



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholder:

Please be informed that the Annual Stockholders' Meeting ("ASM") of **BDO NETWORK BANK, INC.** ("BDONB" or the "Bank") will be held on April 28, 2023, Friday, at eleven o'clock in the morning. The ASM will be conducted in hybrid format (a combination of in-person and remote attendance) and voting by BDONB stockholders of record ("Stockholders") will solely be in absentia. The in-person meeting will be held at the Board Room, Sixth Floor, BDONB Corporate Center, Km. 9, Sasa, Davao City, and will be livestreamed for stockholders participating remotely.

The Agenda of the meeting is as follows:

- I. Call to order
- II. Proof of notice and determination of existence of quorum
- III. Approval of the minutes of the previous Annual Stockholders' Meeting held on April 29, 2022 and Special Stockholders' Meeting held on October 05, 2022.
- IV. Report of the President and approval of the Audited Financial Statements of BDONB as of December 31, 2022.
- V. Open Forum
- VI. Approval and Ratification of all Acts of the Board of Directors, Board Committees and Management during their terms of office
- VII. Election of Directors
- VIII. Appointment of External Auditor
- IX. Other business that may properly be brought before the meeting
- X. Adjournment

Each agenda item for approval is explained in the Definitive Information Statement (DIS), with a brief description in the attached Annex "A."

The Bank's Board of Directors has fixed **March 15, 2023** as the record date for the determination of Stockholders entitled to notice of, to participate, and to vote *in absentia* at such meeting and any adjournment thereof.

BDO Network Bank, Inc.
Km. 9, Sasa, Davao City
8000 Philippines

bdonetworkbank.com.ph

Stockholders of record who wish to participate in the meeting via remote communication and to cast their votes *in absentia* shall notify the Office of the Corporate Secretary at <bdonbcorsec@bdonetworkbank.com.ph> accordingly, and submit supporting documents no later than **April 21, 2023**. For the detailed registration and voting procedures, please visit <www.bdonetworkbank.com.ph/2023ASM> and refer to the "**Guidelines for Registering, Participating via Remote Communication and In-Person, and Voting in Absentia**".

In addition to the above, Stockholders who wish to attend in-person must email the Corporate Secretary at <bdonbcorsec@bdonetworkbank.com.ph> to be counted for in-person attendance. Kindly note that in observance of Covid-19 protocols, in-person attendance will be limited to the first ten (10) fully-vaccinated Stockholders who registered via email as set forth above.

Stockholders who wish to appoint a proxy must submit their duly accomplished and signed proxies no later than **March 21, 2023** to the Office of the Corporate Secretary at the 6th Floor, BDONB Corporate Center, Km. 9, Sasa, Davao City via courier delivery **or** by email to bdonbcorsec@bdonetworkbank.com.ph. Validation of proxies is set on **April 21, 2023, at 10:00 o'clock a.m.**, at the Office of the Corporate Secretary. Stockholders may download and print the proxy form from BDONB's website <www.bdonetworkbank.com.ph/2023proxyform>.

Successfully registered Stockholders can then cast their votes in absentia and all documents and information submitted shall be subject to verification and validation by the Office of the Corporate Secretary.

The procedure for nomination and election of directors is detailed in the Information Statement posted on the Bank's website <www.bdonetworkbank.com.ph/2023DIS>.

For complete information on the Bank's 2023 ASM, please visit www.bdonetworkbank.com.ph/2023ASM.¹

Atty. Joseph Jason M. Natividad
Corporate Secretary

¹ Accessible on this webpage are the electronic copies of the Information Statement with Management Report, SEC Form 17-A (once available), and other pertinent documents related to the Bank's 2023 ASM.

BRIEF DESCRIPTION OF AGENDA ITEMS

- I. **Call to order.** The Chairman, Mr. Nestor V. Tan, will formally open the 2023 Annual Stockholders' Meeting (ASM) of BDO Network Bank, Inc. ("BDONB" or the "Bank").
- II. **Proof of notice and determination of existence of quorum.** The Corporate Secretary, Atty. Joseph Jason M. Natividad, will certify that notice requirements for the 2023 ASM have been complied with in accordance with BDONB's Amended 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.
- III. **Approval of the Minutes of the Annual Stockholders' Meeting held on April 29, 2022 and Special Stockholders' Meeting held on October 05, 2022.** Copies of the Minutes are available for examination during office hours at the Office of the Corporate Secretary and at BDONB's website <www.bdonetworkbank.com.ph/2023ASMminutes>. Stockholders will be asked to approve the Minutes. Below is the text of the proposed resolution:

"RESOLVED, That the Stockholders of BDO Network Bank, Inc. approve, as they hereby approve, the Minutes of the Annual Stockholders' Meeting held on April 29, 2022, and Special Stockholders' Meeting held on October 05, 2022."
- IV. **President's Report and approval of BDONB's Audited Financial Statements (AFS) as of December 31, 2022.** The Report presents the highlights of the performance and achievements of BDONB in 2022. It includes the summary of the AFS which is incorporated in the Definitive Information Statement (DIS) posted in BDONB's website <www.bdonetworkbank.com.ph/2022DIS>. Copies of the AFS are also submitted to the SEC and Bureau of Internal Revenue.
- V. **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 in BDONB's website, including approvals of significant related parties' transactions, of the Board of Directors, the Board Committees, and the Management of BDONB from the last Annual Stockholders' Meeting of BDONB held on April 29, 2022 and Special Stockholders' Meeting held on October 05, 2022, will be presented to the stockholders for their approval and ratification. These collective actions are the main keys to the impressive performance of BDONB in 2022.
- VI. **Election of Directors.** The Chairman of the Corporate Governance Committee will present to the stockholders the nominees for election as members of the Board of Directors of BDONB, including the independent directors. The profiles of the nominees to the Board of Directors are provided in the Definitive Information Statement (DIS) posted in BDONB's website <www.bdonetworkbank.com.ph/2023DIS> for reference of the stockholders.
- VII. **Appointment of External Auditor.** The Board Audit Committee of BDONB would accept and screen the nominees for external auditor of BDONB. It will make the appropriate recommendation on the appointment of one auditing firm as external auditor of BDONB. The recommended external auditor will be presented to the stockholders for their approval.
- VIII. **Other business that may properly be brought before the meeting.** 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.

- IX. **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 <bdonbcosec@bdonetworkbank.com.ph> not later than 10:00 a.m. of April 28, 2023. Questions which cannot be read and answered during the meeting will be replied to by BDONB through the Stockholders' email addresses.

- X. **Adjournment.** After consideration of all business, the Chairperson shall declare the meeting adjourned. This formally ends the 2023 Annual Stockholders' Meeting of BDONB.