

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. 18 March 2024
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 TOWER2, 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
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<u>Common</u>	<u>5,259,201,283 shares</u>
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11. Indicate the item numbers reported therein : Item 9

Item 9 - Other Events


Please refer to the attached letter.

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

18 March 2024

Date


ATTY. MA. LOURDES P. GATMAYTAN
Corporate Secretary



NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OR IN ANY OTHER JURISDICTION IN WHICH SUCH PUBLICATION OR DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

March 18, 2024

THE PHILIPPINE STOCK EXCHANGE, INC.

PSE Tower

One Bonifacio High Street

5th Avenue corner 28th Street

Bonifacio Global City, Taguig City

PHILIPPINE DEALING & EXCHANGE CORP.

29th Floor, BDO Equitable Tower

8751 Paseo de Roxas, Makati City 1226

Re: Fixed income investor meetings for possible USD Notes issuance

Mesdames/ Gentlemen:

Bank of the Philippine Islands ("BPI" or the "Issuer") has mandated BPI Capital Corporation as Sole Global Coordinator and Lead Arranger, alongside J.P. Morgan Securities plc, Mizuho Securities Asia Limited, Standard Chartered Bank, and UBS AG Singapore Branch as Joint Lead Arrangers to arrange a series of fixed income investor meetings commencing on March 18, 2024. A Regulation S offering of U.S. dollar-denominated senior unsecured debt securities (the "Notes") may follow, subject to market conditions. The Notes are expected to be rated Baa2 by Moody's, and when issued, will constitute a drawdown under BPI's medium term note programme.

The legal adviser of the Issuer as to Philippine law is SyCip Salazar Hernandez & Gatmaitan, and the legal adviser of the Joint Lead Arrangers as to Philippine law is Romulo Mabanta Buenaventura Sayoc & de los Angeles. As to English law, the legal adviser of the Joint Lead Arrangers is Milbank (Hong Kong) LLP while Milbank LLP is the legal adviser of the Hongkong and Shanghai Banking Corporation Limited, the Trustee.

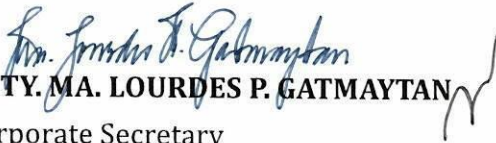
Thank you.

BANK OF THE PHILIPPINE ISLANDS

Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City 1226

Phone Banking: +632 889-10000 - www.bpi.com.ph

Respectfully,


ATTY. MA. LOURDES P. GATMAYTAN
Corporate Secretary

DISCLAIMERS:

The Notes are not and will not be registered with the Philippine Securities and Exchange Commission ("Philippine SEC"). However, the Notes, being securities issued by a bank registered as such under the laws of the Republic of the Philippines, constitute exempt securities within the meaning of Subsection 9.1(e) of the Securities Regulation Code of the Philippines ("SRC"), and as such, are not required to be registered under the provisions of the SRC before they can be sold or offered for sale or distribution in the Philippines. The purchase, sale or distribution of the Notes, settlement and post-trade activities may be subject to the SRC, regulations of the Philippine SEC and the Bangko Sentral ng Pilipinas .

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR THE SECURITIES LAWS OF ANY STATE THE UNITED STATES, AND UNLESS SO REGISTERED MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT THE RULES AND REGULATIONS AND THEREUNDER AND THE APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, IF AN OFFERING OF NOTES TAKES PLACE, IT WILL BE OFFERED AND SOLD OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATIONS UNDER THE SECURITIES ACT AND THE APPLICABLE LAWS OF JURISDICTIONS WHERE THOSE OFFERS AND SALES OCCUR. NO PUBLIC OFFERING OF SECURITIES WILL BE MADE IN THE UNITED STATES OR IN ANY JURISDICTION WHERE SUCH OFFERING IS RESTRICTED OR PROHIBITED.

