SECURITIES AND EXCHANGE COMMISSION
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Company Information

SEC Registration No.: PW00000121
Company Name: BANK OF THE PHILIPPINE ISLANDS
Industry Classification: J65910
Company Type: Stock Corporation

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COVER SHEET

PW-121

S.E.C. Registration Number

BANK OF THE PHILIPPINE ISLANDS

(Company's Full Name)

22/F-28/F AYALA TRIANGLE

GARDENS TOWER 2, PASEO DE

ROXAS COR. MAKATI AVE.,

BEL-AIR, MAKATI CITY

(Business Address: No. Street City/Town/Province)

ATTY. MARIA LOURDES P. GATMAYTAN

Contact Person

8663-6525

Company Telephone Number

12 31

Month *Day*

Fiscal Year

SEC FORM 17-C

FORM TYPE

04 21

Month *Day*

Annual Meeting

25

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. 19 March 2026
   Date of Report (Date of earliest event reported)

2. PW-121
   SEC Identification Number

3. 000-438-366-000
   BIR Tax Identification No.

4. BANK OF THE PHILIPPINE ISLANDS
   Exact name of registrant as specified in its charter

5. MANILA, PHILIPPINES
   Province, country or other jurisdiction of Incorporation

6. [ ]
   Industry Classification Code (SEC Use Only)

7. 22/F-28/F AYALA TRIANGLE GARDENS TOWER 2, PASEO DE ROXAS COR. MAKATI AVE., BEL-AIR, MAKATI CITY (current business address)
   Address of principal office

   1226
   Postal Code

8. (632) 8663-6525 (CORPSEC OFFICE) / (632) 8663-6733 (IR)
   Issuer's telephone number, including area code

9. N/A
   Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding & Amount of Debt Outstanding
Common	5,283,794,223 shares

11. Indicate the item numbers reported therein: Item 9

Item 9 - Other Events

Please see the attached revised detailed notice, agenda and proxy form of the 2026 BPI Annual Stockholders' Meeting which is set for April 20, 2026.

Pursuant to the requirement of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BANK OF THE PHILIPPINE ISLANDS
Registrant

[redacted]

19 March 2026
Date

SHIENA ANGELA D. AQUINO
Assistant Corporate Secretary

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **BANK OF THE PHILIPPINE ISLANDS (BPI)** will be conducted virtually via https://conveneagm.com/ph/BPI2026ASM on **Monday, April 20, 2026 at 9:00 A.M.**, with the following

A G E N D A[1]

1. Call to Order
2. Certification of Notice and Quorum
3. Matters for Approval of Stockholders[2]
   i. Approval of Minutes of the Annual Stockholders' Meeting on April 21, 2025
   ii. Ratification of the Acts of the Board of Directors and Officers
   iii. Election of Directors (including the Independent Directors)
   iv. Approval of Board Compensation
   v. Amendment of the Bank's Amended By-Laws
   vi. Election of External Auditor and Fixing of its Remuneration
   vii. Approval of the Audited Financial Statements and Noting of the Annual Report
4. Consideration of Such Other Business as May Properly Come Before the Meeting
5. Presentation of Management and Open Forum
6. Adjournment

The Chairman, acting on the authority delegated by the Board of Directors during its meeting on December 17, 2025, has approved that the Annual Stockholders' Meeting be held in a fully virtual format. Stockholders may only attend the meeting by remote communication, by voting *in absentia*, or by appointing a proxy.

Only stockholders of record as of **February 27, 2026** are entitled to notice of, and to vote at, this meeting. Stockholders intending to participate by remote communication should notify the Bank by email on or before **April 10, 2026**. Voting may be by electronic means or *in absentia* or by proxy subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting of votes electronically and *in absentia* will be set forth in the Information Statement.[3]

Stockholders intending to participate by appointing a proxy should submit their duly accomplished proxy forms and voting instructions on or before **April 10, 2026** to the Office of the Corporate Secretary at 28/F Ayala Triangle Gardens Tower 2, Paseo de Roxas Cor. Makati Ave., Bel-Air, Makati City or by email. Validation of proxies is set for April 13, 2026 at 2:00 P.M.

