

**MINUTES OF THE  
ANNUAL MEETING OF THE STOCKHOLDERS OF**

**BDO UNIBANK, INC.**

**FORBES BALLROOM, THIRD FLOOR, CONRAD MANILA HOTEL  
SEASIDE BOULEVARD CORNER CORAL WAY, MALL OF ASIA COMPLEX, PASAY CITY**

**MONDAY, APRIL 22, 2019, AT 2:00 O’CLOCK IN THE AFTERNOON**

Attendance - Number of shares held by stockholders:

Present in Person or Represented by Proxy, and Participant Brokers	-	3,913,518,182
Number of Total Outstanding Shares Preferred and Common	-	4,890,009,369
Percentage of the Total Shares Present in Person or Represented by Proxy	-	80.03%

Incumbent Directors Present:

Ms. Teresita T. Sy	Chairperson
Mr. Jesus A. Jacinto, Jr.	Vice Chairman
Mr. Nestor V. Tan	President & Chief Executive Officer
Mr. Christopher A. Bell-Knight	Director
Ms. Josefina N. Tan	Director
Atty. Jose F. Buenaventura	Independent Director
Mr. Jones M. Castro, Jr.	Lead Independent Director
Mr. Dioscoro I. Ramos	Independent Director
Mr. Jimmy T. Tang	Independent Director
Atty. Gilberto C. Teodoro, Jr.	Independent Director

Also Present:

Mr. George T. Barcelon	Independent Advisor to the Board
Ms. Corazon S. de la Paz - Bernardo	Advisor to the Board
Mr. Vicente S. Pérez, Jr.	Independent Advisor to the Board
Mr. Jose T. Sio	Advisor to the Board
Mr. Harley T. Sy	Advisor to the Board
Atty. Edmundo L. Tan	Corporate Secretary
Atty. Sabino E. Acut, Jr.	Assistant Corporate Secretary

**I. Call to Order**

The Chairperson, Ms. Teresita T. Sy, called the meeting to order. She formally opened the meeting with her welcome remarks, after which she requested BDO Unibank, Inc.’s (the “Bank”) Vice Chairman, Mr. Jesus A. Jacinto Jr., to preside over the meeting.

**II. Proof of Notice and Determination of Existence of Quorum**

The Corporate Secretary, Atty. Edmundo L. Tan, certified that notices for the Annual Stockholders’ Meeting, together with the meeting agenda and the Definitive Information Statement of the Bank, were sent by mail or courier starting March 21, 2019 to all stockholders of record as of March 12, 2019 and published in the Manila Bulletin on March 18, 2019 and Philippine Daily Inquirer on April 5, 2019 in accordance with the Amended By-Laws of the Bank.

Based on record of attendance, present for the meeting were stockholders, in person or by proxy, and participant brokers holding a total of 3,913,518,182 shares, equivalent to 80.03 % of the outstanding voting capital stock of the Bank as of record dated March 12, 2019. The Corporate Secretary therefore

certified that there was a quorum for the valid transaction of business. He recorded the minutes of the proceedings.

Furthermore, the Corporate Secretary announced that for purposes of the meeting, Punongbayan & Araullo, Grant Thornton (P&A) had been appointed to validate all votes in accordance with the voting procedures provided in the Bank's Definitive Information Statement.

### **III. Approval of the Minutes of the Previous Annual Stockholders' Meeting held on April 20, 2018**

The Chairman of the Meeting proceeded to the next item in the agenda which was the reading and approval of the Minutes of the Annual Stockholders' Meeting held on April 20, 2018. He stated that a copy of the said Minutes was annexed to the Bank's Definitive Information Statement sent to all stockholders of record as of March 12, 2019, and made accessible anytime at the Bank's website at [www.bdo.com.ph](http://www.bdo.com.ph) and at the Office of the Corporate Secretary during office hours.

Upon motion duly made and seconded, the Minutes of the Annual Stockholders' Meeting held on April 20, 2018 were approved and the following resolution was passed and adopted:

#### **Stockholders' Resolution No. 01-2019**

“RESOLVED, That the Stockholders of BDO Unibank, Inc. approve, as they hereby approve, the Minutes of the Annual Stockholders' Meeting held on April 20, 2018.”