For the purposes of Directive 2014/65/EU (as amended, "MiFID II"), the target market (MiFID II product governance) for the securities, if any offer proceeds, is eligible counterparties and professional clients only (all distribution channels), each as defined in MiFID II. The Notes are not intended to be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC (as amended, "IMD"), where that customer would not qualify as a professional client as defined in point

(10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/ EC (as amended). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

No money, securities or other consideration is being solicited by this announcement or the information contained herein and, if any money, securities or other consideration is sent in response to this announcement or the information contained herein, such money, securities or other consideration will not be accepted. Copies of this announcement should not be distributed, directly or indirectly, in or into the United States or in any other jurisdiction in which such distribution is prohibited. Neither this announcement nor any information herein nor the fact of its distribution shall form the basis of, or be relied on in connection with, any contract or commitment or investment decision whatsoever.

Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore – The Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

A rating is not a recommendation to buy, sell or hold the securities and may be subject to suspension, reduction or withdrawal at any time by the rating agency. The significance of each rating should be analysed independently from any other rating. This has been prepared solely for informational purposes. It is not an offer, recommendation or solicitation to buy or sell any securities, nor is it an official confirmation of terms.

BANK OF THE PHILIPPINE ISLANDS_SEC FORM 17-C_18MARCH2024

BPI Corporate Secretary <corporate.secretary@bpi.com.ph>

Mon 3/18/2024 9:16 AM

To:ICTD Submission <ictdsubmission@sec.gov.ph>

Cc:Emeliana Elisa F. Navarro <efnavarro@bpi.com.ph>;Lean P. Batalla <lpbatalla@bpi.com.ph>

 1 attachments (1 MB)

BANK OF THE PHILIPPINE ISLANDS_SEC FORM 17-C_18MARCH2024.pdf;

Good day!

Please see attached SEC Form 17-C regarding Fixed income investor meetings for possible USD Notes issuance.

Kindly acknowledge receipt of this email once received.

Thank you.

Bank of the Philippine Islands (BPI)

Lean P. Batalla

Tel. No. 8663-6521

email add: corporate.secretary@bpi.com.ph

lpbatalla@bpi.com.ph

This email contains confidential information for the sole use of the intended recipient/s. If you are not the intended recipient, please contact the sender, delete this email and maintain the confidentiality of what you may have read.

Re: BANK OF THE PHILIPPINE ISLANDS_SEC FORM 17-C_18MARCH2024

ICTD Submission <ictdsubmission+canned.response@sec.gov.ph>

Mon 3/18/2024 9:17 AM

To: Lean P. Batalla <lpmatalla@bpi.com.ph>

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Thank you for reaching out to ictdsubmission@sec.gov.ph!

Your submission is subject for Verification and Review of the Quality of the Attached Document only for Secondary Reports. The Official Copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order through the SEC Express at <https://secexpress.ph/>. For further clarifications, please call (02) 8737-8888.

----- NOTICE TO
COMPANIES -----

Please be informed of the reports that shall be filed only through ictdsubmission@sec.gov.ph.

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at ictdsubmission@sec.gov.ph such as the following SECONDARY REPORTS:

1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15. BP-FCLC 20. S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <https://efast.sec.gov.ph/user/login>.

1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

Please be informed that the submission of the abovementioned eleven (11) reports through the ictdsubmission@sec.gov.ph shall no longer be

accepted. For further information, please access this link Notice for guidance on the filing of reports:

Likewise, the following reports shall be filed through the Electronic Filing and Submission Tool (eFAST) at <https://efast.sec.gov.ph/user/login> :

1. AFS 7. IHFS 13. SSF
2. GIS 8. LCFS 14. AFS with Affidavit of No Operation
3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

For the submission and processing of compliance in the filing of Memorandum Circular No. 28 Series of 2020, please visit this link – <https://apps010.sec.gov.ph/>

For your information and guidance.

Thank you.