Stockholders of record as of February 27, 2026 owning at least 5% of the total outstanding capital stock of the Bank may submit proposals on items for inclusion in the agenda on or before March 11, 2026.[4]

All email communications should be sent to bpi-asm@bpi.com.ph on or before the designated deadlines.

For this purpose and in accordance with Article XII of the Bank's Amended By-Laws, the Stock and Transfer Book of BPI will be closed from March 20, 2026 to April 19, 2026.

Makati City, March 18, 2026.

FOR THE BOARD OF DIRECTORS

MARIA LOURDES P. GATMAYTAN
Corporate Secretary

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[1] *See next page for the explanation for each agenda item. The items in the agenda may be subject to change with due notice to the stockholders.*

[2] *Proposed resolutions are provided below and will be included in the proxy form with voting instructions, and in the electronic ballot.*

[3] *Stockholders should notify the Company by email of their preference to receive hard copies of the Information Statement and other ASM materials on or before February 27, 2026.*

[4] *The inclusion of the proposed agenda item shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and the Bank's internal guidelines.*

EXPLANATION OF AGENDA ITEMS WITH PROPOSED RESOLUTIONS

1. Call to Order

   Mr. Jaime Augusto Zobel de Ayala, Chairman of the BPI Board of Directors, will formally open the meeting at approximately 9:00 o' clock in the morning.

2. Certification of Notice of Meeting, Determination of Quorum and Rules of Conduct and Procedures

   The Corporate Secretary will certify that written notice of the meeting was duly sent to stockholders of record as of February 27, 2026, and that notice was also published in a newspaper of general circulation.

   The Corporate Secretary will further certify that a quorum exists for the valid transaction of business. Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting *in absentia* by the stockholders, the Bank has set up a designated online web address, https://conveneagm.com/ph/BPI2026ASM, which may be accessed by the stockholders to register and vote *in absentia* on the matters for resolution at the meeting[5]. A stockholder participating by remote communication or voting *in absentia* shall be deemed present for purposes of quorum. The holders of record of a majority of the stock of the Bank then issued and outstanding and entitled to vote, represented by proxy or participating through remote communication or voting *in absentia*, shall constitute a quorum for the transaction of business.

   The following are the rules of conduct and procedures for the meeting to be conducted in virtual format:

   (a) Stockholders may attend the meeting remotely through the online web address (URL) provided. Questions and comments may be sent via e-mail to bpi-asm@bpi.com.ph prior to or during the meeting. Other channels may be opened to address questions and comments.
   (b) Each of the proposed resolutions will be shown on the screen during the meeting as the same is taken up at the meeting.
   (c) Stockholders must signify their intention to participate in the meeting by remote communication, either by registering in the platform https://conveneagm.com/ph/BPI2026ASM or by sending an email to bpi-asm@bpi.com.ph on or before April 10, 2026, in order to be included in the determination of existence of quorum, together with stockholders who voted *in absentia* and by proxy.
   (d) Voting shall only be allowed for validated stockholders registered in the Bank's Voting System or through a valid proxy. Detailed requirements and instructions pertaining to the Bank's Voting System and the use thereof are provided in the Bank's website and Information Statement. Stockholders registered in the Bank's Voting System may cast their votes through the said System at any time prior to or in real time during the meeting. Vote tabulation shall be completed and finalized after the meeting.
   (e) All the items in the agenda for approval by the stockholders will need the affirmative vote of stockholders representing at least majority of the issued and outstanding capital stock present at the meeting, except for the amendment of the Bank's Amended By-Laws, which shall require the affirmative vote of at least two-thirds of the issued and outstanding capital stock. Each outstanding share of stock entitles the registered holder to one vote. The election of directors will be determined by plurality of votes and every stockholder shall be entitled to cumulate his votes. The Committee of Inspectors of Proxies and Ballots will tabulate all votes received and the Bank's external auditor will validate the results. The Corporate Secretary will report the results of initial voting during the meeting.
   (f) The meeting proceedings will be recorded in audio and video format.

