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(incorporated with limited liability in the Republic of the Philippines)

**₱5.0 Billion
with option to upsize**

BPI SINAG Bonds
under its ₱200.0 Billion Bond and Commercial Paper Program

Issue Price: 100% of Face Value
Interest Rate: [•]% p.a.

Joint Lead Arrangers and Selling Agents



The date of this Preliminary Pricing Supplement is 28 April 2025.

THE BONDS REFERRED TO IN THIS PRELIMINARY PRICING SUPPLEMENT ARE SECURITIES EXEMPT FROM REGISTRATION UNDER SECTION 9.1(E) OF THE SECURITIES REGULATION CODE (THE SRC) AND WILL ACCORDINGLY NOT BE REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION (SEC).

This constitutes the Preliminary Pricing Supplement (“**Preliminary Pricing Supplement**”) relating to the ₱5.0 Billion Philippine Peso-denominated BPI Supporting Inclusion, Nature, and Growth Bonds (“**BPI SINAG Bonds**”), with the option to upsize, under the ₱200.0 Billion Bond and Commercial Paper Program of the Bank of the Philippine Islands (the **Bank** or **BPI**) and described herein (the **Offer**). Unless otherwise defined, the terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the **General Terms and Conditions**) set forth in the Trust Agreement dated on or about 25 April 2025 (the **Trust Agreement**) and the Offering Circular dated 25 April 2025 (the **Offering Circular**). This Preliminary Pricing Supplement contains the terms of this Offer and the BPI SINAG Bonds and must be read in conjunction with the Offering Circular. Full information on the Bank and the Offer is contained in the Offering Circular and in this Preliminary Pricing Supplement, subject to such modification as may be communicated by the Issuer from time to time. All information contained in the Offering Circular are deemed incorporated by reference in this Preliminary Pricing Supplement, insofar as such information does not conflict with this Preliminary Pricing Supplement. In case of conflict between the provisions of this Preliminary Pricing Supplement and the Trust Agreement, the provisions of the Trust Agreement shall prevail.

The Bank accepts responsibility for the information contained in the Offering Circular and in this Preliminary Pricing Supplement. To the best of the knowledge and belief of the Bank (having taken all reasonable care to ensure that such is the case) the information contained in the Offering Circular and in this Preliminary Pricing Supplement is in accordance with the facts and does not omit anything that would make the statements therein, in light of the circumstances under which they were made, misleading. The Bank, having made all reasonable enquiries, confirms that the Offering Circular and the Preliminary Pricing Supplement together contain or incorporate all information which is material in the context of the BPI SINAG Bonds, that the information contained or incorporated in this Preliminary Pricing Supplement is true and accurate in all material respects and is not misleading, that the opinions and intentions expressed and incorporated in this Preliminary Pricing Supplement are honestly held and that there are no other facts the omission of which would make the Offering Circular and this Preliminary Pricing Supplement, taken together, or any of such information or the expression of any such opinions or intentions misleading. The Bank accepts responsibility accordingly.

Neither the delivery of the Offering Circular or this Preliminary Pricing Supplement nor any sale made pursuant to the Offer shall, under any circumstance, create any implication that the information contained or referred to in this Preliminary Pricing Supplement is accurate as of any time subsequent to the date hereof. To the fullest extent permitted by law, none of the Joint Lead Arrangers and Selling Agents (or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers), accept any responsibility for the contents of the Offering Circular or this Preliminary Pricing Supplement or for any other statement, made or purported to be made by the Joint Lead Arrangers and Selling Agents or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers or on their respective behalf in connection with the Bank, or the issue and offering of the BPI SINAG Bonds. Each of the Joint Lead Arrangers and Selling Agents (and their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers) accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this the Offering Circular or Preliminary Pricing Supplement or any such statement.

No person is or has been authorised by the Bank to give any information or to make any representation other than those contained in the Offering Circular or this Preliminary Pricing Supplement or any other information supplied in connection with the BPI SINAG Bonds and, if given or made by any other person, such information or representations must not be relied upon as having been authorised by the Bank and/or the Joint Lead Arrangers and Selling Agents (and their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers).

Neither of the Joint Lead Arrangers and Selling Agents (or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers) has separately verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by either of the Joint Lead Arrangers and Selling Agents as to the accuracy or completeness of the information contained in the Offering Circular or contained or incorporated in this Preliminary Pricing Supplement or any other information provided by the Bank in connection with the BPI SINAG Bonds. By receiving the Offering Circular or the Preliminary Pricing Supplement, investors acknowledge that they have not relied solely on either of the Joint Lead Arrangers and Selling Agents (or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, and each of their respective directors, officers, employees, representatives, agents and advisers) in

connection with investigating the accuracy of such information or their investment decision. Nothing contained in the Offering Circular or Preliminary Pricing Supplement is, or shall be relied upon, as a promise or representation, from either of the Joint Lead Arrangers and Selling Agents (or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers), whether as to the past or the future.

If a jurisdiction requires that the offering be made by a licensed arranger or selling agent and an arranger, selling agent or any affiliate thereof, which is a licensed arranger or selling agent in that jurisdiction, the offering shall be deemed to be made by such arranger, selling agent or such affiliate on behalf of the Bank in such jurisdiction.

The contents of the Offering Circular or this Preliminary Pricing Supplement are not to be considered as legal, business or tax advice. Neither the Offering Circular or this Preliminary Pricing Supplement nor any other information supplied in connection with the BPI SINAG Bonds (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by the Bank and/or the Joint Lead Arrangers and Selling Agents (or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers), that any recipient of the Offering Circular or this Preliminary Pricing Supplement or any other information supplied in connection with the BPI SINAG Bonds should purchase any of the BPI SINAG Bonds. Each investor contemplating purchasing the BPI SINAG Bonds should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Bank. Neither the Offering Circular or this Preliminary Pricing Supplement, nor any other information supplied in connection with the BPI SINAG Bonds, constitutes an offer or invitation by or on behalf of the Bank or either of the Joint Lead Arrangers and Selling Agents (or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers) to any person to subscribe for or to purchase any BPI SINAG Bonds.

