

NOTICE OF SPECIAL STOCKHOLDERS' MEETING

Dear Stockholder:

Please be informed that owing to COVID-19 pandemic, the Special Meeting of the Stockholders ("SSM") of **BDO LEASING AND FINANCE, INC. (the "Corporation")** will be conducted **VIRTUALLY¹** on **July 21, 2020, Tuesday, at 10:00 a.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. Sale of all or substantially all of the assets and liabilities of the Corporation
- IV. Amendment of the First Article of the Corporation's Articles of Incorporation to reflect the change in its corporate name
- V. Amendment of the Second Article of the Corporation's Articles of Incorporation to reflect the change in its primary and secondary purposes
- VI. Amendment of the Third Article of the Corporation's Articles of Incorporation to reflect the change in its principal office address
- VII. Amendment of the Corporation's By-Laws to reflect the change in its corporate name
- 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 a brief description in the attached Annex "A".

In the light of the COVID-19 pandemic, the Corporation will not be conducting a physical SSM and stockholders of record as of **July 1, 2020** may attend/participate via proxy and remote communication, and vote *in absentia*.

Stockholders of record who wish to participate in the meeting via remote communication and to cast their votes *in absentia* shall notify the Office of the Corporate Secretary at <bdolf_corporate_secretary@bdo.com.ph> accordingly, and submit requested supporting documents no later than **July 10, 2020**. For the detailed registration and voting procedures, please visit <www.bdo.com.ph/leasing/2020SSM> and refer to the "**Guidelines for Participation via Remote Communication and Voting in Absentia**".

¹ Through remote or electronic means of communication

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 late than **July 10, 2020** to the Office of the Corporate Secretary at 14th Floor, North Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City via courier delivery **or** by email to <bdolf_corporate_secretary@bdo.com.ph>. Validation of proxies and documentary requirements is set on **July 14, 2020, at 10:00 a.m.** at the 14th Floor, North Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City. Stockholders of record may download and print the proxy form from the Corporation's website. <www.bdo.com.ph/leasing/2020proxyform>

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 special meeting, please visit <www.bdo.com.ph/leasing/2020SSM>



JOSEPH JASON M. NATIVIDAD
Corporate Secretary

BRIEF DESCRIPTION OF AGENDA ITEMS

- I. **Call to order.** The Chairperson, Ms. Teresita T. Sy, will formally open the Special Stockholders' Meeting (SSM) 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 the notice requirements for the 2020 SSM have been complied with in accordance with the Corporation's By-Laws, Revised Corporation 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 SSM and all the matters included in the Agenda.
- III. **Sale of all or substantially all of the Corporation's assets and liabilities.** In compliance with law and in line with the Corporation's transition into a holding company, the Board approved, for stockholders' confirmation and approval, the sale of all or substantially all of the Corporation's assets and liabilities to BDO Finance Corporation or any other affiliate as may be designated by BDO Unibank, Inc.
- IV. **Amendment of the First Article of the Corporation's Articles of Incorporation to reflect the change in its 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 "United Platinum Holdings Corporation" to reflect the new business direction of the Corporation, and the corresponding amendment of the First Article of the Corporation's Articles of Incorporation to reflect such change in corporate name.
- V. **Amendment of the Second Article of the Corporation's Articles of Incorporation to reflect the change in its primary and secondary purposes.** The Board approved, for confirmation and approval of stockholders, the amendment of the Second Article of its Articles of Incorporation converting the Corporation from a leasing and financing company into a holding company, thereby amending the primary and secondary corporate purposes of the Corporation.
- VI. **Amendment of the Third Article of the Corporation's Articles of Incorporation to reflect the change in its principal office address.** The Board approved, for confirmation and approval of stockholders, the amendment of the Third Article of the Corporation's Articles of Incorporation to reflect the change in the Corporation's principal office address from No. 12 ADB Avenue, Ortigas Center, Mandaluyong City, Philippines to Unit 1204, Galleria Corporate Center, EDSA corner Ortigas Ave., Brgy. Ugong Norte, Quezon City.
- VII. **Amendment of the Corporation's By-Laws to reflect the change in its 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 "United Platinum Holdings Corporation" to reflect the new business direction of the Corporation, and the corresponding amendment of the Corporation's By-Laws to reflect such change in corporate name.

- VIII. **Open Forum.** Every Stockholder, after identifying himself/herself, may raise any relevant question or express any appropriate comment.
- IX. **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.
- X. **Adjournment.** After consideration of all business, the Chairperson shall declare the meeting adjourned. This formally ends the Special Stockholders' Meeting of the Corporation.