The Chairman of the Meeting instructed the Corporate Secretary that the minutes of the meeting reflect a tabulation of total votes cast, including proxies that had cast their votes in favor of the approval of the Minutes of the last Annual Stockholders' Meeting, and to note the proxies that had chosen to abstain on voting for, or had chosen to vote against, the approval of said minutes.

Based on P&A's tabulation, the votes cast and received relative to the approval of the Minutes of the Annual Stockholders' Meeting held on April 20, 2018 were as follows:

<b>Total Outstanding Shares</b>	<b>Total Votes Cast</b>	<b>Votes in Favor</b>	<b>Votes Against *</b>	<b>Abstentions *</b>
4,890,009,369	3,913,518,182	3,719,087,496	0	194,430,686

*\* Proxy votes cast prior to the Stockholders' Meeting*

Accordingly, stockholders owning 3,719,087,496 voting shares or 95.03% of the total number of voting shares represented at the meeting approved the Minutes of the Annual Stockholders' Meeting held on April 20, 2018. No stockholder voted against, while stockholders owning 194,430,686 or 4.97% of the total votes cast abstained.

### **IV. President's Report and Approval of the Audited Financial Statements for 2018**

The Chairman of the Meeting then gave the floor to the President and Chief Executive Officer of the Bank, Mr. Nestor V. Tan, to present his report on the Bank's Results of Operations for 2018, 2019 Outlook and Guidance, the 2019 First Quarter Performance, and the status of the Bank relative to the banking industry.

#### 2018 Review

President Tan reported to the stockholders that there was a good growth in 2018. The Philippine gross domestic product (GDP) grew by 6.2% in 2018, which was still among the highest growth rates in the region. However, there were some risks on the horizon in 2018. There were higher US Fed rates, which directly affected the Philippine economy. Locally, there were increases in oil prices, change in tax under TRAIN Law, supply chain disruptions that affected the prices of prime commodities, and tightening of domestic liquidity as loan growth continued to pick up and investors started to cash in on their investments. As a result, the banking industry was affected. There was a spike in inflation, followed by increased domestic rates, which affected funding cost versus yields. There was also FX depreciation, which further tightened liquidity.

For BDO, there was an impact in funding cost as it went up much higher than the yields. The decline in stock market activity from profit-taking and risk aversion by foreign investors also affected the Bank's capital markets businesses as assets under management started to slow down. Coupled with that, investments slowed down as higher yields from time deposit became more attractive than investments in capital markets.

Against that environment, BDO earned a consolidated net income of ₱32.7 Billion in 2018, higher than the budget of ₱31 Billion, driven by the 20% improvement in net interest income (NII) from 15% loan growth and improvement in net interest margin (NIM) to 3.6%.

President Tan highlighted that interest expense went up 70%, much higher than the 29% growth in interest income. The increase in interest expense was offset by the loan growth as well as the change in loan mix. Insurance premiums likewise grew by 20%, as the Bank continued to grow its bancassurance business. However, the implementation of PFRS 9 affected BDO Life Assurance Company, Inc. (BDO Life) resulting in a substantial decline in trading gains, which was coupled with a slowdown in market activity. Operating expenses (OPEX) went up by 16%, but only by 13% excluding taxes and licenses and the impact of TRAIN Law. Despite provisioning at ₱6.3 Billion, NPL cover increased from 146% to 183%. The Bank's consolidated net income would have been higher by 21% on a comparable business as usual basis. However, with BDO Life and One Network Bank, Inc. (A Subsidiary of BDO) [ONB], the Bank's consolidated income was up by 17%.

In terms of balance sheet, BDO was the first bank to surpass ₱3 Trillion in total resources, registering a growth of 13%, driven primarily by the Bank's core businesses. Gross customer loans went up by 15%, while deposits grew by 14%, and CASA grew by 9%. President Tan emphasized that the Bank registered a good growth in CASA deposits despite the slowdown in deposit growth on trending basis for the past five (5) years. He said that the slowdown in deposits was a result of higher interest rates, prompting people to move to higher yielding investments and causing CASA to grow at a slower pace.