Neither the delivery of the Offering Circular or this Preliminary Pricing Supplement nor the offering, sale or delivery of any BPI SINAG Bonds shall in any circumstances imply that the information contained herein concerning the Bank is correct at any time subsequent to the date hereof or that any other information supplied in connection with the BPI SINAG Bonds is correct as of any time subsequent to the date indicated in the document containing the same. The Joint Lead Arrangers and Selling Agents (and their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers) expressly do not undertake to review the financial condition or affairs of the Bank during the life of the BPI SINAG Bonds or to advise any investor in the BPI SINAG Bonds of any information coming to their attention. Neither the delivery of the Offering Circular or this Preliminary Pricing Supplement nor any offering, sale or delivery made in connection with the issue of the BPI SINAG Bonds shall, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in the affairs of the Bank since the date hereof or thereof or the date upon which this Preliminary Pricing Supplement has been most recently amended or supplemented or create any implication that the information contained herein or therein is correct as at any date subsequent to the date hereof or thereof or the date upon which this Preliminary Pricing Supplement has been most recently amended or supplemented. Investors should review, *inter alia*, the most recently published documents incorporated by reference into this Preliminary Pricing Supplement when deciding whether or not to purchase any BPI SINAG Bonds.

SUMMARY OF THE OFFER

The following does not purport to be a complete listing of all the rights, obligations, or privileges of the BPI SINAG Bonds and is qualified in its entirety by the General Terms and Conditions in the Offering Circular, the Registry and Paying Agency Agreement, Trust Agreement, Program Agreement and other agreements. Please refer to pages 45 to 84 of the Offering Circular for the General Terms and Conditions relating to any tranche of the Program.

Issuer	: Bank of the Philippine Islands (BPI).
Issue	: Peso-denominated Fixed-Rate BPI SINAG Bonds under the ₱200 Billion Bond and Commercial Paper Program.
Joint Lead Arrangers and Selling Agents	: BPI Capital Corporation (BPI Capital). Standard Chartered Bank (SCB).
Trustee	: Development Bank of the Philippines – Trust Banking Group (DBP-TBG).
Registrar, Depository and Paying Agent	: Philippine Depository & Trust Corp. (PDTC).
Market Maker	: SCB.
Instrument	: Fixed rate bonds, constituting the direct, unconditional, unsecured and unsubordinated obligations of BPI.
Issue Size	: ₱5.0 Billion with option to upsize.
Use of Proceeds	: The net proceeds from the BPI SINAG Bonds will be used for the financing or refinancing eligible projects under the BPI's Sustainable Funding Framework consistent with the ASEAN Sustainability Bonds Standards.
Issue Price	: At par (or 100% of face value)
Manner of Distribution	: Public offering in the domestic market.
Procedure for Distribution, Sale and Registration of the BPI SINAG Bonds	: The Issuer shall avail itself of the e-Securities Issue Portal (e-SIP) of the Philippine Dealing System Holdings Corp. and register the issuance of the BPI SINAG Bonds, and the arrangers, underwriters and selling agents, and other stakeholders (Users), to the e-SIP facility, in order to allow access and submission of documents and other requirements for the Offer through the e-SIP facility, in lieu of the physical submission thereof to PDTC, Philippine Dealing & Exchange Corp. (PDEX) and other operating subsidiaries of the Philippine Dealing System Holdings Corp. The Users (which may include the Joint Lead Arrangers and Selling Agents, and their clients) agree to accede to the Terms of Use in a manner and form prescribed by PDTC.
Offer Period	: 20 May to 30 May 2025, or such other dates as may be agreed upon by the Issuer and the Joint Lead Arrangers and Selling Agents.
Issue Date	: 10 June 2025 or the immediately succeeding Business Day if such Issue Date is not a Business Day, or such other date as may be agreed upon by the Issuer and the Joint Lead Arrangers and Selling Agents with advice to PDTC and PDEX.
Maturity Date	: 10 December 2026 or 1.5 years from Issue Date

Interest Rate	: [•]%
Interest Rate Setting Date	: 19 May 2025, or such other date as may be agreed upon by the Issuer and the Joint Lead Arrangers and Selling Agents.
Interest Period and Interest Payment Date	: Interest shall be payable every quarter in arrears on 10 September, 10 December, 10 March, and 10 June computed based on the outstanding balance of the BPI SINAG Bonds. Interest on the BPI SINAG Bonds shall be calculated on a 30/360 basis. If any Interest Payment Date would otherwise fall on a day that is not a Business Day, payments will be made on the subsequent Business Day without adjustment of the amount due. The last Interest Payment Date shall fall on the Maturity Date, or the immediately succeeding Business Day if such date is not a Business Day, without any adjustment to the amount due, provided that if the Issue Date is set at a date other than 10 June 2025, then the Interest Payment Dates will be automatically adjusted to the numerically corresponding dates at every quarter following the actual Issue Date.
Manner of Payment of Interest and Principal	: On each Interest Payment Date and Maturity Date (as applicable), the Issuer shall make available cleared funds to the Paying Agent for payment to the relevant Holder as shown in the Register of Holders to be maintained by the Registrar.
Form and Denomination	: The BPI SINAG Bonds shall be issued in scripless form. Legal title to the BPI SINAG Bonds shall be shown in the Registry of Holders to be maintained by the designated registrar for the BPI SINAG Bonds. A Master Certificate of Indebtedness representing the BPI SINAG Bonds shall be issued to and registered in the name of the Trustee, on behalf of the Holders. The BPI SINAG Bonds will be offered and sold in minimum principal amounts of ₱500,000.00 and in integral multiples of ₱100,000.00 in excess thereof.
Prohibited Holder	: The following persons and entities may be prohibited from purchasing and/or holding the Notes pursuant to regulations governing the Bank: (a) The Issuer; or (b) The Issuer's related parties (pursuant to Section 131 of the MORB in relation to BSP Circular No. 1062, as further clarified in BSP Memorandum No. 2020-001) who are in possession of or have access to material and non-public information affecting the pricing and marketability of the Notes or which substantially impacts an investor's decision to buy or sell the Notes once the same is disseminated to the public, which may include: (i) The Issuer's subsidiaries, affiliates and any party (including their subsidiaries, affiliates and special purpose entities) that the Issuer exerts direct/indirect control over or that exerts direct/indirect control over the Issuer, except (i) the Issuer's trust department or related trust entities; or (ii) an underwriter or arranger that is an Issuer's related party, provided that the holding of the Notes is part of the underwriting agreement, and such underwriter or arranger has complied with the requirements of Governing Regulations;

