

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

**DOMINION HOLDINGS, INC.
(FORMERLY BDO LEASING AND FINANCE, INC.)**

**HELD ON APRIL 11, 2025, FRIDAY, AT 3:00 P.M.
(VIA REMOTE COMMUNICATION)**

NUMBER OF SHARES HELD BY SHAREHOLDERS:

Number of Total Outstanding Shares	-	2,162,475,312
Present In Person or Represented By Proxy, and Participant Brokers	-	1,914,712,207
Percentage of the Total Shares Represented By Proxies & In-Person	-	88.5%
List of Shareholders Present	-	See Annex A

DIRECTORS PRESENT:

Atty. Elmer B. Serrano	Chairman
Mr. John Emmanuel M. Lizares	President
Atty. Luis Ma. G. Uranza	Lead Independent Director
Mr. Ismael G. Estela, Jr.	Independent Director
Mr. Luis S. Reyes, Jr.	Director
Ms. Melanie S. Belen	Director
Ms. Geneva T. Gloria	Director
Mr. Lazaro Jerome C. Guevara	Director
Ms. Rebecca S. Torres	Director

OFFICERS PRESENT:

Atty. Joseph Jason M. Natividad	Corporate Secretary
Atty. Ma. Cecilia S. Santos	Assistant Corporate Secretary
Mr. Cosme S. Trinidad, Jr.	Compliance Officer/Corporate Governance Officer/ Chief Risk Officer/Information Security Officer/ Data Protection Officer/Social and Environment Management Systems Officer
Atty. Tephania M. Gandia	Chief Information Officer

OTHERS PRESENT:

Mr. Yusoph A. Maute	Engagement Partner, P&A Grant Thornton
Mr. Gene Alvaro	Engagement Manager, P&A Grant Thornton
Ms. Andrea Rose H. Santiano	Engagement Senior, P&A Grant Thornton
Mr. Roland Raymund P. Rojas	Securities Services Unit - Trust & Investments Group, BDO Unibank, Inc.

I. Call to Order

Atty. Elmer B. Serrano, Chairman of the Board, called the Annual Stockholders' Meeting of Dominion Holdings, Inc. (**DHI** or the **Corporation**) to order at 3:00 in the afternoon. On behalf of the Board and Management, he welcomed stockholders and guests, all participating via remote communication (Zoom).

Atty. Joseph Jason M. Natividad, Corporate Secretary, recorded the minutes of the meeting.

II. Certification of Notice and Quorum

The Chairman requested the Corporate Secretary to certify to the sending of notice and existence of quorum.

The Corporate Secretary certified that notice of the meeting together with the Definitive Information Statement and the Corporation's "Guidelines for Participation via Remote Communication and Voting in Absentia", were uploaded via PSE EDGE on March 17, 2025, and posted on the Corporation's website beginning March 17, 2025, in compliance with the rules issued by the Securities and Exchange Commission (**SEC**). In addition, the notice was published in the Business sections of the Philippine Daily Inquirer and Philippine Star on March 17 and 18, 2025, both in print and online formats.

The Corporate Secretary further certified that based on the record of attendance, stockholders holding a total of 1,914,712,207 shares, equivalent to 88.5% of the total outstanding shares of the Corporation, were present or represented at the meeting. He then certified that there was a quorum present for the transaction of business by the stockholders.

The Corporate Secretary likewise informed stockholders that Punongbayan & Araullo, Grant Thornton (**P&A**) had been engaged as third-party tabulator of votes cast for the meeting and that P&A's representatives are also in attendance. He also informed participants that the meeting will be recorded in accordance with SEC rules.

The voting procedures used in the meeting are as described in the Guidelines for Participating via Remote Communication and Voting in Absentia appended to the Definitive Information Statement of the Company issued in relation to this meeting. The voting tabulation was conducted by the Office of the Corporate Secretary and validated P&A as the third-party tabulator.

III. Approval of the Minutes of the Annual Stockholders' Meeting held on April 12, 2024

The next item in the agenda was the reading and approval of the minutes of the last Annual Stockholders' Meeting held on April 12, 2024. The Corporate Secretary confirmed that copies of the Minutes were included in the Definitive Information Statement provided to stockholders prior to the meeting and were posted on the Corporation's website soon after the meeting's adjournment last year.

