

## NOTICE OF SPECIAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS:

Please be informed that the **PHILIPPINE VETERANS BANK (PVB or the Bank)** will hold a virtual Special Stockholders' Meeting (**SSM**) on **19 March 2024 (Tuesday)** at **10:00 a.m.** The SSM will be conducted via livestream at the link provided in the Bank's website at <https://www.veteransbank.com.ph>. There will be NO physical venue for stockholders to attend the meeting.

### AGENDA

- I. Call to Order
- II. Certification of Notice and Quorum
- III. Election of New Directors Pursuant to Increase in Board Seats
- IV. For Confirmation:
  - a) Amendments to Article V of the Articles of Incorporation to reflect Php15 Billion Authorized Capital Stock
  - b) Amendments to Article VII of the Articles of Incorporation to reflect the increase in number of Directors to fifteen (15)
- V. For Approval:
  - a) Articles and Plan of Merger for the Merger of PVB with New Rural Bank of Agoncillo, Inc. (NAGON)
  - b) Removal of Citizenship Requirement for Directors and Amendment of Article IV, Section 1 of the By-laws
  - c) Removal of Veteran Status Requirement for Directors and Amendment of Article VII, Section 3 of the Articles of Incorporation
  - d) With regard to the Bank's preferred shares:
    - i Except as may be provided for by law, authorizing the Board of Directors to fix the terms and conditions of preferred shares of stock or any series thereof and amendment of Article V of the Articles of Incorporation
    - ii Abandoning the approved cumulative feature of the preferred shares
  - e) Delegation of Authority to the Board of Directors to Amend the By-laws
- VI. Adjournment

Each agenda item for approval is explained in the Definitive Information Statement (**DIS**). A copy of the DIS is available or accessible at any of the following:

- a) PVB website for at least fifteen (15) days;
- b) All PVB branches nationwide; or
- c) All offices of District Presidents of the Veterans Federation of the Philippines

Only stockholders of record as of end of business day of 16 February 2024 will be entitled to attend and vote at the meeting.

Stockholders who would like to participate in the SSM via livestream and exercise their vote *in absentia* may pre-register through the SSM portal which will be available at the Bank's website beginning 1 March 2024 up to 5:00 pm on 12 March 2024.

Stockholders who cannot attend the meeting may execute a proxy in favor of another stockholder which must be received by the Office of the Board Secretary at 6<sup>th</sup> Floor PVB Building 101 V.A. Rufino cor. Dela Rosa Sts., Legaspi Village, Makati City, and/or by email to [stockcertificate@veteransbank.com.ph](mailto:stockcertificate@veteransbank.com.ph) **not later than 12 March 2024**.

  
Atty. TEPHANIE M. GANDIA  
Corporate Secretary