

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholder:

Please be informed that the Annual Meeting of the Stockholders (ASM) of **DOMINION HOLDINGS, INC., formerly BDO Leasing and Finance, Inc.** (the **Corporation**), will be conducted **VIRTUALLY** on **April 12, 2023**, Wednesday, at **3:00 p.m.**

The Agenda of the meeting is as follows:

- I. Call to Order
- II. Certification of Notice of Meeting and Determination of Existence of Quorum
- III. Approval of the Minutes of the Annual Stockholders' Meeting held on April 20, 2022
- IV. President's Report and Approval of the Audited Financial Statements of the Corporation as of December 31, 2022
- V. Approval and Ratification of all Acts of the Board of Directors, Board Committees and Management during their respective terms of office
- VI. Election of the Board of Directors
- VII. Appointment of External Auditor
- VIII. Open Forum
- IX. Other Business that may properly be brought before the meeting
- X. Adjournment

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

The Corporation's Board of Directors has fixed **March 10, 2023** as the record date for the determination of stockholders entitled to notice of, participation via proxy and remote communication, and voting *in absentia* at such meeting and any adjournment thereof.

Stockholders of record who wish to participate in the meeting via remote communication and to exercise their vote *in absentia* must notify the Office of the Corporate Secretary via email at <natividad.josephjason@bdo.com.ph>, and submit the required supporting documents no later than **April 5, 2023**. For the detailed registration and voting procedures, please visit <www.bdo.com.ph/dominion/2023ASM> and refer to the "**Guidelines for Participation via Remote Communication and Voting in Absentia**".

Dominion Holdings, Inc.

39/F BDO Corporate Center Ortigas

12 ADB Avenue

Ortigas Center

Mandaluyong City 1555


Philippines

Tel +632 8688-1288 loc. 36509, 45469, 36151

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 **April 5, 2023** to the Office of the Corporate Secretary at 21st Floor, BDO Towers Valero, 8741 Paseo de Roxas, Salcedo Village, Makati City via courier delivery **or** by email to <natividad.josephjason@bdo.com.ph>. Validation of proxies is set on **April 7, 2023, at 10:00 a.m.** at the 21st Floor, BDO Towers Valero, 8741 Paseo de Roxas, Salcedo Village, Makati City. Stockholders of record may download and print the proxy form from the Corporation’s website <www.bdo.com.ph/dominion/2023proxyform>.

Successfully registered stockholders can cast their votes and will be provided access to the virtual meeting. All documents and information submitted shall be subject to verification and validation by the Office of the Corporate Secretary.

For complete information on the annual meeting, please visit <www.bdo.com.ph/dominion/2023ASM>.


JOSEPH JASON M. NATIVIDAD
Corporate Secretary

**AGENDA
DETAILS AND RATIONALE**

- I. **Call to order.** The Chairman, Atty. Elmer B. Serrano, will formally open the 2023 Annual Stockholders' Meeting of Dominion Holdings, Inc. (the "Corporation").
- II. **Certification of notice of meeting and determination of existence of quorum.** The Corporate Secretary, Atty. Joseph Jason M. Natividad, will certify that notice requirements for the 2023 ASM have been complied with in accordance with the Corporation's By-Laws, Revised Corporate Code of the Philippines, and the Securities and Exchange Commission ("SEC"), and will attest whether a quorum is present for the valid transaction of the ASM and all the matters included in the Agenda.
- III. **Approval of the Minutes of the Annual Stockholders' Meeting held on April 20, 2022.** The draft minutes was posted on the Company's website within twenty-four (24) hours from adjournment of the meetings and are accessible at the Corporation's website <www.bdo.com.ph/dominion/company-disclosures>. These minutes are subject to stockholders' approval during this year's meeting.
- IV. **President's Report and Approval of the Corporation's 2022 Audited Financial Statements.** The Report presents a summary of the performance of the Corporation in 2022. It includes the highlights of the AFS of the Corporation which are incorporated in the Definitive Information Statement (DIS).
- V. **Approval and Ratification of all Acts of the Board of Directors, Board Committees and Management during their respective terms of office.** These acts are covered by resolutions duly adopted by the Board in the normal course of business, including the designation of corporate signatories and authorized representatives, approval of related party transactions, regulatory compliances, and similar matters shall be submitted to the stockholders for their ratification. Significant acts and transactions are likewise covered by appropriate disclosures with the SEC and the PSE. These collective acts are the main keys to the successful performance of the Corporation in 2022.
- VI. **Election of the Board of Directors.** The nominees for directors for 2023-2024, including independent directors, will be presented to the stockholders for election. The profiles of the nominees will be provided as soon as the Final List of Candidates or Nominees is available at the end of the nomination process and will be included in the Definitive Information Statement.
- VII. **Appointment of External Auditor.** With the endorsement of the Audit Committee, the Board approved the reappointment of P&A Grant Thornton as the Company's external auditor for 2023. P&A is one of the top auditing firms in the country and is duly accredited with the Securities and Exchange Commission.
- VIII. **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.
- IX. **Adjournment.** After consideration of all business, the Chairperson shall declare the meeting adjourned. This formally ends the 2023 Annual Stockholders' Meeting of the Corporation.