



102152016001579



## SECURITIES AND EXCHANGE COMMISSION

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Company Information

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SEC Registration No. 0000034001

Company Name BDO UNIBANK, INC. DOING BUSINESS UNDER ANY OF THE FOLLOWING NAMES AND STYLES: BDO, BDO UNIBANK, BANCO

Industry Classification

Company Type Stock Corporation

Document Information

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(Company's Full Name)

B D O C O R P O R A T E C E N T E R

7 8 9 9 M A K A T I A V E N U E

M A K A T I C I T Y

(Business Address: No. Street City/Town/Province)

EDMUNDO L. TAN

(Contact Person)

840-7000/702-6000

(Company Telephone Number)

1 2

Month

3 1

Day

(Fiscal Year)

SEC FORM 17-C

(Form Type)

Every last Friday of the Month of May

Month Day

(Annual Meeting)

(Secondary License Type. If Applicable)

CORPORATION FINANCE

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowing

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

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Cashier

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**SIGNATURES**

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BDO UNIBANK, INC.**  
Registrant

By:

  
**EDMUNDO L. TAN**  
Corporate Secretary

Date: February 15, 2016

## NOTICE OF ANNUAL SHAREHOLDERS' MEETING



Dear Shareholder:

Please be informed that the Annual Meeting of Shareholders of **BDO UNIBANK, INC.** ("BDO") will be held at the Rizal Ballroom A & B, Second Floor, Makati Shangri-La Hotel, Ayala Avenue, Makati City on April 22, 2016, Friday, at 2 o'clock in the afternoon.

The Agenda of the meeting is as follows:

1. Call to order
2. Proof of notice and determination of existence of quorum
3. Approval of the minutes of the annual shareholders' meeting held on April 24, 2015
4. Report of the President and approval of the Audited Financial Statements of BDO as of December 31, 2015
5. Open Forum
6. Approval and ratification of all acts of the Board of Directors, Board Committees and Management during their term of office
7. Election of Directors
8. Appointment of External Auditor
9. Approval of the placing and subscription transaction in connection with BDO's acquisition of One Network Bank, Inc. (A Rural Bank)
10. Other business that may properly be brought before the meeting
11. Adjournment

Each agenda item for approval is explained in the Definitive Information Statement ("DIS"), with brief details and rationale in attached Annex "A." The Bank's Dividend Policy Statement is likewise stated in Annex "A" for your information and guidance.

Stockholders of record as of March 10, 2016 are entitled to notice of, to attend, and vote at, this year's Annual Meeting. Stockholders unable to attend the Meeting in person, may execute and deliver a proxy. Proxies should be submitted on or before April 8, 2016, addressed to the attention of the Corporate Secretary. Validation of proxies is set on April 13, 2016 at 11:00AM at BDO Corporate Center, 7899 Makati Avenue, Makati City. For reference only, stockholders may opt to use the proxy form which may be downloaded from BDO's website.

Please bring this notice and any form of identification, such as passport, driver's license, or any government-issued ID to facilitate registration.

BDO Unibank, Inc.  
BDO Corporate Center  
7899 Makati Avenue  
Makati City 0726, Philippines  
Swift Code BNORPHMM  
Tel +63(2) 840 7000

  
**EDMUNDO L. TAN**  
Corporate Secretary

## AGENDA

## DETAILS AND RATIONALE

- I. **Call to order.** The Chairperson, Ms. Teresita T. Sy, will formally open the 2016 Annual Shareholders' Meeting of BDO Unibank, Inc. ("BDO").
- II. **Proof of notice and determination of existence of quorum.** The Corporate Secretary, Atty. Edmundo L. Tan, will certify that copies of this Notice have been duly sent to stockholders of record as of March 10, 2016, and will attest whether a quorum is present for the valid transaction of the Annual Stockholders' Meeting and all matters included in the Agenda.
- III. **Approval of the Minutes of the Annual Shareholders' Meeting held on April 24, 2015.** Copies of the Minutes are available for examination during office hours at the Office of the Corporate Secretary and at BDO's website [www.bdo.com.ph](http://www.bdo.com.ph). Shareholders will be asked to approve the Minutes. Below is the text of the proposed resolution:

"RESOLVED, That the Shareholders of BDO Unibank, Inc. approve, as they hereby approve, the Minutes of the Annual Shareholders' Meeting held on April 24, 2015."
- IV. **President's Report and approval of BDO's Audited Financial Statements as of December 31, 2015 (AFS).** The Report presents the highlights of the performance and achievements of BDO in 2015. It includes the summary of the AFS which is incorporated in the Definitive Information Statement. Copies of the AFS are also submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue.
- V. **Open Forum.** Every Shareholder, after identifying himself/itself, may raise any relevant question or express any appropriate comment.
- VI. **Approval and Ratification of all Acts of the Board of Directors, Board Committees and Management during their term of office.** All actions and proceedings, including approvals of significant related parties' transactions, of the Board of Directors, the Board Committees, and the Management of BDO from the last Annual Meeting of BDO held on April 24, 2015 will be presented to the shareholders for their approval and ratification. These collective actions are the main keys to the impressive performance of BDO in 2015.
- VII. **Election of Directors.** The Chairman of the Nomination Committee will present to the shareholders the nominees for election as members of the Board of Directors of BDO, including the independent directors. The Nomination period for Directors is March 02 to 14, 2016. The profiles of the nominees to the Board of Directors are to be provided in the Definitive Information Statement for reference of the shareholders.
- VIII. **Appointment of External Auditor.** The Board Audit Committee of BDO would accept and screen the nominees for external auditor of BDO. It will make the appropriate recommendation on the appointment of one auditing firm as external auditor of BDO. The recommended external auditor will be presented to the shareholders for their approval.
- IX. **Approval of the placing and subscription transaction in connection with BDO's acquisition of One Network Bank, Inc. (A Rural Bank).** Under the terms of the tender offer conducted by BDO for its acquisition of One Network Bank, Inc. (A Rural Bank) (ONB), the purchase price for the tendered ONB shares shall be payable in common shares of BDO at an exchange ratio of 0.2618 BDO common share for one ONB share. ONB shareholders holding 99.59% of the outstanding capital stock of ONB tendered their shares to BDO.

On July 20, 2015, the tender offer settlement date, Sybase Equity Investments Corporation (“Sybase”), an existing shareholder and related party of BDO, loaned to BDO its 64,499,890 listed BDO shares to the selling ONB shareholders as settlement for the purchase price (the “Placing”). The closing trading price of BDO shares on said settlement date was Php103.50 per share. On the same date, BDO replaced the loaned shares and issued 64,499,890 unlisted BDO shares in favor of Sybase at a subscription price of Php103.50 per share (the “Subscription”). In compliance with the additional listing rules of the Philippine Stock Exchange, Inc., the Placing and Subscription transactions will be presented to the shareholders for their approval.

- 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 may be presented to the shareholders for consideration. Shareholders 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 2016 Annual Shareholders’ Meeting of BDO.

#### BDO DIVIDEND POLICY STATEMENT

BDO recognizes the importance of providing a stable and sustainable dividend stream consistent with its commitment to shareholders. Since December 2013, the Bank has been paying regular cash dividends of Php 0.30 per quarter, or an annual equivalent of Php 1.20 per share and will endeavor to do so while maintaining financial flexibility.

The Board of Directors may, at its discretion and depending on the business results for the year and capital needs of the business, declare and approve the distribution of additional special dividends to all shareholders normally announced at the Annual Stockholders’ Meeting.