3. Matters for Approval of Stockholders

   i. Approval of the Minutes of the Annual Meeting of the Stockholders on April 21, 2025

      The minutes of the meeting held on April 21, 2025 are available on the Bank's website, www.bpi.com.ph and shall be presented for stockholders' approval. Below is the proposed resolution:

      "RESOLVED, to approve the minutes of the Annual Stockholders' Meeting held on April 21, 2025."

   ii. Ratification of the acts of the Board of Directors and Officers

      The acts and resolutions of the Board of Directors and its committees taken or adopted since the annual stockholders' meeting on April 21, 2025 until April 20, 2026, shall be presented for stockholders' ratification, including contracts and transactions entered into by the Bank, credit/loan transactions including to related parties, projects and investments, treasury matters, manpower related decisions/approvals, programs of the Bank's employee stock incentive plans, corporate governance-related actions, and other matters covered by disclosures to the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC), and the Philippine Stock Exchange (PSE). The acts of Management were those taken to implement the resolutions of the Board or its committees or made in the general conduct of business. Below is the proposed resolution:

      "RESOLVED, to ratify all the acts and resolutions of the Board of Directors, Executive Committee, and other Board Committees, and all the acts of Management since the Annual Stockholders' Meeting on April 21, 2025 until April 20, 2026."

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[5] *The detailed instructions pertaining to the URL and the use thereof will be provided in the Information Statement.*

iii. Election of Directors (including the Independent Directors)

Any stockholder, including minority stockholders, may submit nominations to the Board of Directors not later than March 2, 2026. The Nomination Committee has determined that the nominees for the Board, including the nominees for independent directors, have all the qualifications and none of the disqualifications to serve as members of the Board. The profiles of the nominees to the Board will be provided in the Information Statement and on the company website. Below is the proposed resolution:

"RESOLVED, to elect the following as directors of the Bank to serve as such beginning today until their successors are elected and qualified:

Jaime Augusto Zobel de Ayala
Fernando Zobel de Ayala
Cezar P. Consing
*Janet Guat Har Ang**
René dG. Bañez
Karl Kendrick T. Chua
Wilfred T. Co
*Restituto C. Cruz**
*Emmanuel S. de Dios**
Jose Teodoro K. Limcaoco
*Rizalina G. Mantaring**
*Mario Antonio V. Paner**
*Cesar V. Purisima**
Jaime Z. Urquijo
Mariana Beatriz E. Zobel de Ayala

**Nominated as Independent Director.*

iv. Approval of Board Compensation

The proposed Board Compensation will be submitted to the stockholders for approval. Directors who hold executive or management positions do not receive directors' fees or per diems.

"RESOLVED, to approve the following amendments to the compensation of non-executive directors: (i) the annual retainer fee shall be increased by Php800,000.00; (ii) the per diem for Board meetings shall be increased by Php30,000.00; (iii) the per diem for Board Committee meetings shall be increased by Php70,000.00; and (iv) the per diem for unanimous consent resolutions shall be equivalent to half the amount of the per diem for a regular meeting.

RESOLVED, FURTHER, to authorize the President, an executive director not entitled to compensation as a director, to increase the non-executive directors' annual retainer fee and/or per diem by a maximum of ten percent (10%) in any succeeding year for inflationary or benchmarking adjustments; Provided, That in no case shall the total yearly compensation of non-executive directors exceed one percent (1%) of the net income before income tax of the Bank during the preceding year."

v. Amendment of the Bank's Amended By-Laws

The proposed amendments to Articles IV, V, VII, and VII-A of the Bank's Amended By-Laws, as approved by the Board of Directors at its meeting on March 18, 2026, shall be presented to the stockholders for approval. The proposed amendments are aimed to: 1) align with the practice of holding the annual stockholders' meeting in April; 2) align with SEC MC No. 7, S. of 2021, which grants shareholders holding at least ten percent (10%) of the outstanding capital stock of a publicly-listed company the right to call for a Special Stockholders' Meeting; 3) allow greater flexibility to adapt to evolving practices in the determination of the Order of Business of the annual stockholders' meeting; and 4) align with Section 29 of the Revised Corporation Code on compensation of directors. Below is the proposed resolution:

"RESOLVED, to approve the amendment of the Bank's Amended By-Laws as follows:

Article	From	To
Article IV	The annual meeting of stockholders shall be held in Metro Manila on the last Friday of March of each year or on such other date as may be determined by the Board of Directors. Special meeting of stockholders may be held at any time upon call by the Chairman of the Board of Directors, or in his absence, by the Vice Chairman, or upon resolution of the Board of Directors. The holding of a special meeting, upon the proposal of a stockholder, shall be subject to the approval of the Chairman of the Board of Directors, or in his absence, by the Vice Chairman, or upon the resolution of the Board of Directors, in accordance with the provisions of the Corporation Law. (as amended on March 16, 2011)	The annual meeting of stockholders shall be held in Metro Manila ~~on the last Friday of March~~ **on any date after April 15** of each year or on such other date as may be determined by the Board of Directors. Special meeting**s** of stockholders may be held at any time upon call by the Chairman of the Board of Directors, or in his absence, by the Vice Chairman, or upon resolution of the Board of Directors. The holding of a special meeting, upon the proposal of a stockholder, shall be subject to the approval of the Chairman of the Board of Directors, or in his absence, by the Vice Chairman, or upon the resolution of the Board of Directors, in accordance with the provisions of the **Revised Corporation Code and applicable regulations** (as amended on March 16, 2011 **and April 20, 2026.)**
Article IV	The order of business at the annual meeting of stockholders, shall be as follows: (a) Roll Call: (b) Presentation of proof of due notice of the meeting (c) Reading and disposition of any unapproved minutes; (d) Reading and approval of the annual report of the President and the Bank's Statement of	The order of business at the annual meeting of the stockholders, shall be ~~as follows:~~ **based on the agenda of the meeting, as indicated in the Notice of Meeting.** ~~(a) Roll Call:~~ ~~(b) Presentation of proof of due notice of the meeting~~ ~~(c) Reading and disposition of any unapproved minutes;~~ ~~(d) Reading and approval of the annual report of the~~

	Condition; (e) Election of the members of the Board of Directors; (f) Election of the external Auditors and fixing their remuneration; (g) Unfinished business; (h) Other business; (i) Adjournment	~~President and the Bank's Statement of Condition;~~ ~~(e) Election of the members of the Board of Directors;~~ ~~(f) Election of the external Auditors and fixing their remuneration;~~ ~~(g) Unfinished business;~~ ~~(h) Other business;~~ ~~(i) Adjournment~~ (as amended on April 20, 2026.)
Article V	Each director shall be entitled to receive from the Bank, pursuant to a resolution of the Board of Directors, fees and other compensation for his services as director. The Board of Directors shall have the sole authority to determine the amount, form and structure of the fees and other compensation of the directors. In no case shall the total yearly compensation of directors exceed one percent (1%) of the net income before income tax of the Bank during the preceding year. (as amended on March 16, 2011) The Personnel and Compensation Committee of the Board of Directors shall have the responsibility for recommending to the Board of Directors the fees and other compensation for directors. In discharging this duty, the Committee shall be guided by the objective of ensuing that compensation should fairly pay directors for work required in a company of the Bank's size and scope. (as amended on March 16, 2011)	~~Each~~ **Non-executive** director**s** shall, **pursuant to a stockholder resolution,** be entitled to receive from the Bank~~, pursuant to a resolution of the Board of Directors~~, fees, ***per diems*** and other compensation for **their service as directors** ~~**his services as director. The Board of Directors shall have the sole authority to determine the amount, form and structure of the fees and other compensation of the directors.**~~ ***Provided, That*** in no case shall the total yearly compensation of **non-executive** directors exceed one percent (1%) of the net income before income tax of the Bank during the preceding year. (as amended on March 16, 2011 **and April 20, 2026.)** ~~The Personnel and Compensation Committee of the Board of Directors shall have the responsibility for recommending to the Board of Directors the fees and other compensation for directors. In discharging this duty, the Committee shall be guided by the objective of ensuring that compensation should fairly pay directors for work required in a company of the Bank's size and scope.~~ **No Director shall be involved in deciding his own remuneration.** (as amended on March 16, 2011 **and April 20, 2026.)**
Article VII	For each attendance at any meeting of the Executive Committee, a member of the Committee, except the executive officers of the Bank, is entitled to a fee **as may be determined by the Board of Directors** which shall take the industry practice into consideration. (As amended on March 16, 2011).	**[Deleted.]**
Article VII-A	The (Personnel and Compensation) Committee shall have the following powers and duties: xxx (2) To review and **recommend to the Board of Directors** the fees and other compensation for directors. (As amended on March 16, 2011).	**[Deleted.]**

vi. Election of External Auditor and Fixing of its Remuneration

As endorsed by the members of the Audit Committee, the election of the external auditor for the ensuing year as well as its proposed remuneration shall be presented for stockholders' approval. Below is the proposed resolution:

> *"RESOLVED, to appoint Isla Lipana & Co. as the external auditor of BPI and its major subsidiaries and affiliates for the year 2026 for an audit fee of Php31.566Mn."*

vii. Approval of the Audited Financial Statements and Noting of Annual Report

The audited financial statements (AFS) as of December 31, 2025 will be embodied in the Information Statement to be sent to the stockholders at least 21 days prior to the meeting. The AFS shall be presented for approval of the stockholders during the meeting, together with the noting of the Company's annual report, titled Integrated Report. The annual report will contain the "Message from the Chairman" and the "Report of the President". Below is the proposed resolution:

> *"RESOLVED, to approve the audited financial statements of Bank of the Philippine Islands and Subsidiaries as of December 31, 2025."*

A copy of the Bank's AFS will be posted on the Bank's website.

4. Consideration of Such Other Business as May Properly Come Before the Meeting

The Chairman will take up agenda items received from stockholders, if any, in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines.[6]

5. Presentation of Management and Open Forum

The Chairman, Mr. Jaime Augusto Zobel de Ayala, and the President and Chief Executive Officer, Mr. Jose Teodoro K. Limcaoco, will report on the performance of the Bank in 2025 and the outlook for 2026. The Bank's performance will be embodied in the Company's Annual Report, titled *Integrated Report*. A soft copy of the Integrated Report will be posted on the Company's website, www.bpi.com.ph.

[6] *SEC Memorandum Circular No. 14, Series of 2020 or "Shareholders' Right to Put items on the Agenda for Regular/Special Stockholders' Meetings"*

The Chairman will open the floor for comments and questions by the stockholders.

6. Adjournment

Upon determination that there are no other matters to be considered, the Chairman shall declare the meeting adjourned.

BANK OF THE PHILIPPINE ISLANDS
2026 Annual Stockholders Meeting
April 20, 2026

PROXY AND VOTING INSTRUCTION

1. IDENTIFICATION

This Proxy, when properly executed, will be voted in the manner herein directed by the stockholder(s) in connection with the Annual Stockholders' Meeting of **Bank of the Philippine Islands** to be held on April 20, 2026 at 9:00 o'clock in the morning.

2. INSTRUCTIONS

The undersigned stockholder of **Bank of the Philippine Islands** (the "Company") hereby appoints the Chairman of the meeting of the stockholders, as *attorney-in-fact* and *proxy*, with power of substitution, to represent and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on April 20, 2026 and at any of the adjournments thereof for the purpose of acting on the matters stated below.

Please place an "X" in the appropriate box below as to how you wish your votes to be cast in respect of the matter to be taken up during the meeting.

If no specific direction as to voting is given, the votes will be cast for the approval of the resolution on the matter stated below and as set out in the notice, and for such other matters as may properly come before the meeting in the manner described in the Information Statement and as recommended by the Chairman.

1. Approval of the minutes of the Annual Meeting of the Stockholders on April 21, 2025.
   Resolution No. ASM-2026-01 - RESOLVED, to approve the minutes of the Annual Stockholders' Meeting held on April 21, 2025.

   ❑ For ❑ Against ❑ Abstain

2. Ratification of the acts of the Board of Directors and Officers.
   Resolution No. ASM-2026-02 - RESOLVED, to ratify all the acts and resolutions of the Board of Directors, Executive Committee, and other Board Committees, and all the acts of Management since the Annual Stockholders' Meeting on April 21, 2025 until April 20, 2026.

   ❑ For ❑ Against ❑ Abstain

3. Election of Directors (including the Independent Directors)

   ❑ Vote for all nominees listed below:
   Jaime Augusto Zobel de Ayala
   Cezar P. Consing
   Janet Guat Har Ang (Independent)
   René dG. Bañez
   Karl Kendrick T. Chua
   Wilfred T. Co
   Restituto C. Cruz (Independent)
   Emmanuel S. de Dios (Independent)
   Jose Teodoro K. Limcaoco
   Rizalina G. Mantaring (Independent)
   Mario Antonio V. Paner (Independent)
   Cesar V. Purisima (Independent)
   Jaime Z. Urquijo
   Fernando Zobel de Ayala
   Mariana Beatriz E. Zobel de Ayala

   ❑ Other instructions
   _____
   _____
   _____
   _____
   _____
   _____
   _____
   _____

   ❑ Withhold authority to vote for all nominees listed above.