President Tan reported that the Bank's net interest income continued to grow as rates started to stabilize and slightly improve. Traditional fee income grew by 6% while insurance premiums went up by 20%. Operating income grew by 15%, which came from sustainable sources that comprised more than 90% of the Bank's total income.

In summary, President Tan stated that 2018 was a good year despite the volatility seen throughout the period. There was good performance all around driven by core earnings. Net interest income, fees and commissions and net income all went up. Trading and FX gains were down by 44%, which was expected in terms of the treasury portfolio and as a result of the compliance with PFRS 9 for BDO Life. In terms of balance sheet, there was good growth across the board. Gross customer loans, deposits, and CASA were up by 15%, 14%, 9%, respectively. CASA ratio slightly declined from 71% to 70%, which was still relatively high compared to industry.

On key metrics, the Bank was still below comparables. Return on Common Equity (ROCE) slightly increased from 10.2% to 10.7%. Net interest margin was flattish but slightly improving at 3.6%. Cost-to-income ratio was still high at 66.3% as the Bank continues to invest in branches. NPL ratio was down to 1% while NPL cover was up to 183.1%. Capital adequacy ratio (CAR) stood at 13.3% on a solo basis and 13.8% on a consolidated basis. The Bank still has sufficient capital to support growth.

### 2019 Outlook and Guidance

In terms of macro outlook, President Tan stated that on the positives, there would be a rebound in consumer demand on easing inflation in 2019, election-related spending is expected to boost consumption, and asset quality is expected to remain benign as it is now. On the risks side, the global economy is at risk due to trade wars, which could affect loan and deposit growth. Locally, the uncertainty from the mid-term elections might hold back investments. Lastly, the high interest rate environment might impact businesses and loan growth.

Given the foregoing scenario, interest rates are projected to stabilize. Likewise, FX is also expected to be stable while liquidity is expected to further tighten as loan growth outpaces deposit growth. 'Build, build, build' projects should have multiplier effects in the economy in nine (9) to twelve (12) months. There is very limited borrowing from the proponents on most of the projects but loan demand is expected to pick-up during the construction stage.

On the Bank's business outlook, loan expansion is expected to continue although at a slower pace, driven by consumer and middle market. There would also be continued but slower CASA growth because

liquidity continues to further tighten. Margins would remain stable. Trading and FX gains would be limited to customer flows and a little bit of volatility in middle market movement. Fee income would be steady.

Further, President Tan apprised the Stockholders of the consolidated net income guidance of the Bank for 2019 of ₱38.5 Billion, a 18% growth over last year's income. The net income trend has grown at a CAGR of 11% from 2014 to 2019.

#### First Quarter 2019 Performance

President Tan then proceeded to present the performance of the Bank for the first quarter of 2019. He reported that the Bank earned ₱9.8 Billion, driven by continued improvement in net interest income by 25%. Interest expense still outpaced interest income, because of the high interest rate environment. Insurance premiums continued to grow by 23%. Trading and FX gains recovered to normal levels from a decline in 2018 due to the implementation of PFRS 9. Operating expenses went up by 22%, owing to volume-related expenses and increase in policy reserves. Provisioning slightly declined as loan growth slowed down and as the Bank applied the expected loan loss provisioning. Net income for 1Q2019 grew by 21% on a normalized basis, excluding the increase in trading gains.

In terms of balance sheet, total resources went up by 8%, year-on-year, driven by growth in loans and deposits.

In summary, the Bank's net income went up to ₱9.8 Billion from ₱5.9 Billion on higher net interest income as a result of loan growth and increased CASA, normalized trading and FX gains, and strong fee-income growth both from traditional banking fees and insurance fees. Recurring revenues grew by 23% to ₱39.1 Billion.

President Tan informed the stockholders that overall, the Bank has a strong growth across all top line-up numbers, particularly in fee-income.

#### Where We Are Now

President Tan reported that BDO is still the largest bank in the Philippines in terms of total assets (₱3.0 Trillion), gross customer loans (₱2.0 Trillion), customer deposits (₱2.4 Trillion) and assets under management (₱1.2 Trillion), with a market share of 18%, 22%, 19% and 37%, respectively.

