

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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P A S E O D E R O X A S C O R. M A K A T I A V E. ,

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

ATTY. MARIA LOURDES P. GATMAYTAN

Contact Person

8663-6525

Company Telephone Number

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<i>Month</i>	<i>Day</i>	<i>Fiscal Year</i>
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SEC FORM 20-IS

SEC FORM 20-IS

FORM TYPE

0	4	2	0	26
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<i>Month</i>	<i>Day</i>
Annual Meeting	

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

LCU

[illegible]

Document I.D.

Cashier

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STAMPS

STAMPS



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 A¹

1. Call to Order
2. Certification of Notice and Quorum
3. Matters for Approval of Stockholders²
 - 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. GATANAYAN
Corporate Secretary

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 meeting⁵. 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."

⁵The 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:

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

**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 <u>on any date after April 15</u> 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 <u>Revised Corporation Code and applicable regulations</u> . (as amended on March 16, 2011 <u>and April 20, 2026.</u>)
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 <u>as follows: based on the agenda of the meeting, as indicated in the Notice of Meeting.</u> (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 ensuring 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.]

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.

⁶SEC 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
Cezar P. Consing
Janet Guat Har Ang*
René dG. Bañez
Karl Kendrick T. Chua
Wilfred T. Co

Jose Teodoro K. Limcaoco
Rizalina G. Mantaring*
Mario Antonio V. Paner*
Cesar V. Purisima*
Jaime Z. Urquijo
Fernando Zobel de Ayala

*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 <u>on any date after April 15</u> 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 <u>Revised Corporation Code and applicable regulations</u> , (as amended on March 16, 2011 <u>and April 20, 2026.</u>)
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 <u>as follows: based on the agenda of the meeting, as indicated in the Notice of Meeting.</u> (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 ensuring 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 <u>Non-executive</u> directors shall, <u>pursuant to a stockholder resolution</u> , be entitled to receive from the Bank, pursuant to a resolution of the Board of Directors , fees, <u>per diems</u> and other compensation for <u>their service as directors</u> 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. <u>Provided, That</u> in no case shall the total yearly compensation of <u>non-executive</u> 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 <u>and April 20, 2026.</u>) 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. <u>No Director shall be involved in deciding his</u>

		<u>own remuneration.</u> (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

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT
OF

BANK OF THE PHILIPPINE ISLANDS
PURSUANT TO SECTION 20 OF THE SECURITIES REGULATION CODE



1. Check the appropriate box:

☐ Preliminary Information Statement

☒ Definitive Information Statement

2. Name of Registrant as specified in its charter: **BANK OF THE PHILIPPINE ISLANDS**

3. Province, country or other jurisdiction of incorporation or organization: **MANILA, PHILIPPINES**

4. SEC Identification Number: **PW-121**

5. BIR Tax Identification Code: **000-438-366-000**

6. Address of principal office: **22F – 28F Ayala Triangle Gardens Tower 2, Paseo De Roxas Cor. Makati Ave., Bel-Air, Makati City**
Postal Code: **1226**

7. Registrant's telephone number, including area code: **(632) 8663-6525**

8. Date, time and place of the meeting of security holders:

Date: **April 20, 2026**

Time: **9:00 a.m.**

Place: **to be conducted virtually through**
<https://conveneagm.com/ph/BPI2026ASM>

9. Approximate date on which the Information Statement is first to be sent or given to security holders:
March 23, 2026

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

Title of Each Class

Number of Shares of Common Stock
Outstanding or Amount of Debt Outstanding
(as of January 31, 2026)

Common Shares

5,283,794,223

11. Are any or all of registrant's securities listed in a Stock Exchange?

Yes ☒ No ☐

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Philippine Stock Exchange, Inc. - Common Shares

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. **Date, time and place of meeting of security holders.**

- (a) Date : **April 20, 2026**
Time : **9:00 a.m.**
Place : **to be conducted virtually through**
<https://conveneagm.com/ph/BPI2026ASM>
- (b) Approximate date on which the information statement is first to be sent or given to security holders: **March 23, 2026**

**WE ARE NOT ASKING YOU FOR A PROXY AND
YOU ARE REQUESTED NOT TO SEND US A PROXY**

Item 2. **Dissenters' Right of Appraisal**

Under Section 80, Title X of the Revised Corporation Code of the Philippines ("Revised Corporation Code"), a stockholder shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

- (a) In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- (b) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
- (c) In case of merger or consolidation; and
- (d) In case of investment of corporate funds for any purpose other than the primary purpose of the Corporation.