The Corporate Secretary stated for the record that unqualified votes cast for each item for approval shall be counted in favor of the matter under consideration.

He then announced that shareholders representing 88.5% of the total issued outstanding capital stock of the Corporation voted in favor of the approval of the minutes. Below is the tabulation of votes:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
2,162,475,312	1,914,712,207	1,914,712,207 (88.5%)	0	0

With the above voting results, the following resolution was passed and adopted:

Stockholders' Resolution No. 2025-01

RESOLVED, That the Stockholders of Dominion Holdings, Inc. approves the minutes of the Annual Stockholders' Meeting held on April 12, 2024.

The Chairman of the meeting reminded the Corporate Secretary to ensure that the minutes of the meeting reflect the tabulation of all votes cast, including proxies that have cast their votes for all other matters presented for stockholder approval and to note those who have chosen to abstain, or to vote against, each matter for approval.

IV. President’s Report and Approval of the Audited Financial Statements of the Corporation as of December 31, 2024

The Chairman then gave the floor to the President, Mr. John Emmanuel M. Lizares, for the 2025 President’s Report.

Mr. Lizares, President, reported as follows:

“Dominion Holdings, Inc. (formerly BDO Leading & Finance, Inc.) posted net earnings of Php202 Million in 2024 as against Php277 Million in 2023.

The lower income is attributed to reduced funds available for investment, following the declaration of Php3.2 billion in cash dividends in May 2024.

The cash dividend payment resulted in a lower asset base of Php3.3 Billion. Total liabilities stood at Php10.8 Million while Stockholder’s Equity declined to Php3.3 billion.

For the next 12 months, DHI will continue to invest its financial assets in money market placements, debt securities and other short term but high yielding instruments.”

The Chairman thanked Mr. Lizares and requested the Corporate Secretary to announce the voting results.

The Corporate Secretary stated that shareholders representing 88.5% of the total issued outstanding capital stock of the Corporation voted in favor of the approval of the President’s Report and 2024 Audited Financial Statements. Below is the tabulation of votes:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
2,162,475,312	1,914,712,207	1,914,712,207 (88.5%)	0	0

With the above votes in favor of approval, the following resolution was passed and adopted:

Stockholders’ Resolution No. 2025-02

RESOLVED, That the Stockholders of Dominion Holdings, Inc. (the **Corporation**) approves the President’s Report and the 2024 Audited Financial Statements of the Corporation.

V. Approval and Ratification of All Acts and Proceedings of the Board of Directors, the Board Committees and Management during their Respective Terms of Office

The next item in the agenda is the ratification of all acts and resolutions made and adopted by the Board of Directors, the Board Committees, and carried out by Management during their term, or from the date of the last annual stockholders’ meeting up to this meeting. The Corporate Secretary discussed that the summary of these acts is found in the published Definitive Information Statement for the meeting.

The Corporate Secretary announced that shareholders representing 88.5% of the total issued outstanding capital stock of the Corporation voted in favor of the ratification. Below is the tabulation of votes:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
2,162,475,312	1,914,712,207	1,914,712,207 (88.5%)	0	0

With the above voting results, the following resolution was passed and adopted:

Stockholders' Resolution No. 2025-03

RESOLVED, That all the acts of the Board of Directors, Board Committees and Management of Dominion Holdings, Inc. during their term or from the date of the last annual stockholders' meeting up to this meeting are ratified and confirmed.

VI. Election of the Board of Directors for 2025-2026

The next item on the agenda was the election of Directors for 2025-2026. The Chairman requested the Nominations Committee Chairman, Atty. Luis Ma. G. Uianza, to read the names of the nominees. Atty. Uianza discussed that the Nominations Committee has pre-screened and short-listed candidates qualified to be elected to the Board of Directors. He then announced the names of the following nominees to the Board for 2025-2026:

Nominees for Regular Directors

1. Ms. Melanie S. Belen
2. Ms. Geneva T. Gloria
3. Mr. Lazaro Jerome C. Guevarra
4. Mr. John Emmanuel M. Lizares
5. Mr. Luis S. Reyes, Jr.
6. Atty. Elmer B. Serrano
7. Ms. Rebecca S. Torres.