The Bank issued its Sustainability Report for the first time. It highlights the Bank's sustainability strategies covering its products, contribution, human capital, disaster response, and governance. The Bank's Sustainability Report conforms with the Global Reporting Initiative (GRI) standards. Going forward, the Bank will be issuing its Sustainability Report annually.

President Tan also presented some of the awards and citations bestowed upon the Bank in 2018. BDO was rated as the Best Bank in the Philippines by Asiamoney, Asset Asian Awards, Euromoney, Global Finance, FinanceAsia, Alpha Southeast Asia and The Asian Banker. Kantar TNS, which looks at bank's reputation, governance, performance, products, and service quality, also cited BDO as the Most Reputable Bank in the Philippines. The citation by Kantar TNS is being done every ten (10) years.

The Bank's subsidiaries were also cited as the Best Private Bank by six (6) awarding institutions and Best Investment Bank (Debt/Equity House) by five (5) awarding institutions.

In terms of product capabilities, BDO was cited as Best in Trade Finance/FX/Working Capital Provider, Best Investment/Fund/Asset Management Company, and Best in Cash Management. Likewise, the Bank's deals were awarded as the Best Deals in the Philippines as well as in Southeast Asia. Two (2) of the Corporate Officers of the Bank were recognized as Most Astute Investors.

Moreover, the Bank was also named Best in Retail and Consumer Banking, and Best in Internet/Social Media Banking; and was presented with Excellence in Marketing and Corporate Communications and Excellence in Investor Relations (Corporate and Individual Awards), Excellence in Corporate Governance, Social and Environmental Responsibility and Excellence in Corporate Governance.

President Tan stated that generally, the awarding institutions see the value in what the Bank is doing given the foregoing awards and citations.

## Open Forum

After the President's presentation, the Chairman of the Meeting opened the floor to stockholders to provide them the opportunity to ask questions or give comments.

*Stockholder Alfred Reiterer* commended the Bank for the excellent results of its operations in 2018. Furthermore, he congratulated Chairperson Sy and President Tan for being both bestowed the Asian Corporate Director Recognition Award at the recently-held Corporate Governance Asia Awards.

Stockholder Reiterer remarked that corporate governance is very important, and he was a bit disappointed that he had to raise a concern with regard to corporate governance. He said he wrote a letter of complaint in January 2019 concerning Calata Corporation, which had been delisted in the Philippine Stock Exchange. The Bank, being the stock transfer agent of Calata Corporation, had been visited by several shareholders to view the stock and transfer book and to date, said request had been refused allegedly. He added that he was able to view the list of stockholders of Calata Corporation the last time he went to the Bank and had noted two (2) numbered accounts in the list, which in his point of view, was a violation of the Anti-Money Laundering Law because every shareholder should be known. However, he was not allowed by the person in charge to write down the account names. Stockholder Reiterer commented that based on the Corporation Code of the Philippines, shareholders have the right to inspect and make copies of the list of stockholders. Furthermore, the General Information Sheet also contains the names of the stockholders of a company. As such, he does not understand why the request to view the list of stockholders of Calata Corporation was being declined as he alleged.

President Tan offered his apologies, adding that it was the first time that he heard about the complaint. He undertook to look into the matter and stated that the Bank would abide by Stockholder Reiterer's request as long as there is no legal impediment.

*Sister Maria Vida Cordero*, a Franciscan sister representing the members of the Climate Reality Project, stated that she is very happy to note in the Bank's Sustainability Report that the Bank is harnessing renewable sources of energy. However, she would like the Bank to actively implement the global Paris Agreement on climate change to reduce carbon emission, adding that her organization does not want to see the Bank investing in coal-fired plants and destructive mining.

Moreover, Sister Cordero noted that the Bank's Sustainability Report also shows the Bank's involvement in disaster responses which should teach people lessons especially in the midst of climate change. She said her organization does not want the Bank to finance projects that would destroy the planet, and that BDO Unibank and its affiliates can be catalysts of change to continue protecting the planet, the common home of the people, as Pope Francis' encyclical love letter puts it. She added that the Bank is very good in innovation, in creativity, and in finding ways. She then inquired about the Bank's involvement in the Paris Agreement.