- (ii) The Issuer's Directors, Officers, Stockholders, Related Interests (DOSRI), and their close family members, and corresponding persons in affiliated companies (each, as defined under Section 131 of the MORB);
- (iii) Persons or entities whose interests may pose potential conflict with the Issuer's interest;
- (iv) Persons and entities that have direct or indirect linkages to the Issuer, identified as follows:
 - a. Ownership, control or power to vote, of ten percent (10%) to less than twenty percent (20%) of the outstanding voting stock of the borrowing entity, or vice versa;
 - b. Interlocking directorship or officership, except in cases involving independent directors as defined under existing regulations or directors holding nominal share in the borrowing corporation;
 - c. Common stockholders owning at least ten percent (10%) of the outstanding voting stock of the Issuer and ten percent (10%) to less than twenty percent (20%) of the common outstanding voting stock of the borrowing entity; and
 - d. Permanent proxy or voting trusts in favor of the Issuer constituting ten percent (10%) to less than twenty percent (20%) of the outstanding voting stock of the borrowing entity, or vice versa; or
- (c) Persons who are otherwise not qualified under the Governing Regulations including any other person whose acquisition, holding or transfer of the Notes would violate any applicable law or regulation, including but not limited to the rules of the PDEX, BSP, AMLC, or other government regulation in any relevant jurisdiction; or
- (d) Persons classified as US persons under the FATCA of the United States, as may be amended from time to time; which include: (a) a U.S. citizen (including a dual citizen who may have another citizenship besides having a U.S citizenship); (b) a U.S. resident alien for tax purposes, which includes a person who has substantial presence in the U.S. ("substantial presence" is defined as more than 31 days in the current calendar year or a total of 183 days over the previous three years from the current tax year); (c) a U.S. partnership, U.S. corporation, or U.S. entity; (d) a U.S. estate; (e) a U.S. trust if a court within the United States is able to exercise primary supervision over the administration of the trust, or one or more U.S. persons have the authority to control all substantial decisions of the trust; or (f) any other person that is not a non-US person; or
- (e) Persons classified as a Restricted Party; or
- (f) Specific Related Parties.

For purposes of the definition of Prohibited Holders, a "**subsidiary**" means, a corporation or firm more than fifty percent (50%) of the outstanding voting stock of which is directly or indirectly owned, controlled or held, with power to vote, by the Bank. An "**affiliate**" means, at any particular time, an entity linked directly or indirectly to the Bank by means of: (1) ownership, control, or power to vote of at least twenty percent (20%) of the outstanding voting stock of the entity, or vice-versa;

(2) interlocking directorship or officership, where the director or officer concerned owns, controls, or has the power to vote, at least twenty percent (20%) of the outstanding voting stock of the entity; (3) common ownership, whereby the common stockholders own at least ten percent (10%) of the outstanding voting stock of the Bank and at least twenty percent (20%) of the outstanding voting stock of the entity; (4) management contract or any arrangement granting power to the Bank to direct or cause the direction of management and policies of the entity; or (5) permanent proxy or voting trusts in favor of the Bank constituting at least twenty percent (20%) of the outstanding voting stock of the entity, or vice versa. For a company to be “**controlled**” by another means that the other (whether directly or indirectly and whether by the ownership of share capital, the possession of voting power, contract or otherwise) has power over more than one-half of the voting rights by virtue of an agreement with other stockholders, power to govern the financial and operating policies of the enterprise under a statute or an agreement, the power to appoint or remove the majority of the members of the board of directors or other equivalent governing body of that company, power to cast the majority votes at meetings of the board of directors or equivalent governing body, or otherwise controls or has the power to control the company through similar arrangements.

- Specific Related Parties : The term “**Prohibited Holders**” includes BPI’s related parties who are in possession or have access to material and non-public information which can affect the pricing and marketability of upcoming and outstanding BPI bond and commercial paper issuances, such as:
1. With respect to any issuance of BPI’s bonds and commercial papers:
 - i. BPI Subsidiaries;
 - ii. BPI Affiliates;
 - iii. Directors of BPI;
 - iv. BPI Officers holding positions of senior vice president or higher;
 - v. Select officers and staff of BPI in the following departments/ divisions/ segments:
 - a. Global Markets;
 - b. Risk Management Office;
 - c. Compliance Office;
 - d. Credit Policy and Risk Management;
 - e. Office of the Corporate Secretary;
 - f. Unibank Centralized Accounting Division;
 - g. Corporate Planning;
 - h. Legal; and
 - i. All Assets and Liabilities Committee attendees;
 - vi. Spouses, children, and parents of all individuals covered by items (iii) to (v) above.
 2. With respect to any issuance of BPI’s bonds and commercial papers, the following persons for the duration that they are engaged for a proposed issuance of any tranche/ series of BPI’s bonds and commercial papers:
 - i. Select officers and staff of the Joint Lead Arrangers and Selling Agents;
 - ii. Select officers and staff of the note booking vehicle;
 - iii. Select officers and staff of the Legal Counsels;
 - iv. Select officers and staff of the Auditors;

Tax Exempt/Treaty Documents

: Holders who are exempt from or not subject to final withholding tax, or who are entitled to preferential tax rate may avail of such exemption or preferential tax rate by submitting the necessary documents. Said Holder shall submit the following requirements, in form and substance prescribed by the Bank, to the Registrar or to the relevant Selling Agent (together with their completed Application to Purchase) who shall then forward the same to the Registrar:

(a) Proof of Tax Exemption or Entitlement to Preferential Tax Rates

- (i) For (a) tax-exempt corporations under Section 30 of the Tax Code (except non-stock, non-profit educational institutions under Section 30(H) of the Tax Code) and (b) cooperatives duly registered with the Cooperative Development Authority—certified true copy of valid, current and subsisting tax exemption certificate, ruling or opinion issued by the BIR. For this purpose, a tax exemption certificate or ruling shall be deemed “valid, current and subsisting” if it has not been more than 3 years since the date of issuance thereof;
- (ii) For Holders claiming tax exemption under BIR-approved employees’ trusts contemplated under Section 60(B) of the Tax Code— certified true copy of the Certificate of Qualification as a Reasonable Employee’s Retirement Benefit Plan. For this purpose, such tax exemption certificate shall be deemed valid until revoked by the BIR;
- (iii) For Tax-Exempt Personal Equity Retirement Account (**PERA**) established pursuant to PERA Act of 2008 – certified true copy of the Holder’s current, valid and subsisting Certificate of Accreditation as PERA Administrator;
- (iv) For all other tax-exempt entities (including, but not limited to, (a) non-stock, non-profit educational institutions; (b) government-owned or -controlled corporations; and (c) foreign governments, financing institutions owned, controlled or enjoying refinancing from foreign governments, and international or regional financial institutions established by foreign governments) – certified true copy of tax exemption certificate, ruling or opinion issued by the BIR expressly stating that their income is exempt from income tax and, consequently, withholding tax;
- (v) For entities claiming tax treaty relief pursuant to Revenue Memorandum Order No. 14-2021 – prior to the payment of interest due:
 - (a) three (3) originals of the BIR Form 0901-I (Interest Income) or Application Form for Treaty Purposes filed by the Holder or, if the Holder is a fiscally transparent entity, each of the Holder's owners or beneficiaries,
 - (b) one (1) original of the valid and existing tax residency certificate duly issued by the respective foreign tax authority of the country of residence of the Holder or, if the Holder is a fiscally transparent entity, the country of residence of each of the Holder's owners or beneficiaries in the form acceptable for recognition under Philippine laws,

- (c) the relevant provision of the tax treaty providing for the claimed tax exemption or preferential tax rate, in a form acceptable to the Issuer,
- (d) three (3) originals of the duly notarized, consularized or apostilled (as the case may be), if executed outside of the Philippines, Special Power of Attorney executed by the Holder or the Holder's owners or beneficiaries, as may be applicable, in favor of its authorized representative (if the Application Form for Treaty Purposes and other documents are accomplished by an authorized representative) and confirmation acceptable to the Issuer that the Holder or the Holder's owners or beneficiaries, as may be applicable, is/are not doing business in the Philippines to support the applicability of a tax treaty relief; and
- (e) an original or certified true copy of the Certificate of Entitlement (**COE**) issued by the BIR International Tax Affairs Division (**ITAD**) certifying the Holder's entitlement to tax treaty relief in connection with the BPI SINAG Bonds.

The Holder shall be responsible for filing a tax treaty relief application (**TTRA**) with the BIR ITAD to prove its entitlement to tax treaty relief, and in relation thereto, the Issuer shall, upon request of the Holder, provide the relevant documents which are required to be submitted for purposes of filing a TTRA. For avoidance of doubt, in order for the preferential rate to apply, the Holder must submit the COE issued by the BIR and the Tax Residency Certificate (**TRC**), together with their Application to Purchase, to the Joint Lead Arrangers and Selling Agents. In order for the Issuer to apply the preferential rate for the succeeding taxable years, the Holder must submit an updated TRC before the last day of the first month of the taxable year or at least ten (10) business days before the first interest payment for the taxable year, whichever is earlier. The Issuer shall withhold regular tax rates in its interest payments for the ensuing taxable year if the Holder fails to provide the updated TRC within the prescribed deadline.

- (vi) Any other document that the Bank or PDTC may require from time to time.

Only the originals should be submitted to the Joint Lead Arrangers and Selling Agents, the Bank or the Registrar.

- (b) A duly notarized declaration (in the prescribed form) warranting that the Holder's tax-exemption certificate or ruling has not been revoked or cancelled and that there are no material changes in character, purpose or method of operation of the Holder which are inconsistent with the basis of its income tax exemption, or warranting the Holder's entitlement to preferential treaty rates, undertaking to immediately notify the Bank and the Registrar and Paying Agent of any suspension or revocation of its tax exemption or treaty privileges, acknowledging the Bank's discretion to determine the sufficiency of the tax-exemption documents submitted and the applicable withholding tax, and agreeing to indemnify and hold the Bank and Registrar and Paying Agent free and harmless against any claims, actions, suits and liabilities arising from the non-withholding or reduced withholding of the required tax; and

- (c) Such other documentary requirements as may be reasonably required by the Bank or the Registrar or Paying Agent, or as may be required under applicable regulations of the relevant taxing or other authorities.

Following the submission by the Holder of the above-mentioned documents in support of the tax benefits or of tax-exempt status claimed by such Holder, the Issuer shall make its own determination in each case as to whether, in its sole, prudent and reasonable discretion, such documents sufficiently establish such tax benefit and/or exemption available for any specific payment on the BPI SINAG Bonds. Unless the Issuer makes such a determination, the Registrar and Paying Agent will be instructed to proceed on the basis that the relevant tax is due on and withhold such tax on payments under the BPI SINAG Bonds. Any question on such determination shall be referred to the Issuer.

