

B.	Equitable Treatment of Shareholders	Guiding Reference	Yes/No	Supporting Documents
B.1	Shares and voting rights			
B.1.1	Do the company's ordinary or common shares have one vote for one share?	<p>G20/OECD Principle III (A) All shareholders of the same series of a class should be treated equally. (1) Within any series of a class, all shares should carry the same rights. All investors should be able to obtain information about the rights attached to all series and classes of shares before they purchase. Any changes in voting rights should be subject to approval by those classes of shares which are negatively affected.</p> <p>ICGN Principle 9.1 Share classes Sufficient information about the material attributes of all of the company's classes and series of shares should be disclosed on a timely basis. Ordinary or common shares should feature one vote for each share. Divergence from a 'one-share, one-vote' standard which gives certain shareholders power disproportionate to their economic interests should be disclosed and explained. Dual class share structures should be kept under review and should be accompanied by commensurate extra protections for minority shareholders, particularly in the event of a takeover bid.</p>	Yes	<p>All items in the agenda requiring approval by the stockholders, including the election of the Board of Directors, need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock. <u>Directors are elected by shareholders individually.</u> Stockholders may vote in person or in absentia by proxy executed in writing by the stockholder or by a duly authorized attorney-in-fact. <u>Voting is considered on a poll, by shares of stock, that is, one share entitles the holder to one vote, two shares to two votes.</u> Cumulative voting as provided for in the Corporation Code may be applied in the election of the Board of Directors and directors are elected individually. The Rules of Conduct, voting and vote tabulation procedures are likewise explained during the meeting. The Office of the Corporate Secretary tabulates all votes received and the Bank's external auditor validates the results. Voting results and vote tabulations are likewise disclosed on PSE EDGE and the company's website as soon as possible.</p> <p>Relevant information on nomination and the election or voting process is disclosed in the reports below.</p> <p><u>Links/Sources:</u></p> <ul style="list-style-type: none"> • BPI WEBSITE <i>2022 Minutes of ASM> Voting result for each agenda item</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/minutes-of-asm • 2022 INTEGRATED ANNUAL REPORT <i>Election of Directors, pp. 108-109;</i> <i>Annual Stockholders Meeting, pp. 141-142</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Item 19. - Voting Procedures, page 12-13, 56-58</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • MANUAL ON CORPORATE GOVERNANCE <i>Election of Directors, Sec. I.A.7., page 23;</i>

				<p><i>Stockholder's Right and Protection of Minority Stockholder Interests> Shareholders' Rights, Duty to Promote Stockholders' Rights, Sec. VII. A., B., See pp. 98-100</i></p> <p>https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance</p>
B.1.2	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?		<p>Yes</p> <p>The company discloses to the public and to all shareholders the voting rights attached to its shares thru the various reports below which are posted on the company website as well as thru the PSE EDGE, the stock exchange's website for disclosures of publicly-listed companies, and reports submitted to the SEC.</p> <p>Relevant information on voting rights and the equal treatment of shareholders of the same class is disclosed in the reports below.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Item 4. – Voting Securities and Principal Holders Thereof, pp. 2</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • AMENDED BY-LAWS <i>Article IV, page 4</i> https://www.bpi.com.ph/about-bpi/governance/board-and-governance • MANUAL OF CORPORATE GOVERNANCE <i>Election of Directors, Sec. II.A.7., pp. 23;</i> <i>Stockholder's Right and Protection of Minority Stockholder Interests> Shareholders' Rights, Duty to Promote Stockholders' Rights, Sec. VII. A., B., pp. 98-100</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance 	
B.2	Notice of AGM			