President Tan expressed his appreciation of the comments of Sister Cordero. He remarked that as a bank, BDO Unibank has many stakeholders, including investors who are supportive of the Paris Agreement. At the same time, the Bank is torn between what is good practice, what is legal, and what is necessary for growth. He stated that the Bank had been putting a lot more emphasis on lending to those that support the Paris initiative. However, admittedly, the requirements of the local economy, the shareholders, and other stakeholders still do not preclude the Bank from lending to those that may be seen as against the climate change or the Paris initiative. The Bank has to balance the aforementioned two (2) conflicting objectives, but hopefully, it would move more towards the global reporting initiative as it matures as an organization.

*Stockholder Guillermo Gili, Jr.* congratulated the Bank for its commendable balance sheet for the preceding year.

Stockholder Gili mentioned that he bought a Manager's Check in 2017. However, the check was not negotiated. He then inquired how he could recover his money. He said that he had asked the Branch Manager of Imus Cavite Branch about this concern and was told that he had to recover the original Manager's Check. However, the said Manager's Check was nowhere to be found. Thus, he asked for other ways on how he can recover his money.

President Tan replied that the Bank's Legal Department has to be consulted on what can be done to address the concern of Stockholder Gili. Chairperson Sy added that the Bank would look into all the papers that Stockholder Gili had and would see how the Bank could find ways to assist him in addressing this concern.

Chairperson Sy further stated that the Bank appreciates Stockholder Gili's continuous support.

*Stockholder* Estrella R. Onte inquired about the exposure of BDO Unibank to the Hanjin Group and if said exposure would affect the operations of the Bank.

President Tan replied that the Bank's exposure to Hanjin was a little over US\$ 50 Million and stated that the Bank had already provided for it.

There being no other comments and questions from the stockholders, the President's Annual Report and the Bank's Audited Financial Statements for the period ending December 31, 2018 were presented for notation and approval. The Bank's audited financial statements were appended to the Definitive Information Statement sent to all stockholders of record and included in the Annual Report earlier sent and distributed during registration. Upon motion duly made and seconded, the President's Annual Report and the Bank's Audited Financial Statements for 2018 were noted and approved by the stockholders, and the following resolution was passed and adopted:

**Stockholders' Resolution No. 02-2019**

“RESOLVED, That the President's Annual Report and the Audited Financial Statements of BDO Unibank, Inc. for the period ending December 31, 2018, be, as they are hereby, noted and approved.”

The Chairman of the Meeting directed the Corporate Secretary to have the minutes reflect a tabulation of all votes cast, including proxies that had cast their votes in favor of the approval of the President's Annual Report and the Bank's Audited Financial Statements for 2018, and to note the proxies that had chosen to abstain on voting for, or had voted against, the approval of the Bank's Audited Financial Statements for 2018.

Based on P&A's tabulation, the votes cast and received on the approval of the President's Annual Report and the Bank's Audited Financial Statements for 2018 were as follows:

<b>Total Outstanding Shares</b>	<b>Total Votes Cast</b>	<b>Votes in Favor</b>	<b>Votes Against *</b>	<b>Abstentions *</b>
4,890,009,369	3,913,518,182	3,693,103,777	19,631,634	200,782,771

*\* Proxy votes cast prior to the Stockholders' Meeting*

Accordingly, stockholders owning 3,693,103,777 voting shares or 94.37% of the total number of voting shares represented at the meeting noted and approved the President's Annual Report and the Bank's Audited Financial Statements for the period ending December 31, 2018, while stockholders owning 19,631,634 voting shares or 0.50% voted against, and stockholders owning 200,782,771 voting shares or 5.13% of the total number of votes cast abstained.

