### **IX. Appointment of External Auditor**

The Chairman of the Meeting then announced that the next item in the agenda was the appointment of the Bank’s external auditor for the year 2021. He said that the Board Audit Committee has accepted nominations and pre-screened the nominees for external auditor. The current external auditor, *Punongbayan & Araullo, Grant Thornton (P&A)* has been recommended for re-appointment as the Bank’s external auditor for the year 2021. The Board of Directors approved said recommendation of the Board Audit Committee and endorsed to the stockholders the re-appointment of P&A as the Bank’s external auditor for the year 2021.

Subsequently, upon the request of the Chairman of the Meeting, the Corporate Secretary presented the results of the voting of the stockholders on the re-appointment of P&A as external auditor of the Bank for the year 2021, and the following resolution was passed and adopted:

#### **Stockholders’ Resolution No. 06-2021**

“RESOLVED, That the Stockholders approve and ratify, as they hereby approve and ratify, the re-appointment of PUNONGBAYAN & ARAULLO, GRANT THORNTON as external auditor of BDO Unibank, Inc. for the year 2021 under such terms and conditions of engagement as may be approved by the Board of Directors.”

Based on P&A’s tabulation, the votes cast and received on the re-appointment of external auditor for the year 2021 were as follows:

<b>Total Outstanding Shares</b>	<b>Total Votes Cast</b>	<b>Votes in Favor</b>	<b>Votes Against</b>	<b>Abstentions</b>
4,899,474,515	3,990,579,071	3,949,058,887	39,062,104	2,458,080

Accordingly, stockholders owning 3,949,058,887 voting shares or 98.96% of the total number of voting shares represented at the meeting approved the re-appointment of P&A as the Bank’s external auditor for 2021, while stockholders owning 39,062,104 voting shares or 0.98% voted against, and stockholders owning 2,458,080 voting shares or 0.06% of the total number of votes cast abstained.

**X. Adjournment**

There being no further business to transact, and upon motion duly made and seconded, the meeting was adjourned at 3:00 o'clock in the afternoon.

  
**EDMUNDO L. TAN**  
Corporate Secretary

**ATTESTED:**

  
**TERESITA T. SY**  
Chairperson

**OFFICERS OF BDO UNIBANK, INC. PRESENT AT THE ANNUAL MEETING OF THE STOCKHOLDERS  
HELD VIRTUALLY VIA REMOTE COMMUNICATION ON APRIL 23, 2021, AT 2:00 P.M.**

Jose Albert L. Gotuaco	Senior Executive Vice President
Rolando C. Tanchanco	Senior Executive Vice President
Walter C. Wassmer	Senior Executive Vice President
Lucy C. Dy	Executive Vice President & Comptroller
Eduardo V. Francisco	Executive Vice President
Jesus Antonio S. Itchon	Executive Vice President
Ma. Corazon A. Mallillin	Executive Vice President
Dalmacio D. Martin	Executive Vice President & Treasurer
Ricardo V. Martin	Executive Vice President
Edwin Romualdo G. Reyes	Executive Vice President
Cecilia Luz L. Tan	Executive Vice President
Maria Carina S. Antonio	Senior Vice President
Rafael G. Ayuste, Jr.	Senior Vice President & Trust Officer
Ferdinand C. Bacungan	Senior Vice President
Melanie S. Belen	Senior Vice President
Romeo Ramon M. Co, Jr.	Senior Vice President
Ramon S. David	Senior Vice President
Montiel H. Delos Santos	Senior Vice President
Noel D. Dizon	Senior Vice President
Gwyneth M. Entao	Senior Vice President
Belinda C. Fernandez	Senior Vice President
Andre M. Flores	Senior Vice President
Gina Marie C. Galita	Senior Vice President
Geneva T. Gloria	Senior Vice President
Marilyn K. Go	Senior Vice President & Deputy Treasurer
Frederic Mark S. Gomez	Senior Vice President
Richard Emil E. Grau	Senior Vice President
L. Jerome C. Guevarra	Senior Vice President & Chief of Staff to the Office of the President
Enrico R. Hernandez	Senior Vice President
Joseph Rhoderick B. Lledo	Senior Vice President
Rhodora M. Lugay	Senior Vice President
Jose Paolo Enrique A. Magpale	Senior Vice President
Roy Allan V. Magturo	Senior Vice President
Manuel Patricio C. Malabanan	Senior Vice President
Ramon T. Militar	Senior Vice President
Aurea Imelda S. Montejo	Senior Vice President
Carlo B. Nazareno	Senior Vice President
Paul John Siy	Senior Vice President
Edwin R. Tajanlangit	Senior Vice President
Maria Theresa L. Tan	Senior Vice President
Myla R. Untalan	Senior Vice President
Donabel R. Aala	First Vice President
Onofre D. Avellanosa	First Vice President
Janet B. Bagnes	First Vice President
Manuel Patricio J. Bondad	First Vice President
Francis L. Chiu	First Vice President
Joel M. Escala	First Vice President
Sarah Kathryn T. Geronimo	First Vice President
Maria Carmela M. Guerrero	First Vice President & Deputy Compliance Officer/ Corporate Governance Officer
Peter S. Lo, Jr.	First Vice President
Hannah Regina H. Lopez	First Vice President
Cirilo D. Magsuci	First Vice President
Sarah Jessica M. Navarro	First Vice President
Jose Eduardo A. Quimpo II	First Vice President
Ma. Cecilia S. Santos	First Vice President

