



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholder:

Please be informed that the Annual Meeting of the Stockholders ("ASM") of **BDO LEASING AND FINANCE, INC. (the "Corporation")** will be conducted **VIRTUALLY** on **April 20, 2022**, 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 and Special Stockholders' Meetings held on April 12, 2019 and July 21, 2020, respectively
- IV. President's Report and Approval of the Audited Financial Statements of the Corporation as of December 31, 2021
- 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. Approval of the Amendment of the First Article of the Corporation's Articles of Incorporation to reflect the change in corporate name.
- IX. Approval of By-Laws to reflect the change in corporate name
- X. Open Forum
- XI. Other Business that may properly be brought before the meeting
- XII. Adjournment

Each agenda item for approval is explained in the Definitive Information Statement ("DIS") posted on the Company's website and PSE EDGE, with brief details and rationale in attached Annex "A".

The Corporation's Board of Directors has fixed **March 16, 2022** 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 10**,

BDO Leasing and Finance, Inc.
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2022. For the detailed registration and voting procedures, please visit <www.bdo.com.ph/leasing/2022ASM> and refer to the "***Guidelines for Participation via Remote Communication and Voting in Absentia***" appended to the Definitive Information Statement.

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 10, 2022** 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 13, 2022, 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/leasing/2022proxyform>.

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/leasing/2022ASM>.



JOSEPH JASON M. NATIVIDAD
Corporate Secretary

**AGENDA
DETAILS AND RATIONALE**

- I. Call to order.** The Chairperson, Ms. Teresita T. Sy, will formally open the 2022 Annual Stockholders' Meeting of BDO Leasing and Finance, 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 2022 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 and Special Stockholders' Meetings held on April 12, 2019 and July 21, 2020, respectively.** The draft minutes were 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/leasing/company-disclosures>. These minutes are subject to stockholders' approval during this year's meeting.
- IV. President's Report and Approval of the Corporation's 2021 Audited Financial Statements.** The Report presents a summary of the performance of the Corporation in 2021. It includes the highlights of the AFS of the Corporation which are incorporated in the Definitive Information Statement (DIS). Copies of AFS were submitted to the SEC and Bureau of Internal Revenue.
- V. Approval and Ratification of all Acts of the Board of Directors, Board Committees and Management during their respective terms of office.** These acts covered by resolutions duly adopted by the Board in the normal course of business pertaining to credit transactions, approving authorities, designation of corporate signatories, 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 2021.
- VI. Election of the Board of Directors.** The nominees for directors for 2022-2023, 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 2022. P&A is one of the top auditing firms in the country and is duly accredited with the Securities and Exchange Commission.

- VIII. Amendment of the First Article of the Corporation's Articles of Incorporation to reflect the change in corporate name.** The Board approved, for confirmation and approval of stockholders, the change of the Corporation's corporate name from "BDO Leasing and Finance, Inc." to "Dominion Holdings, Inc." and the corresponding amendment of the First Article of the Corporation's Articles of Incorporation to reflect such change in corporate name. This is in line with the strategic direction of its principal shareholder to convert the Corporation into a Holding company as previously approved by the Board and the stockholders.
- IX. Amendment of the Corporation's By-Laws to reflect the change in corporate name.** The Board likewise approved, for confirmation and approval of stockholders, the corresponding amendment in the Corporation's By-Laws to reflect the change in corporate name to "Dominion Holdings, Inc."
- X. 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.
- XI. Adjournment.** After consideration of all business, the Chairperson shall declare the meeting adjourned. This formally ends the 2022 Annual Stockholders' Meeting of the Corporation.