**V. Approval and Ratification of All Acts of the Board of Directors, Board Committees, and Management during their respective Terms of Offices**

The next item in the agenda taken up was the ratification of all acts, transactions and contracts entered into, as well as resolutions made and adopted by the Board of Directors, its duly constituted Board Committees and of Management from the date of the Annual Stockholders' Meeting in 2018 up to the Bank's 2019 Annual Stockholders' Meeting, as described in the Definitive Information Statement provided to the stockholders, including significant related party transactions.

Upon motion duly made and seconded, all acts of the Board, its Committees and Management were approved, confirmed, and ratified, and the following resolution was passed and adopted:

**Stockholders' Resolution No. 03-2019**

“RESOLVED, That all of the resolutions, acts and proceedings of the Board of Directors of BDO Unibank, Inc. (“BDO Unibank”), its Committees, and Management, heretofore adopted and taken up at the meetings of the Board of Directors, its Committees, and Management, since the Annual Stockholders' Meeting of BDO Unibank in 2018 to the

Bank’s 2019 Annual Stockholders’ Meeting, as described in the Definitive Information Statement provided to the stockholders, including all actions and proceedings, criteria and process for the Board of Directors’ evaluation as published in the Bank’s website, significant related party transactions, be, as they are hereby, approved, confirmed, and ratified.”

The Chairman of the Meeting instructed the Corporate Secretary to have the minutes reflect a tabulation of votes to include proxies that had cast their votes in favor of the ratification of all acts of the Board of Directors, its Committees and Management, and to note the proxies that had voted against or had chosen to abstain.

Based on P&A’s tabulation, the votes cast and received on the ratification of all acts of the Board of Directors, its Committees and Management during their respective terms of offices were as follows:

<b>Total Outstanding Shares</b>	<b>Total Votes Cast</b>	<b>Votes in Favor</b>	<b>Votes Against *</b>	<b>Abstentions *</b>
4,890,009,369	3,913,518,182	3,686,403,319	1,878,570	225,236,293

*\* Proxy votes cast prior to the Stockholders’ Meeting*

Accordingly, stockholders owning 3,686,403,319 voting shares or 94.20% of the total number of voting shares represented at the meeting approved, confirmed and ratified all acts of the Board of Directors, its duly constituted Committees, and Management during their respective terms of offices, while stockholders owning 1,878,570 voting shares or 0.05% voted against, and stockholders owning 225,236,293 voting shares or 5.75% of the total number of votes cast abstained.

## **VI. Election of the Board of Directors**

The Chairman of the Meeting announced the election of members of the Board of Directors of the Bank for 2019 as the next item in the agenda. In accordance with the Bank’s By-Laws, the Nominations Committee has pre-screened and short-listed all candidates nominated to the Board of Directors. He called on Independent Director Jimmy T. Tang, Chairman of the Nominations Committee, to announce the nominees for the election of the Bank’s Board of Directors for the year 2019-2020.

Director Tang stated that as of the close of the nomination period pursuant to the Bank’s By-Laws, there were only eleven (11) persons nominated and qualified to fill up the eleven (11) seats in the Board. He announced that the Nominations Committee of the Bank had determined at a meeting held for the purpose that the following had all the qualifications and none of the disqualifications to be directors of the Bank for the year 2019-2020:

Teresita T. Sy  
 Jesus A. Jacinto, Jr.  
 Nestor V. Tan  
 Josefina N. Tan  
 Christopher A. Bell-Knight

### Independent Directors

George T. Barcelon  
 Jose F. Buenaventura  
 Jones M. Castro, Jr.  
 Vicente S. Pérez, Jr.  
 Dioscoro I. Ramos  
 Gilberto C. Teodoro, Jr.

Considering that there were only eleven (11) persons nominated to, and qualified for, the eleven (11) seats in the Board, Proxyholder Florence N. Contreras moved that all unqualified votes be cast in favor of the five (5) regular directors and six (6) independent directors who were nominated as members of the Board of Directors of the Bank for the year 2019-2020. Thus, upon motion duly made and seconded, the following resolution was passed and adopted:

**Stockholders' Resolution No. 04-2019**

“RESOLVED, That the following persons are hereby elected directors of BDO Unibank, Inc. for a period of one (1) year and until their successors shall have been duly elected and qualified:

Teresita T. Sy  
 Jesus A. Jacinto, Jr.  
 Nestor V. Tan  
 Josefina N. Tan  
 Christopher A. Bell-Knight

Independent Directors

George T. Barcelon  
 Jose F. Buenaventura  
 Jones M. Castro, Jr.  
 Vicente S. Pérez, Jr.  
 Dioscoro I. Ramos  
 Gilberto C. Teodoro, Jr.”