<p>B.2.1</p>	<p>Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?</p>	<p>G20/OECD Principle II (C) Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern shareholder meetings: (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting. (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.</p> <p>G20/OECD Principle II (A) All shareholders of the same series of a class should be treated equally. (4) Impediments to cross border voting should be eliminated.</p> <p>ICGN 8.3.2 Shareholder participation in governance Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors in an individual basis and also the right to appoint external auditor.</p>	<p>Yes</p>	<p>The Bank provides the rationale and explanation for each agenda item which requires shareholders' approval in the Notice of ASM. In the same way, each resolution in the ASM deals with only one item, i.e., there is no bundling of several items into the same resolution.</p> <p>Relevant information on the corporate governance policies with regards the Agenda and Information Statement is disclosed in the reports below.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Explanation of Agenda Items for Stockholders' Meeting – April 28, 2022,</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • PSE EDGE <table border="0"> <tr> <td>Template Name:</td> <td>Announce Date and Time:</td> <td>PSE Form:</td> <td>Report or Cir. No.:</td> </tr> <tr> <td>Information Statement</td> <td>Mar 31, 2022 04:01 PM</td> <td>17-5</td> <td>CR01578-2022</td> </tr> </table>	Template Name:	Announce Date and Time:	PSE Form:	Report or Cir. No.:	Information Statement	Mar 31, 2022 04:01 PM	17-5	CR01578-2022
Template Name:	Announce Date and Time:	PSE Form:	Report or Cir. No.:									
Information Statement	Mar 31, 2022 04:01 PM	17-5	CR01578-2022									
<p>B.2.2</p>	<p>Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?</p>	<p>ICGN 8.4.1 Shareholder ownership rights The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote.</p>	<p>Yes</p>	<p>We use plain English and avoid legal archaisms and unnecessary repetition, employing a structure and format that ensures readability and ease of understanding. We also give clear guidance on the voting procedures for the meeting as well as provide all requisite supporting information in the accompanying information statement. English is the main language for business communication. Local dialects or languages are not commonly used for business communication.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • 2023 NOTICE OF ANNUAL STOCKHOLDERS MEETING https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/notice-of-asm • PSE EDGE 								

		Template Name:	Announce Date and Time:	PSE Form:	Report or Cir. No.:
		Information Statement	Mar 31, 2022 04:01 PM	17-5	CR01578-2022
	<i>Does the notice of AGM/circulars have the following details:</i>				
B.2.3	Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	Yes	<p>The information statement includes the comprehensive bio-data/profiles of the candidates for election to the Board of Directors with age, academic qualification, date of first appointment, experience, and directorships in other listed and group companies, etc.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Annex A – Nominees to the BPI Board of Directors for the Term 2023-2024, pp. 19-26</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • 2022 INTEGRATED ANNUAL REPORT <i>Leaders Biography, pp. 306-315</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • SEC Form 17-A (for the year ended December 31, 2022) <i>Item 9. A-1, pp. 34-49</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings 		
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	Yes	<p>External auditor seeking appointment is part of the agenda item at the Annual Stockholders Meeting.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Notice of Annual Stockholders’ Meeting, Agenda items for Stockholders Meeting, Item. 7 – Independent Public Accountants, pp. 2-3,9-10</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings 		
B.2.5	Were the proxy documents made easily available?	Yes	<p>Proxy document is made available and attached in the Notice of the Annual Stockholders Meeting.</p>		

				<p>Links/Sources:</p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Notice of Annual Stockholders' Meeting, Proxy Form, page 4</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings
B.3	Insider trading and abusive self-dealing should be prohibited.			
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	<p>G20/OECD Principle III (B) Insider trading and abusive dealing should be prohibited</p> <p>ICGN Principle 4. Corporate Culture 4.5 Employee share dealing There should be clear rules regarding any trading by directors and employees in the company's own securities. Individuals should not benefit directly or indirectly from knowledge which is not generally available to the market.</p> <p>ICGN 8.5 Shareholder rights of action ... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>	Yes	<p><u>The Bank has internal policies on material non-public information or confidential and highly confidential information, as defined in its Policy on Information Classification, General Policy on Information Security, Information Handling for Confidentiality and Insider Trading Policy.</u> All employees of the Bank shall not divulge any confidential or highly confidential information or data they receive or gain access to in the context or course of their duties, to persons or entities outside the Bank. All confidential or highly confidential information must be used for Bank's business purposes only.</p> <p>Employees must always be fully compliant as well with the Law on Secrecy of Bank Deposits under R.A. 1405, as amended, and with the confidentiality provisions under the General Banking Law of 2000, and other related laws, rules and regulations such as those on Data Privacy and Consumer Protection.</p> <p>Employees who, in the context or course of their duties, gain direct or indirect access to such inside information, shall not disclose such inside information to any other person unless such disclosure is authorized in service of the Bank and made only on a strict "need-to-know" basis. They shall also refrain from using such information, either directly or indirectly, in order to carry out, recommend or advise against transactions involving the securities of the Bank or said companies, for their own account or for that of relatives and third parties.</p> <p>This restriction is covered by the Bank's Insider Trading Policy which, in general, prohibits covered persons, i.e., directors, officers, employees of BPI and BPI's subsidiaries, and other parties who are considered to have knowledge, made aware of or have access to inside information or material non-public information, from buying or selling BPI stocks for their own personal account to benefit themselves or others.</p>