Valid Identification Documents of an Individual Applicant	: Any one (1) of the following valid identification documents bearing a signature and recent photo, and which is not expired: Passport, Driver's License, Government Service Insurance System e-Card, Social Security System Card, Senior Citizen Card, Unified Multi-Purpose ID, Philippine Identification System ID (subject to authentication), and company IDs issued by private entities or institutions registered with or supervised or regulated by the BSP, SEC or Insurance Commission.
Early Redemption Option	: The Issuer shall have the right, but not the obligation, to redeem in whole (but not in part) the outstanding BPI SINAG Bonds starting on the first (1 st) anniversary date of said BPI SINAG Bonds, and every Interest Payment Date (such date, the Early Redemption Date) hereafter, at the amount equal to the Issue Price, plus accrued and unpaid interest thereon as of the Early Redemption Date (the Early Redemption Amount), provided, that if the relevant Early Redemption Date falls on a day that is not a Business Day, then the Early Redemption Amount shall be made by the Issuer on the next Business Day, without adjustment to the amount of interest to be paid. For the avoidance of doubt, the Holders shall not have any right to cause the Issuer to redeem the BPI SINAG Bond pursuant to this Early Redemption Option.
	In exercising the Early Redemption Option, the Issuer shall give not less than 30 but not more than 60 days' prior notice (the Early Redemption Notice) to the Holders, through the Trustee, PDEX and PDTC.
	After the issuance of the Early Redemption Notice, the Issuer shall be obliged to repay all of the BPI SINAG Bonds to be redeemed at the Early Redemption Amount on the Early Redemption Date and, upon confirmation by the Paying Agent that the Early Redemption Amount has been paid, the outstanding BPI SINAG Bonds shall then be deemed fully redeemed and cancelled.
Final Redemption	: All BPI SINAG Bonds outstanding on Maturity Date will be redeemed at par or 100% of face value.
Redemption for Taxation Reasons or Increase in Regulatory Reserves	: If (a) payments under the BPI SINAG Bonds become subject to additional or increased taxes other than the taxes and rates of such taxes prevailing on the Issue Date, or (b) the Issuer becomes subject to increased reserve requirements against Peso denominated obligations that include the BPI SINAG Bonds, as a result of certain changes in law, rule or regulation, or in the interpretation thereof, and such additional or increased rate of such tax or reserve requirement by Law or by regulation of the BSP cannot be avoided by use of reasonable measures available to the Issuer, the Issuer may redeem the BPI SINAG Bonds in whole, but not in part, (having given

not more than sixty (60) nor less than fifteen (15) days' prior written notice to the Trustee) at par or 100% face value plus accrued interest.

- Issuer Rating : Baa2 (Moody's) / BBB+ (S&P) / BBB- (Fitch)
- Ranking : The BPI SINAG Bonds shall constitute the direct, unconditional, unsecured and unsubordinated obligations of the Issuer and will at all times rank *pari passu* and rateably without any preference or priority among themselves and with all other present and future unsecured and unsubordinated obligations of the Issuer, other than obligations preferred by the law.
- Listing : The Issuer intends to list the BPI SINAG Bonds for electronic trading and settlement on PDEX. Trading, transfer, and/or settlement of the BPI SINAG Bonds shall be performed in accordance with the procedures set by PDEX and PDTC.
- Governing Law : Philippine law.
- Others: : Please see Schedule 1 to this Preliminary Pricing Supplement.

SCHEDULE 1 TO THE PRELIMINARY PRICING SUPPLEMENT

The Offering Circular is hereby supplemented with the following information, which shall be deemed to be incorporated in, and to form part of, the Offering Circular. This Schedule is qualified in its entirety by, and should be read in conjunction with, the more detailed information and audited financial statements, including notes thereto, found in the Offering Circular. Save as otherwise defined herein, terms defined in the Offering Circular have the same meaning when used in this Schedule 1.

RECENT DEVELOPMENTS

BPI expects to release its interim financial statements for the three-months ended 31 March 2025 on or around the week of 12 May 2025, which will be made available on BPI's website (the **"First Quarter 2025 Financial Statements"**). The First Quarter 2025 Financial Statements will be incorporated by reference hereto and form part of the Offering Circular and this Preliminary Pricing Supplement. Save as stated above, the information on BPI's website or any website directly or indirectly linked to such websites is not incorporated by reference in the Offering Circular and Preliminary Pricing Supplement and should not be relied on in connection with an investment in the proposed offering of BPI SINAG Bonds.

Prospective investors are advised to review and consider the First Quarter 2025 Financial Statements before making any decision or taking any action with respect to the proposed offering of the BPI SINAG Bonds.

The financial information in the First Quarter 2025 Financial Statements may differ from future audited or reviewed information. The First Quarter 2025 Financial Statements have not been audited or reviewed by the independent auditors of the Bank or any other independent accountants, and may be subject to adjustments if audited and reviewed. There can be no assurance (i) that if such financial information had been audited or reviewed that there would be no change in the financial statements and that if there were changes, such changes would not be material or (ii) that such financial information has been prepared and presented on a basis consistent with the accounting policies normally adopted by the Bank and applied in preparing the consolidated financial statements as at and for the years ended 31 December 2024 and 2023. The First Quarter 2025 Financial Statements should not be relied upon by potential investors to provide the same quality of information associated with information that has been subject to an audit or review. The First Quarter 2025 Financial Statements should not be taken as an indication of the expected financial condition or results of operations of the Bank for the full financial year ending 31 December 2025. Potential investors must therefore exercise caution when using such data to evaluate the Bank's financial condition, results of operations and results. None of the Joint Lead Arrangers and Selling Agents makes any representation or warranty, express or implied, regarding the accuracy, completeness, and sufficiency of the First Quarter 2025 Financial Statements.

See also the sections entitled *"Investment Considerations – Risks Relating to the Information in this Offering Circular – Undue reliance cannot be placed on any unaudited and/or unreviewed interim financial statements deemed incorporated by reference to this Offering Circular"* and *"Investment Considerations – Risks Relating to the Information in this Offering Circular – Potential investors should not place undue reliance on the First Quarter 2025 Financial Statements"* of the Offering Circular and this Preliminary Pricing Supplement.

INVESTMENT CONSIDERATIONS

This section updates and discusses additional risks to those stated in the section entitled "Investment Considerations – Risks Relating to the Information in this Offering Circular" of the Offering Circular. The following section is qualified in its entirety by, and should be read in conjunction with, the information found in the Offering Circulars.

"Potential investors should not place undue reliance on the First Quarter 2025 Financial Statements.

The financial information in the First Quarter 2025 Financial Statements may differ from future audited or reviewed information. The First Quarter 2025 Financial Statements have not been audited or reviewed by the independent auditors of the Bank or any other independent accountants, and may be subject to adjustments if audited and reviewed. There can be no assurance (i) that if such financial information had been audited or reviewed that there would be no change in the financial statements and that if there were changes, such changes would not be material or (ii) that such financial information has been prepared and presented on a basis consistent with the accounting policies normally adopted by the Bank and applied in preparing the consolidated financial

statements as at and for the years ended 31 December 2024 and 2023. The First Quarter 2025 Financial Statements should not be relied upon by potential investors to provide the same quality of information associated with information that has been subject to an audit or review. The First Quarter 2025 Financial Statements should not be taken as an indication of the expected financial condition or results of operations of the Bank for the full financial year ending 31 December 2025. Potential investors must therefore exercise caution when using such data to evaluate the Bank's financial condition, results of operations and results. None of the Joint Lead Arrangers and Selling Agents makes any representation or warranty, express or implied, regarding the accuracy, completeness and sufficiency of the First Quarter 2025 Financial Statements.”