   Resolution No. ASM-2026-03 - RESOLVED, to elect the following as directors of the Bank to serve as such beginning today until their successors are elected and qualified:

Jaime Augusto Zobel de Ayala	Jose Teodoro K. Limcaoco
Cezar P. Consing	Rizalina G. Mantaring*
Janet Guat Har Ang*	Mario Antonio V. Paner*
René dG. Bañez	Cesar V. Purisima*
Karl Kendrick T. Chua	Jaime Z. Urquijo
Wilfred T. Co	Fernando Zobel de Ayala

Restituto C. Cruz* Mariana Beatriz E. Zobel de Ayala
Emmanuel S. de Dios*

**Nominated as Independent Director.*

4. Approval of Board Compensation
Resolution No. ASM-2026-04 – RESOLVED, to approve the following amendments to the compensation of non-executive directors: (i) the annual retainer fee shall be increased by Php800,000.00; (ii) the per diem for Board meetings shall be increased by Php30,000.00; (iii) the per diem for Board Committee meetings shall be increased by Php70,000.00; and (iv) the per diem for unanimous consent resolutions shall be equivalent to half the amount of the per diem for a regular meeting.

RESOLVED, FURTHER, to authorize the President, an executive director not entitled to compensation as a director, to increase the non-executive directors' annual retainer fee and/or per diem by a maximum of ten percent (10%) in any succeeding year for inflationary or benchmarking adjustments; *Provided, That* in no case shall the total yearly compensation of non-executive directors exceed one percent (1%) of the net income before income tax of the Bank during the preceding year.

5. Amendment of the Bank's Amended By-Laws
Resolution No. ASM-2026-05 – RESOLVED, to approve the amendment of the Bank's Amended By-Laws as follows:

Article	From	To
Article IV	The annual meeting of stockholders shall be held in Metro Manila on the last Friday of March of each year or on such other date as may be determined by the Board of Directors. Special meeting of stockholders may be held at any time upon call by the Chairman of the Board of Directors, or in his absence, by the Vice Chairman, or upon resolution of the Board of Directors. The holding of a special meeting, upon the proposal of a stockholder, shall be subject to the approval of the Chairman of the Board of Directors, or in his absence, by the Vice Chairman, or upon the resolution of the Board of Directors, in accordance with the provisions of the Corporation Law. (as amended on March 16, 2011)	The annual meeting of stockholders shall be held in Metro Manila ~~on the last Friday of March~~ **on** any date after April 15 of each year or on such other date as may be determined by the Board of Directors. Special meetings of stockholders may be held at any time upon call by the Chairman of the Board of Directors, or in his absence, by the Vice Chairman, or upon resolution of the Board of Directors. The holding of a special meeting, upon the proposal of a stockholder, shall be subject to the approval of the Chairman of the Board of Directors, or in his absence, by the Vice Chairman, or upon the resolution of the Board of Directors, in accordance with the provisions of the Revised Corporation Code and applicable regulations, (as amended on March 16, 2011 and April 20, 2026.)
Article IV	The order of business at the annual meeting of stockholders, shall be as follows: (a) Roll Call: (b) Presentation of proof of due notice of the meeting (c) Reading and disposition of any unapproved minutes; (d) Reading and approval of the annual report of the President and the Bank's Statement of Condition; (e) Election of the members of the Board of Directors; (f) Election of the external Auditors and fixing their remuneration; (g) Unfinished business; (h) Other business; (i) Adjournment	The order of business at the annual meeting of the stockholders, shall be ~~as follows:~~ based on the agenda of the meeting, as indicated in the Notice of Meeting. ~~(a) Roll Call:~~ ~~(b) Presentation of proof of due notice of the meeting~~ ~~(c) Reading and disposition of any unapproved minutes;~~ ~~(d) Reading and approval of the annual report of the President and the Bank's Statement of Condition;~~ ~~(e) Election of the members of the Board of Directors;~~ ~~(f) Election of the external Auditors and fixing their remuneration;~~ ~~(g) Unfinished business;~~ ~~(h) Other business;~~ ~~(i) Adjournment~~ (as amended on April 20, 2026.)
Article V	Each director shall be entitled to receive from the Bank, pursuant to a resolution of the Board of Directors, fees and other compensation for his services as director. The Board of Directors shall have the sole authority to determine the amount, form and structure of the fees and other compensation of the directors. In no case shall the total yearly compensation of directors exceed one percent (1%) of the net income before income tax of the Bank during the preceding year. (as amended on March 16, 2011) The Personnel and Compensation Committee of the Board of Directors shall have the responsibility for recommending to the Board of Directors the fees and other compensation for directors. In discharging this duty, the Committee shall be guided by the objective of ensuing that compensation should fairly pay directors for work required in a company of the Bank's size and scope. (as amended on March 16, 2011)	~~Each~~ Non-executive directors shall, pursuant to a stockholder resolution, be entitled to receive from the Bank~~, pursuant to a resolution of the Board of Directors,~~ fees, ***per diems*** and other compensation for their service as directors ~~his services as director. The Board of Directors shall have the sole authority to determine the amount, form and structure of the fees and other compensation of the directors. *Provided, That*~~ in no case shall the total yearly compensation of non-executive directors exceed one percent (1%) of the net income before income tax of the Bank during the preceding year. (as amended on March 16, 2011 and April 20, 2026.) ~~The Personnel and Compensation Committee of the Board of Directors shall have the responsibility for recommending to the Board of Directors the fees and other compensation for directors. In discharging this duty, the Committee shall be guided by the objective of ensuring that compensation should fairly pay directors for work required in a company of the Bank's size and scope.~~ No Director shall be involved in deciding his

