

# CANTILAN BANK, INC. (A Rural Bank)

*Cantilan, Surigao del Sur*

## **NOTICE OF ANNUAL STOCKHOLDERS' MEETING**

Pursuant to **BOD Resolution No. 22-387, Series of 2022**, notice is hereby given that the Annual Meeting of Stockholders of the Cantilan Bank, Inc. (A Rural Bank) will be held at the **Cantilan Bank, Inc. Training Center (formerly, Hotchkiss Learning Center)**, Brgy. Magosilom, Cantilan, Surigao del Sur, on **Saturday, April 15, 2023 at 10:00 o'clock in the morning**. The Annual Stockholders Meeting shall be done **In-Person** and **By Teleconference<sup>1</sup>, via Zoom<sup>2</sup>**. (Attached as Annex "A" is the Internal Procedure of the Meeting.)

- A. **In-Person (RSVP)** – Kindly reserve your seat by informing our office at CBI-Corporate Headquarters, Office of the Corporate Secretary, telephone No. **(086) 212-5056**, cellphone #s SMART **09388117247** or GLOBE **0906 562 8993** and look for Grace Cabisada/Felyn Joy A. Ambray or email us at [corp.sec@cantilanbank.com](mailto:corp.sec@cantilanbank.com) **on or before March 31, 2023 at 5:00 PM**. Limited to **50 SEATS ONLY on a first come, first served basis**.
- B. **By Teleconference via Zoom** - Please use your **real name on the Zoom account**, which you will use during the meeting, for purposes of identification and verification. Kindly submit your intent to participate (via Zoom) **on or before March 31, 2023 at 5:00 PM**. Any proposal to participate through the given Zoom link on the day of the scheduled meeting will sadly be declined.

The Agenda of the Meeting are as follows:

1. Call to Order
2. Secretary's Proof of Notice and Quorum
3. Roll Call
4. Approval of the Minutes of the 2022 Annual Stockholders' Meeting.
5. Report of the President on the Results of Operations for the year 2022.
6. Chairman's Report for the year 2022 and Capital Development Plan of the Bank.
7. Ratification of All Acts and Proceedings of the Board of Directors and Corporate Officers since 2022 Annual Stockholders' Meeting
8. Election of Directors
9. Appointment of External Auditor
10. Other Business as may properly come before the meeting.
11. Adjournment

Minutes of the 2022 Annual Stockholders' Meeting as well as Resolutions by the Board of Directors for the year 2022 will be available at the Office of the Corporate Secretary. You may send your requests online to [corp.sec@cantilanbank.com](mailto:corp.sec@cantilanbank.com), the official email address of the Office of the Corporate Secretary.

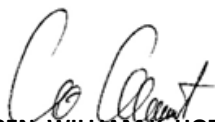
Stock & Transfer Book shall be **CLOSED** from **March 20, 2023 to April 15, 2023** or for twenty (20) days before the Election Day<sup>3</sup>. Only Stockholders of Record as of that date will be entitled to be voted and to vote in the election of Board of Directors.

For purposes of voting, only Voting by Person or by Proxy is allowed and via Google Form (link will be provided to the confirmed stockholders attending via Teleconference on the day of the meeting). For those availing by Proxy, please submit the hereto attached **PROXY** instrument<sup>4</sup> to the email address of the Office of the Corporate Secretary above-mentioned or personally submit it to our office **not later than 5:00 p.m. of March 31, 2023**.

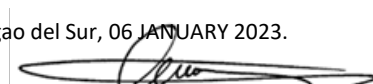
To secure the **Nomination Forms for Director**, please send a request online to the email address of the Office of Corporate Secretary as mentioned above or personally request it from our office, and submit the completely filled form on the same email address or to our office **not later than 5:00 pm on March 27, 2023**. The Office of the Corporate Secretary shall collate and submit all nominations to the Corporate Governance Committee for the latter's conduct of determination on the Qualifications and Disqualifications of the Nominees on March 31, 2023. Please be reminded that the Bank's Election Code has been amended by virtue of BOD Resolution Number 21-043 passed and approved last February 15, 2021, which consequently **amended the provisions on the necessary qualifications for the office of the Board of Director**.

For any inquiry on any matter regarding the conduct of the Annual Stockholders Meeting and other incidents related thereto, make it known to us thru our email address and contact numbers above-mentioned, or visit us at the Office of the Corporate Secretary.

BY ORDER OF THE BOARD OF DIRECTORS, Cantilan, Surigao del Sur, 06 JANUARY 2023.



Approved: **LT. GEN. WILLIAM K. HOTCHKISS, III (RET)**



**ATTY. ROBERT A. HERNANDEZ**  
Corporate Secretary

<sup>1</sup> BOD Resolution 22-388 authorizing attendance to the 2023 Annual Stockholders' Meeting by teleconference

<sup>2</sup> <https://us02web.zoom.us/j/85023947547?pwd=cFBWXXJ5YmRTR0R4bWtZaU1XUDAXdz09>

Meeting ID: 850 2394 7547 Passcode: CanBnk1980 (Checking of attendance will be 1 hour before the meeting, late log in will not be admitted to the meeting)

<sup>3</sup> Sec.3, Art. II, CBI By-Laws

<sup>4</sup> Attached hereto is the prescribed Proxy Form to conform to the requirements of Sec. 58 of the Corporation Code

# CANTILAN BANK, INC. (A Rural Bank)

*Cantilan, Surigao del Sur*

Chairman of the Board

## Proxy to Vote at Stockholders' Meeting

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, a stockholder of CANTILAN BANK, INC., a corporation duly organized and existing under the laws of the Philippines, hereby makes, constitutes, and appoints \_\_\_\_\_, with full power of substitution, his true and lawful attorney, agent, or proxy, for and in his name to vote at a (special/general) meeting of stockholders of the corporation, and all shares, preferred and common of this stock of said corporation which the undersigned is entitled to vote at said meeting or any adjournment thereof; hereby revoking all proxies heretofore given to any other person or persons and hereby ratifying and confirming all that said attorney, agent, or proxy or his substitute may lawfully do or cause to be done by virtue hereof, FOR A PERIOD OF FIVE (5) YEARS, from execution hereof.

Witness the hand of the undersigned, this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

\_\_\_\_\_  
(Print Name and Signature of Stockholder)

Signed in the presence of:

\_\_\_\_\_  
\_\_\_\_\_

### JURAT

SUBSCRIBED and sworn to before me, in the city/municipality of \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 2023 by \_\_\_\_\_ or I.D. No. \_\_\_\_\_ issued at \_\_\_\_\_ on \_\_\_\_\_, 2023.

NOTARY PUBLIC

My commission expires Dec. 31, 20\_\_

Doc No. \_\_\_\_\_;  
Page \_\_\_\_\_;  
Book \_\_\_\_\_;  
Series of 2023.