USE OF PROCEEDS

The net proceeds from the BPI SINAG Bonds will be used for financing or refinancing eligible projects under BPI's Sustainable Funding Framework consistent with the ASEAN Sustainability Bonds Standards.

The Joint Lead Arrangers and Selling Agents have not separately verified nor will make any assurance as to (i) whether the BPI SINAG Bonds issued under the Sustainable Finance Framework will meet investor criteria and expectations regarding sustainable development for any investors, (ii) whether the net proceeds from the BPI SINAG Bonds issued under the Sustainable Finance Framework will be used to finance and/or refinance eligible projects or (iii) the characteristics of eligible projects, including their sustainable development criteria.

An amount equal to the aggregate net proceeds will be used to finance or refinance, in whole or in part, projects under any of the eligible social project categories below. Projects financed or refinanced may be under BPI or under any of the BPI Group entities. With respect to refinancing, only financing originally made within two and a half years of the issue date will qualify.

Under the Sustainable Funding Framework, eligible social project categories include loans to MSMEs that meet the following classifications:

- (i) Benefit underdeveloped region/s;
- (ii) Qualifications set in the Bangko Sentral ng Pilipinas' Manual of Regulations for Banks, and the Securities and Exchange Commission's Guidelines on the Issuance of Social Bonds under the BPI Social Bonds Standards in the Philippines;
- (iii) Can otherwise be expected to support and promote underserved and under banked segments of the population; or
- (iv) Benefit those negatively impacted by natural calamities, with significant consequences on the people, public health, infrastructure, assets, or the economy.

BPI intends to provide loans to MSMEs affected by natural and/or health disasters—This context highlights the importance of financial mechanisms that ensure MSMEs' ability to withstand disruptive natural events, minimize economic and social impact, and promote business activity in the areas they operate. The Bank's focus on supporting MSMEs is aligned with the Philippines' MSME Development Plan strategy to make MSMEs more capable of coping and overcoming the negative effects of natural hazards.

Sustainalytics provided a second-party opinion on the Sustainable Funding Framework's environmental and social credentials and its alignment with the Sustainability Bond Guidelines 2018, the Green Loan Principles, the BPI Green Bond Standards, the BPI Social Bonds Standards, and the BPI Sustainability Bonds Standards.

Sustainalytics is of the opinion that BPI's MSME lending through the Sustainable Funding Framework can assist the Philippines in achieving MSME Development Plan 2017-2022 goals and improve resiliency and business continuity of MSMEs.

The net proceeds shall not be used towards financing and/or refinancing of activities related to alcohol, gambling, tobacco, and weaponry.

BPI's project evaluation and selection process is executed through the Business Banking Strategy and Portfolio Analytics Group responsible for the initial identification, evaluation and nomination of potential projects.

A register to track and monitor the allocation and use of proceeds was established for the social bond transactions. Pending full allocation, the unallocated proceeds will be managed in accordance with BPI's internal liquidity management policies.

SUSTAINABLE FUNDING FRAMEWORK

The Bank has published its Sustainable Funding Framework, which can be obtained from the Bank and may also be accessed on the Bank's website (<https://www.bpi.com.ph/about-bpi/sustainability/funding-framework>). The

contents of the Bank's website do not form part of the Offering Circular or Preliminary Pricing Supplement and is not incorporated by reference in it.

None of the Joint Lead Arrangers and Selling Agents (or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers) have reviewed the Sustainable Funding Framework or assessed whether the BPI SINAG Bonds would comply with the Sustainable Funding Framework or any investors' green investment requirements.

No assurance or representation is given by the Joint Lead Arrangers and Selling Agents (or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers) as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by the Bank) which may be made available in connection with the issuance of the BPI SINAG Bonds. For the avoidance of doubt, any such opinion or certification is not, nor shall it be deemed to be, incorporated in and/or form part of the Offering Circular or the Preliminary Pricing Supplement. Any such opinion or certification is not, nor should it be deemed to be, a recommendation by the Joint Lead Arrangers and Selling Agents (or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers) to buy, sell or hold any such the BPI SINAG Bonds. The Holders have no recourse against the Joint Lead Arrangers and Selling Agents (or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers) for the contents of any such opinion or certification. Any such opinion or certification is only current as at the date that opinion was initially issued. Prospective investors must determine for themselves the relevance of any such opinion or certification and/or the information contained therein and/or the provider of such opinion or certification for the purpose of any investment in the BPI SINAG Bonds. Currently, the providers of such opinions and certifications are not subject to any specific or regulatory or other regime or oversight.

No assurance is given by the Joint Lead Arrangers and Selling Agents (or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers) that the use of the proceeds of issue of the BPI SINAG Bonds will satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates. The Joint Lead Arrangers and Selling Agents (or any of their respective subsidiaries and holding company and the subsidiaries of that holding company, directors, officers, employees, representatives, agents and advisers) will not have any responsibility for monitoring the application of any such proceeds.

Please see also "Investment Considerations – Risks Relating to the Structure of a Particular Issue of Notes - The Notes issued as green, social, or sustainability bonds may not be a suitable investment for all investors seeking exposure to sustainable assets" of the Offering Circular.

The Bank recognizes the importance of creating value not only for its businesses, but also for its stakeholders, the environment, and the communities in which it operates. It strives to have sustainability at the core of its corporate strategies, ultimately balancing its growth aspirations with its environmental and social responsibility.

The Bank promotes investments in businesses, industries, and projects that contribute to the United Nations (UN) Sustainable Development Goals (SDGs). BPI's largest shareholder, Ayala Corporation, is a founding member of the UN Global Compact (UNGC) Network Philippines. Independently, BPI is an active member of UNGC, committed to advancing the UN Sustainable Development Goals. The Bank established a Sustainable Funding Framework under which it may issue Green, Social, and/or Sustainability Bonds and/or Loans to fund selected Eligible Green and Social Projects.

