

March 2, 2015

**THE PHILIPPINE STOCK EXCHANGE**  
Tower One and Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

Attention: **JANET A. ENCARNACION**  
*Head, Disclosure Department*


Re : Revised Notice and Agenda of the Annual Stockholders' Meeting of  
BDO Leasing and Finance, Inc.

Dear Ms. Encarnacion:

Please find enclosed the **Revised** Notice and Agenda of the Annual Stockholders' Meeting of BDO Leasing and Finance, Inc. to be held on April 22, 2015.

Thank you.

Very truly yours,

  
JOSEPH JASON M. NATIVIDAD  
Corporate Secretary

**BDO Leasing & Finance, Inc.**  
BDO Leasing Centre  
Corinthian Gardens, Ortigas Avenue  
Quezon City, Philippines  
Tel +63(2) 635 6416  
Fax +63(2) 635 5811, 635 5805, 635 3898

[www.bdo.com.ph](http://www.bdo.com.ph)

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## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholder:

Please be informed that the Annual Meeting of the Stockholders of **BDO LEASING AND FINANCE, INC. (the "Corporation")** will be held on **April 22, 2015, Wednesday**, at **10:00 a.m.** at the Francisco Santiago Hall, Mezzanine Floor, South Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City, Metro Manila.

The Agenda of the meeting is as follows:

- I. Call to order
- II. Certification of notice and determination of existence of quorum
- III. Approval of the minutes of the annual stockholders' meeting held on April 23, 2014
- IV. President's Report and approval of the Audited Financial Statements of the Corporation as of December 31, 2014
- V. Open Forum
- VI. Approval and ratification of all acts and proceedings of the Board of Directors, the Board Committees and Management during their respective term of offices
- VII. Election of the Board of Directors
- VIII. Appointment of External Auditor
- IX. Amendment of Third Article of the Articles of Incorporation of BDOLF
- X. Other Business that may properly be brought before the meeting
- XI. Adjournment


Each agenda item is explained in the Definitive Information Statement ("DIS"), with brief details and rationale in attached Annex "A".

The stockholders of record as of **March 5, 2015** are entitled to notice of, and to vote at, this year's Annual Meeting. Stockholders unable to attend the Annual Meeting in person may execute and deliver a proxy. Proxies shall be submitted **on or before April 12, 2015** addressed to the attention of the Corporate Secretary. Validation of proxies is set on **April 16, 2015, 12:00 noon** at BDO Corporate Center, 7899 Makati Avenue, Makati City. For reference only, stockholders may opt to use the proxy form which may be downloaded in the Corporation's website.

Registration will begin at 8:00 a.m. and close at 9:50 a.m. or immediately before the start of the meeting. Please bring this notice and any form of identification, such as passport, driver's license, or any other government-issued ID to facilitate registration.

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JOSEPH JASON M. NATIVIDAD  
Corporate Secretary

**AGENDA  
DETAILS AND RATIONALE**

- I. **Call to order.** The Chairperson, Ms. Teresita T. Sy, will formally open the 2015 Annual Stockholders' Meeting of BDO Leasing and Finance, Inc. (the "Corporation").
- II. **Certification of notice and determination of existence of quorum.** The Corporate Secretary, Atty. Joseph Jason M. Natividad, will certify that copies of the Notice of this Meeting have been duly sent to all stockholders of record as of March 5, 2015, and will attest whether a quorum is present for the valid transaction of the Annual Stockholders' Meeting and all the matters included in the Agenda.
- III. **Approval of the minutes of the annual stockholders' meeting held on April 23, 2014.** Copies of the Minutes are available for examination during office hours at the Office of the Corporate Secretary and at the Corporation's website <https://www.bdo.com.ph/business/leasing-financing/about-us/company-disclosures>. Stockholders will be asked to approve the Minutes. Below is the text of the proposed resolution:

"RESOLVED, That the Stockholders of BDO Leasing and Finance, Inc. approve, as they hereby approve, the Minutes of the Annual Stockholder's Meeting held on April 23, 2014."
- IV. **President's Report and approval of the Audited Financial Statements as of December 31, 2014 (AFS).** The Report presents a summary of the performance of the Corporation for the year 2014. It includes the highlights of the AFS of the Corporation which is incorporated in the Definitive Information Statement. Copies of AFS are submitted to the Securities and Exchange Commission and Bureau of Internal Revenue.
- V. **Open Forum.** Every Stockholder, after identifying himself/itself, may raise any relevant question or express any appropriate comment.
- VI. **Approval and ratification of all acts and proceedings of the Board of Directors, the Board Committees and Management during their respective term of offices.** All actions and proceedings, including approvals of significant related parties' transactions, of the Board of Directors, the Board Committees, and the Management of the Corporation from the last Annual Meeting of the Corporation held on April 23, 2014 will be presented to the stockholders for their approval and ratification. These collective acts are the main keys to the successful performance of the Corporation in 2014.
- VII. **Election of Directors.** The Chairman of the Nomination Committee will present to the stockholders the nominees for election as members of the Board of Directors of the Corporation, including the independent directors. The nomination period is February 20 to

March 6, 2015. The profiles of the nominees to the Board of Directors are to be provided in the Definitive Information Statement for reference of the stockholders.

The stockholders will cast their votes for the nominees they want to elect to the Board of Directors of the Corporation. The tabulation and validation of votes will be conducted by the Office of the Corporate Secretary or an independent party to be engaged by the Corporation.

- VIII. **Appointment of External Auditor.** The Board Audit Committee of the Corporation would accept and screen the nominees for external auditor of the Corporation. It will make the appropriate recommendation on the appointment of one auditing firm as external auditor of the Corporation. The recommended external auditor will be presented to the stockholders for their approval.
- IX. **Amendment of the Third Article of the Articles of Incorporation.** The amendment of the Third Article of the Articles of Incorporation of BDOLF changing its principal place of business from "BDO Leasing Centre, Corinthian Gardens, Ortigas Avenue, Quezon City, Philippines" to "The Podium, 12 ADB Avenue, Ortigas Center, Mandaluyong City, Philippines".
- X. **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, and which need to be presented to the stockholders for consideration will be taken up under this item. Stockholders may raise such matters as may be relevant or appropriate to the occasion.
- XI. **Adjournment.** After consideration of all business, the Chairperson shall declare the meeting adjourned. This formally ends the 2015 Annual Stockholders' Meeting of the Corporation.