In relation thereto, Section 81 of the Revised Corporation Code provides:

Section 81. How Right is Exercised. - The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair market value of shares held within thirty (30) days from the date on which the vote was taken: Provided, That failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholders' shares, or the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If, within sixty (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: Provided, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: Provided, further, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the share to the corporation.

As of date, there are no matters or proposed corporate actions included in the agenda of the meeting, which may give rise to a possible exercise by stockholders of their appraisal rights.

Item 3. **Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

- (a) No current director or officer of the Bank, or nominee for election as director has any substantial interest, direct, indirect, by security holdings, or otherwise, in any matter to be acted upon other than election to office and approval of board compensation.
- (b) No director has informed the Bank of his opposition to any action to be taken up at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. **Voting Securities and Principal Holders Thereof**

- (a) **Class of Voting Securities**

Number of Shares Outstanding as of January 31, 2026:	Common Shares 5,283,794,223
Number of Votes Entitled:	One (1) vote per share

- (b) **Record Date**

Stockholders of record as of February 27, 2026 are entitled to notice of, and to vote at, the Annual Stockholders' Meeting.

- (c) **Manner of Voting**

Article IV of the Amended By-Laws of the Bank states, in part, that:

x x x

A holder of at least one (1) share of stock of the Bank shall have the right to be present and to participate and to vote, in every stockholder's meeting, either in person, through remote communication, in absentia, or by proxy, subject to compliance with the applicable rules and regulations issued by the Securities and Exchange Commission from time to time; Provided that if the stockholder is represented by proxy, the stockholder shall be limited to a single proxy at any one time but he may name alternate proxies. A proxy may be made in favor only of a person who is sui juris, and to be acceptable, for the purpose of the Bank, the signature of the stockholder executing it must be attested by two (2) subscribing witnesses. The proxy shall be filed with the Secretary of the Bank at least ten (10) days before the meeting, and shall be valid until revoked. At all stockholders' meeting, voting shall be by shares and not "per capita".

x x x

Article IV of the Amended By-Laws of the Bank further states that:

x x x

Voting for the election of members of the Board of Directors and upon all questions before the stockholders' meeting, shall be by shares of stock, that is, one share entitles the holder thereof to one vote, two shares to two votes, etc.; but in the election of members of the Board of Directors, any stockholder may cumulate his vote as provided for in the Corporation Law.

In the election of members of the Board of Directors, the fifteen (15) nominees receiving the highest number of votes shall be declared elected, subject to compliance with applicable laws and regulations on the composition of the Board of Directors, including the election of independent directors.

x x x

Stockholders may vote on the resolutions for approval at the meeting by appointing a proxy or electronically *in absentia* using the online web address, <https://conveneagm.com/ph/BPI2026ASM>, subject to validation procedures. A stockholder voting electronically or *in absentia* shall be deemed present for purposes of quorum. The detailed instructions for electronic voting *in absentia* are set forth in Annex "A".

The deadline for submission of proxy forms is on April 10, 2026.

(d) **Security Ownership of Certain Record and Beneficial Owners and Management**

i. Security Ownership of Certain Record and Beneficial Owners of more than 5% as of January 31, 2026

Title of Class	Name/Address of Record Owner & Relationship with Issuer	Name of Beneficial Owner & Relationship with Record Owner	Citizenship	No. of Shares	Percent of Holdings
Common	PCD Nominee Corporation ¹ - Non-Filipino - Filipino 37F Tower 1, The Enterprise Center, 6766 Ayala Avenue, Makati City	PCD Participants acting for themselves or for their customers	Various Filipino	966,671,033	18.2950%
				882,227,455	16.6969%
				1,848,898,488	34.9919%
Common	Ayala Corporation ² 37F to 39F, Ayala Triangle Gardens Tower 2, Paseo de Roxas cor. Makati Avenue, Makati City (Stockholder)	Ayala Corporation ³	Filipino	1,515,177,839	28.6759%
Common	Liontide Holdings, Inc. ⁴ 38F, Ayala Triangle Gardens Tower 2, Paseo de Roxas Cor. Makati Avenue, Brgy. Bel-Air, Makati City, (Stockholder)	Liontide Holdings, Inc. ⁵	Filipino	823,218,041	15.5801%
Common	Roman Catholic Archbishop of Manila 121 Arzobispo St., Intramuros Manila (Stockholder)	Roman Catholic Archbishop of Manila ⁶	Filipino	357,297,439	6.7621%
Common	Robinsons Retail Holdings, Inc. 43F Robinsons Equitable Tower, ADB Ave. Cor. Poveda St., Ortigas Center, Pasig City (Stockholder)	Robinsons Retail Holdings, Inc. ⁷	Filipino	287,627,499	5.4436%