The Chairman of the Meeting directed the Corporate Secretary that the minutes of the meeting reflect a tabulation of all votes cast, including proxies that had cast their votes in favor of the election of each director and to note the proxies that voted against each director, or abstained. Based on the tally made by P&A, the votes cast and received, by nominees were as follows:

<b>Total Outstanding Shares</b>	<b>Total Votes Cast</b>
4,890,009,369	3,913,518,182

Nominees	Votes in favor	Votes Against *	Abstentions *
Teresita T. Sy	3,648,758,424	70,329,072	194,430,686
Jesus A. Jacinto, Jr.	3,629,153,107	89,934,389	194,430,686
Nestor V. Tan	3,701,239,079	17,848,417	194,430,686
Christopher A. Bell-Knight	3,687,043,069	32,044,427	194,430,686
Josefina N. Tan	3,629,153,107	89,934,389	194,430,686
George T. Barcelon	3,703,251,679	15,835,817	194,430,686
Jose F. Buenaventura	3,697,056,629	22,030,867	194,430,686
Jones M. Castro, Jr.	3,718,276,246	811,250	194,430,686
Vicente S. Pérez, Jr.	3,703,251,679	15,835,817	194,430,686
Dioscoro I. Ramos	3,297,417,855	421,061,490	195,038,837
Gilberto C. Teodoro, Jr.	3,717,062,163	2,025,333	194,430,686

\* Votes cast prior to the Stockholders Meeting

**VII. Appointment of External Auditor**

The Chairman of the Meeting then announced that the next item in the agenda was the appointment of the Bank’s external auditor for the year 2019. He said that the Board Audit Committee had accepted nominations and pre-screened these nominees for external auditor. The current external auditor, Punongbayan & Araullo, Grant Thornton (P&A) has been recommended for re-appointment as the Bank’s external auditor for the year 2019.

Upon motion duly made and seconded, and there being no objection, P&A was re-appointed external auditor of the Bank for the year 2019, and the following resolution was passed and adopted:

**Stockholders' Resolution No. 05-2019**

“RESOLVED, That the Stockholders approve, as they hereby approve, the re-appointment of PUNONGBAYAN & ARAULLO, GRANT THORNTON as external auditor of BDO Unibank, Inc. for the year 2019 under such terms and conditions of engagement as may be approved by the Board of Directors.”



The Chairman of the Meeting directed the Corporate Secretary to have the minutes reflect a tabulation of all votes cast, including proxies that had cast their votes in favor of re-appointment of P&A as external auditor, and to note those proxies that had voted against the re-appointment of the external auditor, or had chosen to abstain.

Based on P&A's tabulation, the votes cast and received on the re-appointment of external auditor for the year 2019 were as follows:

<b>Total Outstanding Shares</b>	<b>Total Votes Cast</b>	<b>Votes in Favor</b>	<b>Votes Against *</b>	<b>Abstentions *</b>
4,890,009,369	3,913,518,182	3,698,184,314	20,903,182	194,430,686

*\* Proxy votes cast prior to the Stockholders' Meeting*

Accordingly, stockholders owning 3,698,184,314 voting shares or 94.50% of the total number of voting shares represented at the meeting approved the re-appointment of P&A as the Bank's external auditor for 2019, while stockholders owning 20,903,182 voting shares or 0.53% voted against, and stockholders owning 194,430,686 voting shares or 4.97% of the total number of votes cast abstained.


**VIII. Adjournment**

There being no further business to transact, and upon motion duly made and seconded, the meeting was adjourned at 3:05 o'clock in the afternoon.



**EDMUNDO L. TAN**  
Corporate Secretary

**ATTESTED:**



**TERESITA T. SY**  
Chairperson of the Board