



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

March 29, 2023

The Annual Meeting of the Stockholders of Bank of Commerce (the Bank) will be held on **April 25, 2023 at 2:00 P.M.** For the health and safety of the stockholders and all persons concerned in light of the risks associated with the COVID-19 pandemic, the Bank will not hold a physical meeting and will instead conduct the meeting via remote communication using Pro Version License Zoom Application and livestreaming as authorized by resolutions of the Board of Directors on 28 February 2023.

The Agenda of the Meeting is as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of Annual Stockholders' Meeting held on 29 April 2022
4. Presentation of the Annual Report
5. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
6. Confirmation of Bank's Significant Transactions with its DOSRI and Related Parties
7. Approval of Directors' Fees
8. Approval of Amendment to Article SEVENTH of the Bank's Articles of Incorporation to increase the Bank's authorized capital stock
9. Approval of Amendments to Section 2 of Article II and Sections 1, 4, 5, 8, and 9 of Article III of the Bank's By-laws
10. Election of the Board of Directors
11. Appointment of External Auditor
12. Adjournment

Stockholders who would like to attend the meeting must advise the Bank on or before **April 18, 2023**, by sending the following information to stockholders@bankcom.com.ph: (1) Name; (2) E-mail address; (3) Contact number; (4) Postal address; and (5) scanned copy of any valid government-issued ID with photo of the stockholder, to obtain the link for the 2023 Annual Stockholders' Meeting.

Stockholders may visit the Bank's website at <https://www.bankcom.com.ph/about-us/disclosures> to download copies of (a) the Minutes of the Annual Stockholders' Meeting on 29 April 2022 and (b) the proxy form/ballot.


Electronic copies of the Information Statement and Management Report shall be available on the Company's website and the PSE Edge.

Ballots and proxies may be submitted via email to stockholders@bankcom.com.ph, which submission shall be duly acknowledged and validated by the Bank's stock transfer agent, SMC Stock Transfer Service Corporation. For an individual, the submission must be accompanied by a copy of a government-issued ID with photo, as proof of identification. For a corporation, the submission must be accompanied by a certification from its

Corporate Secretary stating the corporate officer's authority to represent the corporation in the meeting. In the event that the Covid-19 alert level status restricts the movement of persons and makes submission of the originally signed ballots, proxies and notarized Secretary's Certificate difficult, these documents shall be submitted to the SMC Stock Transfer Service Corporation within a reasonable time after the Annual Stockholders' Meeting.

During the meeting, the Bank shall entertain questions and comments from the stockholders after the presentation of the Annual Report. Questions and comments must be submitted either in advance by email to stockholders@bankcom.com.ph or during the meeting by posting the questions and comments in the feedback box that will be made available. Priority will be given to questions sent in advance. Questions which are not answered during the meeting shall be forwarded to the Office of the Corporate Secretary for the appropriate response.

The deadline for submission of the proxy and ballot is on **April 18, 2023**. Validation of proxies and ballots will be on **April 20, 2023** at 10:00AM at the SMC Stock Transfer Service Corporation Office, 2nd Floor, SMC Head Office Complex, No. 40 San Miguel Ave., Mandaluyong City, Philippines. Only stockholders who have notified the Bank of their intention to participate through remote communication as above-described and have been validated by the Office of the Corporate Secretary to be stockholders of record of the Bank as of **April 5, 2023** will be considered in computing stockholder attendance at the meeting together with the stockholders attending through proxies.


EVITA C. CABALLA
Corporate Secretary 