

**BDO NETWORK BANK, INC.**  
 2024 Annual Stockholders' Meeting  
 May 2, 2024

**PROXY**

I/We, the undersigned stockholder/s of **BDO NETWORK BANK, INC. (BDONB)**, hereby appoint/s \_\_\_\_\_ or in his/her absence, the Chairperson of the meeting, as my/our attorney and proxy, with power of substitution, to represent and vote \_\_\_\_\_ shares registered in my/our name, at the Annual Meeting of Stockholders of BDONB on **May 2, 2024**, and at any of the adjournments thereof, for the purpose of acting on the following matters:

	<b>YES</b>	<b>NO</b>	<b>ABSTAIN</b>
1. Approval of minutes of previous Annual stockholders' meeting held on April 28, 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the Audited Financial Statements of BDO as of December 31, 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval and Ratification of all Acts of the Board of Directors, Board Committees and Management during their terms of office	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Directors			
a) Vote for all nominees or distribute or cumulate my shares to nominee/s listed below:			
1. Nestor V. Tan <input type="text" value=""/> shares			
2. Jesus Antonio S. Itchon <input type="text" value=""/> shares			
3. Jaime C. Yu <input type="text" value=""/> shares			
4. Rolando C. Tanchanco <input type="text" value=""/> shares			
5. Jovasky Wei Shen Pang <input type="text" value=""/> shares			
6. Geneva T. Gloria <input type="text" value=""/> shares			
7. Evelyn Cristina A. Cam (Independent Director) <input type="text" value=""/> shares			
8. Ma. Leonora V. de Jesus (Independent Director) <input type="text" value=""/> shares			
	<b>YES</b>	<b>NO</b>	<b>ABSTAIN</b>
5. Appointment of External Auditor (Punongbayan & Araullo, Grant Thornton)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of the Amendments to BDONB's Articles of Incorporation and By-Laws			
a) Seventh Article of the Articles of Incorporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Article II Section 1 of the By-Laws	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Article III Section 3 of the By-Laws	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come before the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

THIS PROXY SHOULD BE RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY ON OR BEFORE **APRIL 22, 2024**, MONDAY, THE DEADLINE FOR SUBMISSION OF PROXIES.

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED, AND WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED 'FOR' THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

THIS PROXY SHALL CONTINUE UNTIL SUCH TIME THAT THE SAME IS WITHDRAWN BY ME/US THROUGH NOTICE IN WRITING DELIVERED TO THE OFFICE OF THE CORPORATE SECRETARY BEFORE THE DATE OF ANY SUCH MEETING OR ADJOURNMENT(S) THEREOF.

AS APPLICABLE, I/WE HEREBY CONSENT TO THE PROCESSING OF MY/OUR PERSONAL INFORMATION FOR PURPOSES OF THE BDONB ANNUAL STOCKHOLDERS' MEETING.

IN WITNESS WHEREOF, I/we have hereunto affixed my/our signature this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_.

Printed Name of Stockholder(s)

Signature of Stockholder(s) /Authorized Signatory

Date  
(mm/dd/yyyy)


 /  /

SECRETARY'S CERTIFICATE

I, \_\_\_\_\_, Filipino, of legal age and with office address at \_\_\_\_\_,  
do hereby certify that:

1. I am the duly appointed Corporate Secretary of \_\_\_\_\_ (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at \_\_\_\_\_;

2. As of record date, the Corporation holds \_\_\_\_\_ (\_\_\_\_\_) shares in BDO Network Bank, Inc.;

3. Based on the records, during the lawfully convened meeting of the Board of Directors of the Corporation held on \_\_\_\_\_, the following resolution was passed and approved:

"RESOLVED, That \_\_\_\_\_ be authorized and appointed, as he is hereby authorized and appointed, as the Corporation's Proxy (the "Proxy") to attend all meetings of the stockholders of BDO Network Bank, Inc. ("BDONB"), whether the meeting is regular or special, or at any meeting postponed or adjourned therefrom, with full authority to vote the shares of stock of the Corporation held in BDO Network Bank, Inc. and to act upon all matters and resolution that may come before or presented during meetings, or any adjournments thereof, in the name, place and stead of the Corporation.

RESOLVED FURTHER, That BDO Unibank be furnished with a certified copy of this resolution and BDO Network Bank, Inc. may rely on the continuing validity of this resolution until receipt of written notice of its revocation."

4. The foregoing resolution has not been modified, amended or revoked, and is in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I/we have hereunto affixed my/our signature this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_,  
at \_\_\_\_\_.

Printed Name and Signature of the Corporate Secretary

Blank area for signature and name of the Corporate Secretary.

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_,  
Affiant exhibited to me his Competent Evidence of Identity by way of \_\_\_\_\_ issued on \_\_\_\_\_  
at \_\_\_\_\_.

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