For Independent Directors:

1. Atty. Luis Ma. G. Uianza
2. Mr. Ismael G. Estela, Jr.

The Corporate Secretary then presented the votes received by each of the nominees:

Nominees	Total Outstanding Shares	Votes Received
Melanie S. Belen	2,162,475,312	1,914,712,207
Geneva T. Gloria	2,162,475,312	1,914,712,207
Lazaro Jerome C. Guevarra	2,162,475,312	1,914,712,207
John Emmanuel M. Lizares	2,162,475,312	1,914,712,207
Luis S. Reyes, Jr.	2,162,475,312	1,914,712,207
Elmer B. Serrano	2,162,475,312	1,914,712,207
Rebecca S. Torres	2,162,475,312	1,914,712,207
Ismael G. Estela, Jr.	2,162,475,312	1,914,712,207
Luis Ma. G. Uianza	2,162,475,312	1,914,712,207

The Corporate Secretary explained that, with the votes received, all nominees have obtained sufficient votes for election. The following resolution was thus passed and adopted:

Stockholders' Resolution No. 2025-04

RESOLVED, That the following are hereby elected Directors of Dominion Holdings, Inc. for a period of one (1) year, and to act as such until their successors are duly elected and qualified:

Regular Directors:

1. Mr. Luis S. Reyes, Jr.
2. Mr. Lazaro Jerome C. Guevarra
3. Mr. John Emmanuel M. Lizares
4. Ms. Geneva T. Gloria
5. Ms. Melanie S. Belen
6. Atty. Elmer B. Serrano
7. Ms. Rebecca S. Torres

Independent Directors:

1. Atty. Luis Ma. G. Uranza, and
2. Mr. Ismael G. Estela, Jr.

The Chairman congratulated the newly-elected members of the Board.

VII. Appointment of External Auditor

The next item in the agenda was the appointment of the external auditor of the Corporation for 2025.

The Chairman requested the Corporate Secretary to briefly discuss the matter. The Corporate Secretary informed the stockholders that the Audit Committee pre-screened and processed nominations for external auditor, and recommended the appointment of P&A as external auditor for 2025, as confirmed by the Board.

The Corporate Secretary then announced that shareholders representing 88.5% of the total issued outstanding capital stock of the Corporation voted in favor of the appointment of P&A. Below is the tabulation of votes:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
2,162,475,312	1,914,712,207	1,914,712,207 (88.5%)	0	0

With the above votes in favor of approval, the following resolution was passed and adopted:

Stockholders' Resolution No. 2025-05

RESOLVED, That the Stockholders of Dominion Holdings, Inc. (the **Corporation**) approves the appointment of Punongbayan & Araullo, Grant Thornton as the external auditor of the Corporation for 2025.

VIII. Open Forum / Other Matters

The Chairman asked if there are other items in the agenda.

The Corporate Secretary announced that shareholders were given the opportunity to raise their questions and comments in advance via email and through chatbox during this meeting, in accordance with the Guidelines for Participating via Remote Communication and Voting *in Absentia* appended to the published Definitive Information Statement.

The Corporate Secretary reported that the Corporation did not receive any questions via email or the chatbox. He advised that nevertheless, should the Corporation receive any questions later on through email, the Corporation shall endeavor to respond to these questions.

IX. Adjournment

There being no further business to transact, the meeting was thereupon adjourned at 3:30 in the afternoon.


JOSEPH JASON M. NATIVIDAD
CORPORATE SECRETARY

ATTESTED:

ELMER B. SERRANO
CHAIRMAN

Annex A

LIST OF STOCKHOLDERS PRESENT AND REPRESENTED¹

BDO Unibank, Inc.
BDO Capital & Investment Corporation
Elmer B. Serrano
John Emmanuel M. Lizares
Luis Ma. G. Uianza
Ismael G. Estela, Jr.
Luis S. Reyes, Jr.
Melanie S. Belen
Geneva T. Gloria
Lazaro Jerome C. Guevara
Rebecca S. Torres

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¹ In compliance with SEC Memorandum Circular No. 11 s. 2024.