The Bank has developed a Sustainable Funding Framework ("Framework") under which the Bank intend to issue Green, Social, and/or Sustainability Bonds and/or Loans to fund selected projects. The Framework fulfils the requirements of the International Capital Markets Association (ICMA) Sustainability Bond Guidelines 2021, Green Bond Principles 2021, and Social Bond Principles 2023, the Loan Markets Association (LMA) Green Loan Principles 2023 and Social Loan Principles 2023, as well as the ASEAN Sustainability Bond Standards 2018, ASEAN Green Bond Standards 2018 and ASEAN Social Bond Standards 2018. It comprises the following four components pursuant to the Principles and Standards.

1. Use of Proceeds

2. Process for Project Evaluation and Selection
3. Management of Proceeds
4. Reporting

An amount equal to the aggregate net proceeds from the issuance of every BPI Green, Social, and Sustainability Bond/Loan will be used to finance or refinance, in whole or in part, projects under any of the Eligible Project Categories below. Projects financed or refinanced may be under BPI or under any of the BPI Group entities. With respect to refinancing, only financing originally made within two and a half years of the issue date of each relevant Green, Social, or Sustainability Bond/Loan will qualify.

1. Use of Proceeds

a. Eligible Green Project Categories

Category	Sub-category	Description
Renewable energy	Energy production	Solar energy
		Wind energy
		Geothermal energy (direct emissions < 100g CO2/kWh) Run-of-river hydro energy (without pondage)
Energy efficiency	Transmission, distribution and smart grid	Building, operation and maintenance of, electric power distribution, transmission networks and smart metering systems, including but not limited to: connecting renewable energy production units to the general network
	Energy Efficient Buildings	Refurbishments or renovation of properties in order to improve energy efficiency (at least 15% improvement), including but not limited to: (i) lighting, (ii) Heating, Ventilation, and Airconditioning Systems (HVAC), (iii) High Efficiency Motors (HEMS)
	Transmission, Distribution and Smart Grid Projects	Building, operation and maintenance of electric power distribution, transmission networks and smart metering systems, including but are not limited to: (i) improving networks in terms of demand-size management and energy efficiency, (ii) communications and sensor technologies, such as Wide Area Monitoring System (WAMS) components and measurement equipment, (iii) advanced/smart meters, (iv) monitoring and control automation devices and (v) big data and/or computing platforms
Sustainable water & wastewater management	Wastewater treatment	Production and treatment of water, including but not limited to investments in design, development, and implementation of new or upgraded wastewater collection and treatment systems.
	Integrated water management	Water efficiency systems, including but not limited to investments in research, design, development, and implementation of efficient and clean water supply systems, efficient water distribution technologies and management practices, and investments projects that manage, protect, and restore the health of aquifer.
	Sustainable urban drainage systems	Mains rehabilitation, leakage prevention, including but not limited to development, construction, acquisition, upgrading, and maintenance of sewer network.

Pollution prevention & control	Not applicable	Waste management and recycling projects, including but not limited to projects related to waste collection, projects pertaining to sorting and processing of waste, and projects on solid waste management systems and infrastructure, including rehabilitation projects to improve containment.
Green buildings	LEED “Gold”, or higher EDGE Certified Buildings, or higher as determined by a third party Other national equivalent such as BERDE (4 stars or higher)	Financing or refinancing of development, acquisition, renovation or otherwise completed residential, public and commercial properties that have or will receive (i) a design stage certification, (ii) a post-construction certification and/or (iii) an in-use certification in any of the following building certification schemes at the defined threshold level or better.

The net proceeds of any BPI Green, Social, and Sustainability Bond and/or Loan shall not be used towards financing and/or refinancing of fossil fuel related assets and activities.

b. Eligible Social Project Categories

Category	Description
Financing MSMEs	<p>Loans to MSMEs that meet any of the following classifications:</p> <ul style="list-style-type: none"> • Benefit underdeveloped region/s; • Qualifications set in the Bangko Sentral ng Pilipinas’ Manual of Regulations for Banks, and the Securities and Exchange Commission’s Guidelines on the Issuance of Sustainability Bonds under the BPI Sustainability Bonds Standards in the Philippines; • Can otherwise be expected to support and promote underserved and under banked segments of the population; • MSMEs thresholds set in R.A. No. 9501, known as the “Magna Carta for Micro, Small, and Medium Enterprises”; or • Benefit those negatively impacted by natural calamities, with significant consequences on the people, public health, infrastructure, assets, or the economy.

The net proceeds of any BPI Social and Sustainability Bond and/or Loan shall not be used towards financing and/or refinancing of activities related to alcohol, gambling, tobacco, and weaponry.

The Bank reserves the right to choose the most efficient way of transferring cash between entities to fund Eligible Green and Social Projects.

2. Process for Project Evaluation and Selection

The Bank ensures that all loans included for allocation under the Green Finance Portfolio and the Social Finance Portfolio comply with national, local, and environmental laws, as applicable, at the time of issuance.

a. Green Projects

The Bank’s Sustainable Development Finance Team (**SDF**) is responsible for identifying, evaluating and nominating potential Eligible Green Projects for inclusion in the Green Finance Portfolio to be financed. As part of the process, the Bank works with technical consultants to review and evaluate the project details and ensure that the project meets the eligibility requirements under the Sustainable Funding Framework.

The SDF Head validates and signs off on the list of Eligible Green Projects to be included in the Green Finance Portfolio.

b. Social Projects

The Bank's Business Banking Marketing, Systems Planning & Product Integration ("SPPI"), Products, and Campaigns Head is responsible for identifying, evaluating, and nominating potential Eligible Social Projects for inclusion in the Social Finance Portfolio to be financed.

The Business Banking Segment Head or the Business Banking Marketing, SPPI, Products, and Campaigns Head validates and signs off on the list of Eligible Social Projects to be included in the Social Finance Portfolio.

Environmental and Social Risk Assessment

All projects must have passed criteria and requirements related to the Bank's General Policy and Governing Principles on Responsible Lending (including but not limited to the Environmental Risk Assessment).