			<p>Employees are expected to strictly comply with this policy and to be knowledgeable of the Bank’s related policies, standards or internal procedures such as on information barriers, which impact on compliance with the Insider Trading Policy. A breach of the Insider Trading Policy may result in internal disciplinary action and any violation of related securities laws may also subject the Bank and/or the director to civil liability and possibly monetary penalties.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Insider Trading Policy, page 52</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • 2022 INTEGRATED ANNUAL REPORT <i>Insider Trading, pp. 132</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • SEC Form 17-A (for the year ended December 31, 2022) <i>Insider Trading, pp. 67-68</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • MANUAL OF CORPORATE GOVERNANCE <i>Insider Trading Policy, Sec. III. C.3, pp. 83-85</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance • BPI WEBSITE <i>Code of Business Conduct and Ethics</i> https://www.bpi.com.ph/about-bpi/governance/board-and-governance/business-conduct-ethics <i>Insider Trading Policy</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/insider-trading
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?		<p>Yes</p> <p>All directors and senior management (SVP and up), Treasurer, Corporate Secretary and Assistant Corporate Secretary, are also required to report to the Compliance Office within ten (10) days from the end of each quarter their trades of shares of BPI stock during such quarter. <u>In compliance with the SEC, all directors and senior management file within three (3) business days the required SEC Form 23A/B.</u> Officers and directors are expected to strictly comply with the Policy and to be</p>

				<p>knowledgeable of BPI's related policies, standards or internal procedures such as on information barriers, which impact on compliance with the Insider Trading Policy. A breach of the Insider Trading Policy may result in internal disciplinary action and any violation of related securities laws may also subject the Bank and/or the director to civil liability and possibly monetary penalties.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • CORPORATE GOVERNANCE MANUAL <i>Dealing in Corporation's Shares, page 31;</i> <i>Code of Business Conduct and Ethics > Related Policies under the Code > Insider Trading Policy, Sec.III.C.3., pp. 83-85</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Insider Trading Policy, page 52</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • SEC Form 17-A (for the year ended December 31, 2022) <i>Insider Trading Policy, pp. 67-68</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • BPI WEBSITE <i>Disclosures > SEC Form 23-A/B (Statement of Beneficial Ownership)</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings
B.4	Related party transactions by directors and key executives.			
B.4.1	Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?	<p>OECD Principle III (C) Members of the board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the corporation.</p> <p>ICGN Principle 9.3 Conflicts of interest Policies and procedures on conflicts of interest should be established, understood and implemented by directors, management, employees and other relevant parties. If a</p>	Yes	<p>BPI's Related Party Transactions Policy guards against internal conflicts of interest between the company and/or its group and their directors, officers and significant shareholders and ensures that transactions such as loans and advances, deposit arrangements, trading of government securities and commercial papers, sale of assets, lease of bank premises, investment advisory/management, service arrangements and advances for operating expenses are made in the normal course of banking activities with terms and conditions that are generally comparable to those offered to non-related parties or to similar transactions in the market. RPTs are reviewed, approved and disclosed in accordance with</p>

