AMENDED NOMINATION COMMITTEE CHARTER

(As amended on August 26, 2025)

The Board of Directors ("Board") of the Bank of the Philippine Islands (the "Bank") hereby adopts this Charter of the Nomination Committee (the "Committee").[1]

Mission Statement

The Nomination Committee (NC) establishes the principles for the selection of candidates to the Board of Directors, selects candidates for the election or re-election to the Board of Directors and prepares a proposal for the Board of Directors' decision. The Committee shall be guided by the Bank's mission and vision in the fulfillments of its functions.

Scope of Responsibilities

The scope of the Nomination Committee responsibilities set out in this charter are in relation to the Bank and all entities in the BPI Group over which the BPI Board has oversight. The BPI Nomination Committee shall likewise have oversight of subsidiaries' Nomination Committees or board-level committees to which Committee functions have been delegated to.

A. General

1. Review and assess the structure, size and composition of the Board;
2. Examine and assess effectiveness of the Board's selection standards, nomination and recruitment process of directors;[2]
3. Review at least once a year the independence of the members of the Board of Directors;
4. Perform such other duties and responsibilities that may be delegated to the committee by the Board from time to time.
5. Ensure that the nomination principles, policies and processes of BPI and its subsidiary companies are aligned with those set out by the Committee pursuant to this Charter, BPI Manual on Corporate Governance and the Board's group governance framework, to allow the BPI Group to operate effectively and efficiently.
6. Consider recommendations the BPI Corporate Governance Committee may make in respect of the review and evaluation of the board and of qualifications of all persons nominated to the Board, the assignment of directors to board committees, board succession planning and positions requiring appointment by the Board of Directors.

B. Nomination

1. Ensure that all directors to be nominated for election at the next Annual General Stockholders Meeting have the qualifications and none of the disqualifications and that their nominations are fair, transparent and in compliance with applicable laws, rules and regulations as well as the Bank's By-laws and Manual on Corporate Governance;

2. Encourage the formal, fair and transparent selection of a mix of competent directors in accordance with the Board Diversity Policy, each of whom can add value and create independent judgment as to the formulation of sound corporate strategies and policies;[3]

C. Membership

1. Composition – The Committee shall consist of at least three (3) directors, majority of whom shall be independent directors or non-executive directors.[4]

   From the Committee members, the Board shall designate a Chairperson, who must be an independent or non-executive director.[5]

2. Term - The Board shall appoint the members of the Committee at its annual organizational meeting and each member shall serve upon his election until the next organizational meeting of the Board, unless removed or replaced by the Board.

3. Vacancy – Any vacancy in the Committee caused by death, resignation, or disqualification of any member, or by any other cause, may be filled by the Board. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have been duly elected and qualified.

D. Process and criteria for Nominations to the Board

The Committee shall observe the following process[6] and criteria[7] in receiving and evaluating nominations to the Board in line with the Bank's strategic directions[8] and in accordance with its Board Diversity Policy:

1. Receive all written nominations to the Board submitted by stockholders not later than the date prescribed by law, rules and regulations or at such earlier or later date as the Board of Directors may fix before the date of the next annual meeting of the stockholders. [9]

2. Review and evaluate the qualifications of all those nominated in accordance with the following criteria:

   a. Ownership of at least ten (10) shares of the capital stock of BPI; [10]

   b. At least twenty-five (25) years of age at the time of his election or appointment;

   c. A college degree or its equivalent or adequate competence and understanding of the fundamentals of doing business or membership in good standing in relevant industry, and membership in business or professional organizations or sufficient experience and competence in managing a business to substitute for such formal education; [11]

d. Possesses integrity, probity and shall be diligent and assiduous in the performance of his functions; [12]

e. Adequate physical health and mental stamina to withstand the rigors of his responsibilities;

f. No potential conflict of time and attention due to competing officerships, directorships, memberships position in other corporations; [13]

g. Attendance of an accredited corporate governance seminar, as required by the BSP & SEC; and

h. No disqualifications as provided for in the Corporation Code, BSP Circulars and SEC Rules and Regulations.

The Committee may consider and recommend to the Board other qualifications for directors including independence criteria/standards for independent directors, which are aligned with the Bank's vision, mission and corporate strategy that are now or may hereafter be provided in relevant laws or any amendments thereto.

The Committee may likewise identify and recommend qualified individuals for nomination and election to the Board. For this purpose, the Committee may make use of professional search firms or other external sources of candidates to search for qualified candidates to the Board. [14]

3. Screen and shortlist qualified individuals for election as directors to ensure that only those that possess all the qualifications and none of the disqualifications from directorship as provided in the Corporation's By-Laws, Corporate Governance Manual and relevant laws, rules and regulations may be elected to the Board. [15]

4. Identify and prepare a final list of qualified nominees, recommend for final approval of the Board such final list, and recommend to the stockholders the qualified nominees included in the final list for election in the annual meeting of stockholders.

5. In case of vacancy in the Board other than removal of a director or expiration of term, determine and identify the qualified nominee and recommend to the Board, if the remaining directors still constitute a quorum, to elect such qualified nominee to fill the vacancy. [16]

6. Identify and recommend directors to fill vacancies in any of the Board committees, taking into account the requirements set forth in their respective charters.

E. Meetings and Consent Resolutions

1. Frequency of Meetings - The Committee shall hold meetings at least twice a year at a time and place determined by its Chairman, with further meetings to occur when deemed necessary or desirable by the Committee or its Chairman.

2. Minutes of the meeting – Minutes will be recorded and maintained by the secretary of the meeting and presented to the Committee at the next Committee meeting for approval. The Corporate Secretary or his designated representative shall act as secretary for the meetings.

3. While the Committee is governed by the same rules regarding meetings as are applicable to the BPI Board of Directors, the Committee is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, the Articles of Incorporation or Bylaws of BPI, or any applicable law.

4. Special meetings or actions may be called for as needed.

5. Action required or permitted to be taken by the Committee may be taken without a meeting by written consents, identical in content, setting out the action taken and signed by all the members of the Committee. The written consents shall have the same effect as a unanimous vote and may be made in electronic counterparts. The written consents shall be documented as minutes of action.

6. Unanimous consent resolutions shall be documented as minutes of action. The written action is effective and dated as of the date that the last board or committee member (as the case may be) has given his/her consent by electronic mail, unless a different effectivity date is provided in the resolution.

a. Any member of the Committee may request that the proposal for which a written consent is sought be discussed and deliberated upon by the Committee, in which case the proposal shall be included in the agenda of the next meeting.

b. Directors shall be paid a per diem for every decision-making exercise or instance utilizing written unanimous consent resolutions, which is half the per diem allocated in an actual meeting (physical or virtual).

7. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent (i.e. minutes of action).

8. The key matters reviewed and approved by the Committee and the minutes of meetings, minutes of action, including agenda and supporting materials if needed, are to be presented regularly to the full Board of Directors for confirmation.

F. Miscellaneous

1. Access to Information – The Committee shall have reasonably free and full access to all relevant information, data, records, properties and personnel of the Bank.

2. Technical Assistance – The Committee may invite such members of management and other persons to its meetings and may secure independent expert advice as it may deem desirable or appropriate.

3. Annual Review – This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board.

4. Self-Assessment - Evaluate annually the performance of the Committee as a body and report the results to the Board or to such committee that may be appointed by the Board for review.[17]

5. Effectivity – This Charter shall take effect when approved by the Board.