As part of the Bank's General Policy and Governing Principles on Responsible Lending, all loan proposals and credit accommodations undergo comprehensive credit evaluation to ensure that risks are well understood, adequately addressed, or mitigated, including those arising from potential issues or violations on environmental and social laws and regulations, namely: environmental pollution, loss of biodiversity, hazard to human health, safety and security concerns, involuntary resettlement, and harm to indigenous communities and cultural heritage.

Material E&S issues that emerge during E&S assessments require that we perform necessary actions and risk mitigations, which may include securing additional credit enhancements such as insurance or collateral top-ups, enhancing due diligence including business or financial justifications subject to the required approvals by the Bank's credit authorities, and/or submitting supplemental documentation in accordance with BPI's policies and regulatory guidelines.

3. Management of Proceeds

The Bank's Sustainable Funding Committee (SFC) will track, monitor and manage the proceeds

An amount equal to the net proceeds will be allocated to finance and/or refinance designated Eligible Green/Social Projects, as relevant, across the BPI Group, selected in accordance with the Eligibility Criteria, and using the evaluation and selection process mentioned above.

Payment of principal and interest on the Green, Social, and Sustainability Bonds/Loans will be made from the Bank's general funds and will not be directly linked to the performance of any one specific Eligible Green/Social Project.

Tracking of Proceeds

The Bank will monitor the allocation of an amount equal to the proceeds via internal information systems. A register has been created to facilitate the monitoring and reporting of the BPI SINAG Bonds and the deployment of an amount equal to the net proceeds.

The register for any issued Green, Social, or Sustainability Bonds/Loans will include, among others:

- i. Green, Social, and Sustainability Bond/Loan details: including ISIN, issue date, maturity date, principal amount and coupon;
- ii. Eligible Green/Social Project list;
- iii. Eligible Green/Social Project Categories;
- iv. The regions in which the projects are located, as applicable;
- v. The amount of net proceeds allocated to the projects;
- vi. The date of allocation and foreign exchange rates; and
- vii. Environmental certification of the project (if applicable).

Use of Unallocated Proceeds

Pending any allocation or reallocation, an amount equal to the net proceeds from the BPI SINAG Bonds may be invested in cash or cash equivalents for no more than 36 months and will not be invested in carbon-intensive assets.

These funds will be managed according to the Bank's internal liquidity management policies and may be transferred to other entities within the BPI Group.

Substitution of Assets

The Bank will allocate an amount equal to the net proceeds to assets or projects that comply with the Eligibility Criteria as soon as reasonably practicable, reallocating to replacement assets or projects in the event that a previously allocated asset or project is sold or no longer available.

4. Reporting

Allocation Reporting

At least annually, until an amount equal to the net proceeds has been allocated, and thereafter, in the event of material changes, the Bank will provide information on the allocation of an amount equal to the net proceeds of the BPI SINAG Bonds on its website and/or in BPI's Annual Integrated Report. The information will contain at least the following details:

- i. a list of approved Eligible Green/Social Projects, including amounts allocated (or aggregated in the case of MSME Lending); and
- ii. remaining balance of unallocated proceeds.

Where possible, the Bank will also provide additional information, case studies or examples of select projects, subject to considerations such as competition and confidentiality agreements.

The annual reporting will be reviewed and approved by the Sustainable Funding Committee and the Bank's senior management.

For each Green, Social, and Sustainability Bond/Loan issuance, the Bank intends to engage an external auditor to provide independent verification on its reporting and management of proceeds in accordance with this Sustainable Funding Framework.

Impact Reporting

Where relevant and possible, the Bank will also report on selected impact metrics (per project or in aggregate for all projects financed by the proceeds of a Green, Social, and Sustainability Bond/Loan issuance), as outlined below:

<i>Renewable energy</i>	<i>Greenhouse Gas (GHG) emissions reduced/avoided (tCO₂e)</i>
<i>Energy efficiency</i>	<ul style="list-style-type: none"> <i>Annual energy savings (kWh/MWh/GWh)</i> <i>Reduction in energy demand (%)</i>
<i>Green buildings</i>	<ul style="list-style-type: none"> <i>Annual energy avoided, compared to national building requirements (kWh/MWh)</i> <i>Level of certification or compliance achieved by the Green Building</i> <i>Annual GHG emissions reduced/ avoided (tCO₂e reduced)</i>
<i>Pollution Prevention and Control</i>	<i>Waste management</i> <ul style="list-style-type: none"> <i>Number of tons processed in the facility (Metric ton)</i> <i>Energy saving attributable to the investment (kWh/MWh/GWh)</i> <i>Estimated reduction in CO₂e emissions (tCO₂e equivalents)</i>
<i>Sustainable water management</i>	<i>Water & wastewater management</i> <ul style="list-style-type: none"> <i>Annual water savings (l/m³)</i>

- *Annual volume of wastewater treated or avoided (l/m3)*

MSME lending

Lending to MSMEs

- *Number of loans to MSMEs*
- *Total amount of loans made to MSMEs*

ISSUER

Bank of the Philippine Islands
25/F Ayala Triangle Gardens Tower 2
Paseo de Roxas corner Makati Avenue
Makati City 1226, Philippines

REGISTRAR AND TRANSFER AGENT

Philippine Depository & Trust Corp.
29th Floor, BDO Equitable Tower,
8751 Paseo de Roxas,
Makati City, Philippines

LEGAL ADVISERS

To the Issuer as to Philippine law
SyCip Salazar Hernandez & Gatmaitan
105 Paseo de Roxas
Makati City 1226
Metro Manila, Philippines

To the Joint Lead Arrangers as to Philippine law
Romulo Mabanta Buenaventura
Sayoc & de los Angeles
21/F AIA Tower
8767 Paseo de Roxas
Makati City, Philippines

INDEPENDENT AUDITORS OF THE ISSUER

Isla Lipana & Co.
29/F, AIA Tower
8767 Paseo de Roxas
1226 Makati City, Philippines

JOINT LEAD ARRANGERS AND SELLING AGENTS

BPI Capital Corporation
23/F Ayala Triangle Gardens Tower 2
Paseo de Roxas corner Makati Avenue
Makati City, Philippines 1226

Standard Chartered Bank
20/F Ayala Triangle Gardens Tower 2
Paseo de Roxas corner Makati Avenue
Makati City, Philippines 1226