



**BDO NETWORK BANK, INC.  
NOTICE OF SPECIAL STOCKHOLDERS' MEETING**

Dear Stockholder:

Please be informed that the Special Stockholders' Meeting ("SSM") of **BDO NETWORK, INC.** ("BDONB" or the "Bank") will be conducted **VIRTUALLY**<sup>1</sup> on **August 30, 2024, Friday, at eleven o'clock in the morning.**

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 Amendments to BDONB's Articles of Incorporation
- IV. Open Forum
- V. Other business that may properly be brought before the meeting
- VI. Adjournment

Each agenda item for approval is explained in the Definitive Information Statement (DIS), with a brief description in the attached **Annex "1"**.

The Bank's Board of Directors has fixed **July 17, 2024** 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.

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](mailto:bdonbcorsec@bdonetworkbank.com.ph)> accordingly, and submit supporting documents no later than **August 15, 2024**. For the detailed registration and voting procedures, please visit <[www.bdonetworkbank.com.ph/2024SSM](http://www.bdonetworkbank.com.ph/2024SSM)> and refer to the **"Guidelines for Participation via Remote Communication and Voting in Absentia"**.

Stockholders of record who wish to appoint a proxy shall submit their duly executed and signed proxies together with other documentary requirements which are set forth in the **"Guidelines for Participation via Remote Communication and Voting in Absentia"** no later than **August 07, 2024** to the Office of the Corporate Secretary at 6th Floor, BDONB Corporate Center, 8000 Km.9 Sasa Davao City via

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<sup>1</sup> 1 Through remote or electronic means of communication



courier delivery or by email to <[bdonbcorsec@bdonetworkbank.com.ph](mailto:bdonbcorsec@bdonetworkbank.com.ph)>. Validation of proxies and documentary requirements is set on **August 25, 2024** at **11:00 a.m.**, at the 6th Floor, BDONB Corporate Center, 8000 Km.9 Sasa Davao City. Stockholders of record may download and print the proxy form from BDONB's website <[www.bdonetworkbank.com.ph/2024proxyform](http://www.bdonetworkbank.com.ph/2024proxyform)>.

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

For complete information on the SSM, please visit <[www.bdonetworkbank.com.ph/2024SSM](http://www.bdonetworkbank.com.ph/2024SSM)>.

**Atty. Joseph Jason M. Natividad**  
Corporate Secretary

## ANNEX "1"

### BRIEF DESCRIPTION OF AGENDA ITEMS

- I. **Call to order.** The Chairman, Mr. Nestor V. Tan, will formally open the 2024 Special Stockholders' Meeting (SSM) of BDO Network Bank, Inc. (BDONB).
- 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 2024 Special Stockholders' Meeting have been complied with in accordance with BDONB's Amended By-Laws, Revised Corporation Code of the Philippines, and issuances of the Securities and Exchange Commission (SEC), and will attest whether a quorum is present for the valid transaction of the SSM and all matters included in the Agenda.
- III. **Approval of the Amendments to BDONB's Articles of Incorporation.**
  - a. **Seventh Article of the Articles of Incorporation**

The Seventh Article of the Articles of Incorporation of BDONB is proposed to be amended to reflect the increase in the Authorized Capital Stock by Two Hundred Million (200,000,000) common shares.
- IV. **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 <bdonbcorsec@bdonetworkbank.com.ph> not later than 10:00 am of August 30, 2024. Questions which cannot be read and answered during the meeting will be replied to by BDONB through the Stockholders' email addresses.
- V. **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.
- VI. **Adjournment.** After consideration of all business, the Chairman shall declare the meeting adjourned. This formally ends the 2024 Special Stockholders' Meeting of BDONB.