		own remuneration. (as amended on March 16, 2011 **and April 20, 2026.)**
Article VII	For each attendance at any meeting of the Executive Committee, a member of the Committee, except the executive officers of the Bank, is entitled to a fee **as may be determined by the Board of Directors** which shall take the industry practice into consideration. (As amended on March 16, 2011).	**[Deleted.]**
Article VII-A	The (Personnel and Compensation) Committee shall have the following powers and duties: xxx (2) To review and **recommend to the Board of Directors** the fees and other compensation for directors. (As amended on March 16, 2011).	**[Deleted.]**

6. Election of External Auditor and Fixing of its Remuneration
Resolution No. ASM-2026-06 – RESOLVED, to appoint Isla Lipana & Co. as the external auditor of BPI and its major subsidiaries and affiliates for the year 2026 for an audit fee of Php31.566Mn.

❑ For ❑ Against ❑ Abstain

7. Approval of the Audited Financial Statements and Noting of Annual Report
Resolution No. ASM-2026-07 - RESOLVED, to approve the audited financial statements of Bank of the Philippine Islands and Subsidiaries as of December 31, 2025.

❑ For ❑ Against ❑ Abstain

8. Consideration of Such Other Business as May Properly Come Before the Meeting
At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come before the meeting.

❑ For ❑ Against ❑ Abstain

A scanned copy of this Proxy and Voting Instruction should be sent to the Corporate Secretary at bpi-asm@bpi.com.ph on or before **April 10, 2026**, the deadline for submission of Proxies. For corporate stockholders, please attach to this Proxy form the Secretary's Certificate on the authority of the signatory/ies to appoint the Proxy and sign this form.

3. REVOCABILITY OF PROXY

The Proxy and Voting Instruction may be revoked by the stockholder executing the same at any time by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting. The Proxy and Voting Instruction is also considered revoked if the stockholder registers and votes on the Corporation's secured online voting system (the "Voting System") before or during the Annual Stockholders' Meeting of the Corporation on April 20, 2026. Shares represented by an unrevoked Proxy will be voted as authorized by the stockholder.

4. PERSON MAKING THE SOLICITATION

The Company is not soliciting any proxies.

NOTARIZATION OF THIS PROXY IS NOT REQUIRED.

_____
SIGNATURE OF STOCKHOLDER / AUTHORIZED SIGNATORY OVER PRINTED NAME

_____
NUMBER OF SHARES

_____
DATE

_____
WITNESS

_____
WITNESS