		<p>director has an interest in a matter under consideration by the board, then the director should promptly declare such an interest and be precluded from voting on the subject or exerting influence.</p> <p>9.4 Related party transactions The process for reviewing and monitoring related party transactions should be disclosed. For significant transactions, a committee of independent directors should be established to vet and approve the transaction.</p>	<p>appropriate and defined thresholds as set out in the Company' Guidelines on the Proper Handling of Related Party Transactions.</p> <p>Vetting transactions with related parties is done either by the Board level Related Party Transaction Committee (RPTC) or Management Vetting Committee (MVC), depending on materiality, prior to implementation. The two committees provide guidance and vet on credit and non-credit related party transactions of significant amounts (P50Mn and above for RPTC and below P50Mn for MVC).</p> <p>The RPTC for the 2023-2024 term is composed of three directors, majority of whom are independent including the Chairman, and includes two non-voting members from management, the Chief Audit Executive and the Chief Compliance Officer, both of whom perform post-reviews to ensure proper implementation of related party transactions. On the other hand, the Management Vetting Committee is composed of the Executive Vice Presidents of the Bank. Directors are to disclose such interests and ensure that these interests do not compromise their responsibilities to the Bank.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Related Party Transactions Policy, pp. 52</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • SEC Form 17-A (for the year ended December 31, 2022) <i>Related Party Transactions Policy, Part IV, Item 13., IV.w, page 68</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • 2022 INTEGRATED ANNUAL REPORT <i>Related Party Transactions Policy, pp. 133-135;</i> <i>Related Party Transaction Committee, page 126</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • MANUAL OF CORPORATE GOVERNANCE <i>Code of Business Conduct and Ethics> Conflict of Interest Policy></i> <i>Related Party Transactions Policy, Sec. III.C.1,2, pp. 82-83</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance
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<p>B.4.2</p>	<p>Does the company have a policy requiring a committee of independent directors/commissioners to review material RPTs to determine whether they are in the best interests of the company and shareholders?</p>		<p>Yes</p>	<p>Directors must exclude themselves in any decision-making process of the Related Party Transactions Committee for approval of such transactions.</p> <p>The Bank is committed to ensure strict compliance with laws, regulations and reporting requirements relating to DOSRI and related party transactions. All transactions involving DOSRI are reported to the BSP and the BPI Group is in full compliance with the General Banking Law and BSP regulations concerning DOSRI loans. RPTs are properly disclosed in the Bank’s audited financial statements, and other applicable filings in accordance with the relevant rules and issuances of the Securities and Exchange Commission and other regulatory bodies. <u>The Committee may also call on independent experts to help with valuation issues, if needed, to also ensure that the interests of the company and stakeholders are protected.</u></p> <p>Relevant information on the Company guidelines on Conflicts of Interest and RPTs is disclosed in the reports below.</p> <p><u>Links/Sources:</u></p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Related Party Transactions Policy, pp. 52</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • SEC Form 17-A (for the year ended December 31, 2022) <i>Related Party Transactions Policy, Part IV, Item 13., IV.w, page 68</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • 2022 INTEGRATED ANNUAL REPORT <i>Related Party Transactions Policy, pp. 133-135;</i> <i>Related Party Transaction Committee, page 126</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • CORPORATE GOVERNANCE MANUAL <i>Code of Business Conduct and Ethics> Conflict of Interest Policy></i> <i>Related Party Transactions Policy, Sec. III.C.1,2, pp. 82-83</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance
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<p>B.4.3</p>	<p>Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?</p>		<p>Yes</p>	<p>In adherence to Recommendation 5.6 of the SEC CG Code for PLCs, the Bank's Related Party Transactions Policy, and Code of Conduct, directors with material interest in any transaction affecting the Bank abstain from taking part in deliberations for the same.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Related Party Transactions Policy, pp. 52</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • SEC Form 17-A (for the year ended December 31, 2022) <i>Related Party Transactions Policy, Part IV, Item 13., IV.w, page 68</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • 2022 INTEGRATED ANNUAL REPORT <i>Related Party Transactions Policy, pp. 133-135;</i> <i>Related Party Transaction Committee, page 126</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • CORPORATE GOVERNANCE MANUAL <i>Conflict of Interest Policy> Related Party Transactions Policy, Sec. III.C.1,2, pp. 82-83</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance
<p>B.4.4</p>	<p>Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?</p>		<p>Yes</p>	<p>BPI's Related Party Transactions Policy guards against internal conflicts of interest between the company and/or its group and their directors, officers and significant shareholders and ensures that transactions such as loans and advances, deposit arrangements, trading of government securities and commercial papers, sale of assets, lease of bank premises, investment advisory/management, service arrangements and advances for operating expenses are made in the normal course of banking activities with terms and conditions that are generally comparable to those offered to non-related parties or to similar transactions in the market.</p> <p>Relevant information on the Company guidelines on Conflicts of Interest and RPTs is disclosed in the reports below.</p> <p>Links/Sources:</p>

