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**MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING OF
BDO NETWORK BANK, INC.
HELD AT THE BDONB CENTER, KM. 9, SASA, DAVAO CITY
ON DECEMBER 06, 2024 AT 11:00 A.M.**

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Attendance – Number of Shares held by common shareholders:	- 544,137,303 shares
Present in Person or Represented by Proxy	- 2
Number of Total Outstanding Shares Common	- *550,000,000
Percentage of the Total Common Shares Represented by Proxies and in Person	- 98.93 %
No. of the Total Preferred Shares Represented by Proxies	- 0 shares

Incumbent Directors and Advisor Present:

1. Mr. Nestor V. Tan	Chairman (<i>representative of BDO Unibank</i>)
2. Mr. Jesus Antonio S. Itchon	Vice Chairman/President
3. Ms. Geneva T. Gloria	Director
4. Mr. Jovasky Wei Shen Pang	Director (<i>Representative of Osmanthus Investment Holdings, PTE LTD</i>)
5. Mr. Jaime C. Yu	Director
6. Ms. Evelyn Cristina A. Cam	Independent Director
7. Ms. Ma. Leonora V. de Jesus	Independent Director
8. Ms. Teresita T. Sy-Coson	Advisor

Incumbent Director/s Absent:
Rolando C. Tanchanco

Also Present:

Atty. Joseph Jason M. Natividad	Corporate Secretary
Atty. Ma. Cecilia S. Santos	Assistant Corporate Secretary
Ms. Karen L. Cua	Head- Products Group
Mr. Alberto A. Quiogue	Head – Salary Loans Group
Mr. Jaime A. Talingdan	Head- Community Banking Network Group
Mr. Ramil G. Tigley	Head- Business Technology
Mr. Garry L. Martinez	Head- Corporate Planning Section
Ms. Emily G. Gamir	Head- Operations Group
Ms. Minda A. Lim	Head- Treasury Group
Ms. Niezl D. Gilvero	Head- Comptrollership
Ms. Ana Marie R. Acuña	Head- Compliance and Corporate Secretariat
Ms. Stephanie M. Santoalla-Claros	Corporate Secretariat Admin. Officer
Ms. Ellen Jane E. Arro	Corporate Secretariat Admin. Assistant
Mr. Yusoph A. Maute	P&A Representative
Mr. Khen Lourence M. Sarong	P&A Representative

I. CALL TO ORDER

The meeting was called to order by the Chairman of the Meeting (“Chairman”), Mr. Nestor V. Tan at about 11:00 A.M.

II. PROOF OF NOTICE AND DETERMINATION OF EXISTENCE OF QUORUM

The Chairman called on the Corporate Secretary, Atty. Joseph Jason M. Natividad, to certify to the posting and publication of the notice to the meeting and the existence of a quorum. The Corporate Secretary presented to the body that in compliance with the rules issued by the Securities and Exchange Commission, he certified that the notice of the meeting, the Definitive Information Statement, along with the Bank’s “Guidelines for Participation via Remote Communication and Voting in Absentia” were uploaded and posted on the Bank’s website beginning on November 13, 2024.

The Notice was also published in the business sections of Philippine Daily Inquirer (PDI) and Manila Bulletin in print and online format, on November 13 and November 14, respectively.

The Corporate Secretary certified that based on the record of attendance, the stockholders who were participating in the meeting virtually and by proxy, represent **544,137,303** shares, constituting **98.93% (CHECK IF CORRECT)** of the total outstanding capital stock of the Bank as of record date, October 24, 2024. He then certified that a quorum is present for the valid transaction of business by the stockholders.

The Corporate Secretary likewise informed the stockholders that Punongbayan & Araullo, Grant Thornton (“P&A”) had been engaged as third-party tabulator of votes cast in accordance with the voting procedures provided in the Bank’s Definitive Information Statement, and that P&A’s representatives were also in attendance.

The voting procedures used in the meeting are as described in the Guidelines for Participating via Remote Communication and Voting in Absentia appended to the Definitive Information Statement of the Company issued in relation to this meeting. The voting tabulation was conducted by the Office of the Corporate Secretary and validated P&A as the third-party tabulator.

III. ELECTION OF INDEPENDENT DIRECTOR

The Chairman announced that the first business item on the Agenda was the election of an Independent Director to fill a vacancy in the Board of Directors in accordance with the Bank’s By-Laws. The Corporate Governance Committee had pre-screened the candidate nominated to be elected as Independent Director. The profile/write-up of the nominee, Ms. Anabelle L. Chua, was provided in the Definitive Information Statement of BDONB.

The Corporate Secretary informed the attendees that for the record, unqualified votes cast for each item for approval at the meeting shall be counted in favor of the matter under consideration. He then presented the votes received by the nominee for Independent Director.

Nominees	Total Outstanding Shares	Votes Received
Anabelle L. Chua	1	544,137,303

STOCKHOLDERS' RESOLUTION 2024-08

RESOLVED, AS IT IS HEREBY RESOLVED, That the Stockholders of BDO Network Bank, Inc. (BDONB) elect, as they hereby elect, **Ms. Anabelle L. Chua** as an Independent Director of BDONB effective December 06, 2024, to fill the vacancy in the Board of Directors, to serve as such until her successor has been duly elected and qualified.

IV. OPEN FORUM

The Chairman proceeded to the Open Forum. As provided in BDONB’s ASM Notice, stockholders were given the opportunity to send their questions and/or remarks prior to the meeting by sending an email to <bdonetwork1.sec@bdonetworkbank.com.ph> not later than 10:00 a.m. of December 06, 2024.

Shareholders may also send their questions or comments via the Q&A panel provided in our MS Teams platform.


There being no questions submitted to the Open Forum, the meeting moved on to the next item in the agenda.

V. OTHER MATTERS

The Chairman asked the Corporate Secretary if there are any other matters which may properly be taken up by the shareholders at the meeting. The Corporate Secretary confirmed to the Chairman that there are no other matters for shareholder’s approval.

VI. ADJOURNMENT

There being no other matters to be taken up, a motion was made to adjourn the meeting and the Chairman thanked everyone who has participated by voting and sending in their questions/comments. Thereafter, Chairman adjourned the meeting at 11:25 A.M.


JOSEPH JASON M. NATIVIDAD
Corporate Secretary

ATTESTED BY:

NESTOR V. TAN
Chairman