

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Shareholder:

Please be informed that the Annual Meeting of the Stockholders of **BDO LEASING AND FINANCE, INC. (the "Corporation")** will be held on **April 7, 2017, Friday**, at **10:00 a.m.** at the Francisco Santiago Hall, Mezzanine Floor, South Tower, BDO Corporate Center, 7899 Makati Avenue, Makati City, Metro Manila.

The Agenda of the meeting is as follows:

- I. Call to order
- II. Certification of notice and determination of existence of quorum
- III. Approval of the minutes of the annual stockholders' meeting held on April 15, 2016
- IV. President's Report and approval of the Audited Financial Statements of the Corporation as of December 31, 2016
- V. Open Forum
- VI. Approval and ratification of all acts and proceedings of the Board of Directors, the Board Committees and Management during their respective term of offices
- VII. Election of the Board of Directors
- VIII. Appointment of External Auditor
- IX. Other Business that may properly be brought before the meeting
- X. Adjournment

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

The stockholders of record as of **February 22, 2017** are entitled to notice of, and to vote at, this year's Annual Meeting. Stockholders unable to attend the Annual Meeting in person may execute and deliver a proxy. Proxies shall be submitted **on or before March 28, 2017** addressed to the attention of the Corporate Secretary. Validation of proxies is set on **March 31, 2017, 12:00 noon** at BDO Corporate Center, 7899 Makati Avenue, Makati City. For reference only, stockholders may opt to use the proxy form which may be downloaded in the Corporation's website.

Registration will begin at 8:00 a.m. and close at 9:50 a.m. or immediately before the start of the meeting. Please bring this notice and any form of identification, such as passport, driver's license, or any other government-issued ID to facilitate registration.


JOSEPH JASON M. NATIVIDAD
Corporate Secretary

BDO Leasing & Finance, Inc.
39/F, BDO Corporate Center Ortigas
12 ADB Avenue, Ortigas Center, Mandaluyong City, 1550
Tel +63(2) 840 7000
Tel +63(2) 688 1288
Fax +63(2) 635 6453, 635 5811, 633 7736, 635 3898

**AGENDA
DETAILS AND RATIONALE**

- I. **Call to order.** The Chairperson, Ms. Teresita T. Sy, will formally open the 2017 Annual Stockholders' Meeting of BDO Leasing and Finance, Inc. (the "Corporation").
- II. **Certification of notice and determination of existence of quorum.** The Corporate Secretary, Atty. Joseph Jason M. Natividad, will certify that copies of the Notice of this Meeting have been duly sent to all stockholders of record as of February 22, 2017, and will attest whether a quorum is present for the valid transaction of the Annual Stockholders' Meeting and all the matters included in the Agenda.
- III. **Approval of the minutes of the annual stockholders' meeting held on April 15, 2016.** Copies of the Minutes are available for examination during office hours at the Office of the Corporate Secretary and at the Corporation's website <https://www.bdo.com.ph/sites/default/files/pdf/2015%20BDOLF%20ASM%20Minutes.pdf>. Stockholders will be asked to approve the Minutes. Below is the text of the proposed resolution:

"RESOLVED, That the Stockholders of BDO Leasing and Finance, Inc. approve, as they hereby approve, the Minutes of the Annual Stockholder's Meeting held on April 15, 2016."
- IV. **President's Report and approval of the Audited Financial Statements as of December 31, 2016 (AFS).** The Report presents a summary of the performance of the Corporation for the year 2016. It includes the highlights of the AFS of the Corporation which is incorporated in the Definitive Information Statement. Copies of AFS are submitted to the Securities and Exchange Commission and Bureau of Internal Revenue.
- V. **Open Forum.** Every Stockholder, after identifying himself/itself, may raise any relevant question or express any appropriate comment.
- VI. **Approval and ratification of all acts and proceedings of the Board of Directors, the Board Committees and Management during their respective term of offices.** All actions and proceedings, including approvals of significant Related Parties' Transactions (RPT), of the Board of Directors, the Board Committees, and the Management of the Corporation from the last Annual Meeting of the Corporation held on April 15, 2016 will be presented to the stockholders for their approval and ratification. These collective acts are the main keys to the successful performance of the Corporation in 2016.
- VII. **Election of Directors.** The Chairman of the Nomination Committee will present to the stockholders the nominees for election as members of the Board of Directors of the

Corporation, including the independent directors. The nomination period is February 10 to 24, 2017. The profiles of the nominees to the Board of Directors are to be provided in the Definitive Information Statement for reference of the stockholders.

The stockholders will cast their votes for the nominees they want to elect to the Board of Directors of the Corporation. The tabulation and validation of votes will be conducted by the Office of the Corporate Secretary or an independent party to be engaged by the Corporation.

- VIII. **Appointment of External Auditor.** The Board Audit Committee of the Corporation would accept and screen the nominees for external auditor of the Corporation. It will make the appropriate recommendation on the appointment of one auditing firm as external auditor of the Corporation. The recommended external auditor will be presented to the stockholders for their approval.
- 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 2017 Annual Stockholders' Meeting of the Corporation.