				<ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Related Party Transactions Policy, pp.52</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • SEC Form 17-A (for the year ended December 31, 2022) <i>Related Party Transactions Policy, Part IV, Item 13., IV.w, page 68</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • 2022 INTEGRATED ANNUAL REPORT <i>Related Party Transactions Policy, pp. 133-135;</i> <i>Related Party Transaction Committee, page 126</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • CORPORATE GOVERNANCE MANUAL <i>Code of Business Conduct and Ethics> Conflict of Interest Policy></i> <i>Related Party Transactions Policy, Sec. III.C.1,2, pp. 82-83</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance
B.5	Protecting minority shareholders from abusive actions			
B.5.1	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	<p>G20/OECD Principle III (A) All shareholders of the same series of a class should be treated equally. (2) Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.</p> <p>ICGN Principle 9.3 Conflicts of interest Policies and procedures on conflicts of interest should be established, understood and implemented by directors, management, employees and other relevant parties. If a director has an interest in a matter under consideration by the board, then the director should promptly declare such an interest and be precluded from voting on the subject or exerting influence.</p> <p>9.4 Related party transactions The process for reviewing and monitoring related party transactions should be disclosed. For significant transactions, a committee of independent directors should be established to vet and approve the transaction.</p>	Yes	<p>The Bank discloses its RPT Policy on the company website for stakeholders to know that RPTs are conducted fairly and at arm's length. All transactions involving DOSRI are reported to the BSP and the BPI Group is in full compliance with the General Banking Law and BSP regulations concerning DOSRI loans. RPTs are properly disclosed in the Bank's audited financial statements, and other applicable fillings in accordance with the relevant rules and issuances of the Securities and Exchange Commission and other regulatory bodies.</p> <p>RPTs are reviewed, approved and disclosed in accordance with appropriate and defined thresholds as set out in the Company' Guidelines on the Proper Handling of Related Party Transactions. Relevant information on the Company guidelines on Conflicts of Interest and RPTs is disclosed in the reports below.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Related Party Transactions Policy, pp. 53</i>

		<p>ICGN Principle 9.5 Shareholder approval Shareholders should have the right to approve significant related party transactions and this should be based on the approval of a majority of disinterested shareholders.</p> <p>ICGN Principle 9.10 Equality and redress Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.</p>		<p><i>AFS Note 25 – Related Party Transactions</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings</p> <ul style="list-style-type: none"> • 2022 INTEGRATED ANNUAL REPORT <i>Related Party Transactions Policy, pp. 133-135;</i> <i>Related Party Transaction Committee, page 126</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • SEC Form 17-A (for the year ended December 31, 2022) <i>Item 12. Certain Relationships and Related Transactions, pp. 68;</i> <i>Note 25 of the Audited Annual Financial Statement, Related Party Transactions</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings
B.5.2	<p>In case of related party transactions requiring shareholders approval, is the decision made by disinterested shareholders?</p>	<p>OECD Principles III. A (2): Minority shareholders must be protected from abusive actions by, or in the interest of controlling shareholders acting either directly or indirectly, and should have effective means of redress.</p> <p>ICGN Principle 9.5 Shareholder approval Shareholders should have the right to approve significant related party transactions and this should be based on the approval of a majority of disinterested shareholders.</p> <p>ICGN Principle 9.10 Equality and redress Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.</p>	Yes	<p><u>Any material related party transactions that require shareholders' approval are disclosed as an agenda item at the Annual Stockholders Meeting to be voted upon by all disinterested shareholders.</u></p> <p>RPTs are reviewed, approved and disclosed in accordance with appropriate and defined thresholds as set out in the Company' Guidelines on the Proper Handling of Related Party Transactions.</p> <p>Relevant information on shareholders' approval on RPTs is disclosed in the reports below.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • MANUAL OF CORPORATE GOVERNANCE <i>Code of Business Conduct and Ethics> Conflict of Interest Policy> Related Party Transactions Policy, Sec. III.C.2, pp. 83-83</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>AFS Note 25 – Related Party Transactions</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • 2022 INTEGRATED ANNUAL REPORT <i>Related Party Transactions Policy, pp. 133-135;</i> <i>Related Party Transaction Committee, page 126</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports

				<ul style="list-style-type: none">• BPI WEBSITE <i>Related Party Transactions Policy</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/fair-dealing
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