Lorelie Lorraine L. Sy	First Vice President
Richard R. Tan	First Vice President
Dennis M. Tangonan	First Vice President
Vanessa Joan C. Chua	Vice President
Marilou M. Espiritu	Vice President
Raoul L. Reniedo	Vice President
Christopher D. Reyes	Vice President
Jose Maria Angel Y. Tanjuatco	Vice President
Ian Blaise F. Toledo	Vice President
Mary Elizabeth H. Bayhon	Senior Assistant Vice President
Gembeth G. Basilgo	Senior Assistant Vice President
Ma. Jennifer G. Garcia	Senior Assistant Vice President
Amy Lee M. Gotianse-Erni	Senior Assistant Vice President
Lea Angeline A. Maranan	Senior Assistant Vice President
Ana Marie M. Reyes	Senior Assistant Vice President
Pearl R. Bautista	Assistant Vice President
Ma. Luisa D. Sabalburu	Assistant Vice President
Erick Anthony J. Valencia	Assistant Vice President
Antonio N. Cotoco	Senior Credit Executive
Nilo P. Pacheco, Jr.	Senior Credit Executive
Elmer B. Serrano	Corporate Information Officer
Maria Cecilia G. Fonacier	Consultant
Joseph Jason M. Natividad	Consultant
Katherine Tan	Consultant
Rebecca S. Torres	Consultant
Andrew A. Contreras	Senior Manager
Editha P. Crispino	Senior Manager
Ada E. Ballesfin	Manager 2
Romeo E. Bellen	Manager 2
Elizabeth M. Benemile	Manager 2
Carlo Leo C. Manuel	Manager 2
Lani B. Santos	Manager 2
Myra-Flor S. Sioco	Manager 2
Ana Marie M. Tanglao	Manager 2
Faith Abigail L. Hilomen	Manager 1
Lionel Albert D. Lopez Dee	Manager 1
Ma. Aizza Gayle R. Fabella	Assistant Manager
Antonette F. Lagumen	Assistant Manager
Shelarie C. Mosquera	Assistant Manager
Ryan Gerard H. Villapaña	Assistant Manager
Conrad Joseph L. Maraan	Junior Assistant Manager 3
Nichele P. Catral	Junior Assistant Manager 2
Raymond C. Santos	Junior Assistant Manager 2
Joel B. De Leon	Junior Assistant Manager 2
Laurence D. Mariñas	Junior Assistant Manager 2
Ma. Gerardine Carlisa S. Millares	Junior Assistant Manager 1