

PROXY

I/We, the undersigned stockholder/s of BDO UNIBANK, INC. (BDO), 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 BDO on April 22, 2022, and at any of the adjournments thereof, for the purpose of acting on the following matters:

1. Approval of minutes of previous stockholders' meeting held on April 23, 2021

Yes       No       Abstain

2. Approval of the Audited Financial Statements of BDO as of December 31, 2021

Yes       No       Abstain

3. Approval and Ratification of all Acts of the Board of Directors, Board Committees and Management during their terms of office

Yes       No       Abstain

4. Election of Directors

a) **Vote for all nominees or distribute or cumulate my shares to nominee/s listed below:**

1. Christopher A. Bell-Knight  
shares

7. Walter C. Wassmer  
shares

2. Jones M. Castro, Jr.  
shares

8. George T. Barcelon (Independent Director)  
shares

3. Jesus A. Jacinto, Jr.  
shares

9. Vipul Bhagat (Independent Director)  
shares

4. Teresita T. Sy  
shares

10. Vicente S. Pérez, Jr. (Independent Director)  
shares

5. Josefina N. Tan  
shares

11. Dioscoro I. Ramos (Independent Director)  
shares

6. Nestor V. Tan  
shares

b) **Withhold authority to vote for all nominees listed above**

c) **Withhold authority to vote for nominees listed below**

5. Appointment of External Auditor (Punongbayan & Araullo, Grant Thornton)

Yes       No       Abstain

6. Declaration of Twenty Percent (20%) Stock Dividend

Yes       No       Abstain

7. Increase of Authorized Capital Stock and the corresponding Amendment of the Seventh Article of the Articles of Incorporation

Yes       No       Abstain

8. At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come before the meeting

Yes       No       Abstain

THIS PROXY SHOULD BE RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY ON OR BEFORE APRIL 6, 2022, WEDNESDAY, 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 BDO ANNUAL STOCKHOLDERS' MEETING.

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

\_\_\_\_\_  
Printed Name of Stockholder(s) / Date

\_\_\_\_\_  
Signature of Stockholder(s) / Authorized Signatory



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 Unibank, 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 Unibank, Inc. ("BDO Unibank"), 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 Unibank 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 Unibank 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 have hereunto affixed my signature this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_ at \_\_\_\_\_.

\_\_\_\_\_  
Printed Name and Signature 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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