ii. Security Ownership of Directors and Management as of January 31, 2026

Title of Class	Name of Beneficial Owner	Position	No. of Shares	Nature of Ownership	Citizenship	% of Holdings
<i>Directors</i>						
Common	Jaime Augusto Zobel de Ayala	Chairman	10,402	Direct / Indirect	Filipino	0.000%
Common	Cezar P. Consing	Vice Chairman	3,062,734	Indirect	Filipino	0.058%
Common	Jose Teodoro K. Limcaoco	Director / President & CEO	189,975	Direct / Indirect	Filipino	0.004%
Common	Janet Guat Har Ang	Independent Director	10	Direct	Singaporean	0.000%
Common	René dG. Bañez	Director	10	Direct	Filipino	0.000%
Common	Karl Kendrick T. Chua	Director	10	Direct	Filipino	0.000%
Common	Wilfred T. Co	Director	12,529	Direct / Indirect	Filipino	0.000%
Common	Restituto C. Cruz	Independent Director	10	Direct	Filipino	0.000%
Common	Emmanuel S. de Dios	Independent Director	10	Direct	Filipino	0.000%
Common	Rizalina G. Mantaring	Independent Director	6,483	Direct / Indirect	Filipino	0.000%
Common	Mario Antonio V. Paner	Independent Director	271,858	Direct / Indirect	Filipino	0.005%

¹ PCD Nominee Corporation (PCD), Non-Filipino and Filipino, is the registered owner of the shares beneficially owned by its participants. The Board of Directors of each corporate participant generally has the power to decide on how shares are to be voted. Out of the 1,848,898,488 common shares registered in the name of PCD, 577,353,599 shares (or 10.9269% of the total outstanding shares), and 368,647,967 shares (or 6.9770% of the total outstanding shares) are for the accounts of The Hongkong and Shanghai Banking Corporation, and Citibank, respectively.

² Mermac, Inc. owns 47.84% of common shares and 57.7874% of total voting shares, while Mitsubishi Corporation owns 4.4676% of common shares and 5.3899% of total voting shares, respectively, of the outstanding shares of Ayala Corporation (AC).

³ The Board of Directors of AC has the power to decide how AC's shares in BPI are to be voted.

⁴ AC owns 95.51% of the outstanding shares, and has 93.44% effective economic ownership, of Liontide Holdings, Inc. (Liontide).

⁵ The Board of Directors of Liontide has the power to decide how Liontide's shares in BPI are to be voted.

⁶ The Archbishop of Manila has the power to decide how the Roman Catholic Archbishop of Manila's shares in BPI are to be voted.

⁷ JE Holdings, Inc. owns 46.10% of common shares, PCD Nominee Corporation (Filipino) owns 21.61% of common shares, PCD Nominee Corporation (Non-Filipino) owns 5.99% common shares, Lance Y. Gokongwei owns 8.63% of common shares, and Robina Gokongwei Pe owns 8.63% common shares of the outstanding shares of Robinsons Retail Holdings, Inc. (RRHI).

Title of Class	Name of Beneficial Owner	Position	No. of Shares	Nature of Ownership	Citizenship	% of Holdings
Common	Cesar V. Purisima	Independent Director	10	Direct	Filipino	0.000%
Common	Jaime Z. Urquijo	Director	10	Direct	Filipino	0.000%
Common	Fernando Zobel de Ayala	Director	96,327	Direct / Indirect	Filipino	0.002%
Common	Mariana Beatriz E. Zobel de Ayala	Director	10	Direct	Filipino	0.000%
<i>CEO and most highly compensated officers</i>						
Common	Dino R. Gasmen	EVP	64,298	Indirect	Filipino	0.001%
Common	Maria Cristina L. Go	EVP	72,710	Indirect	Filipino	0.001%
Common	Maria Theresa D. Marcial	EVP	347,974	Indirect	Filipino	0.007%
Common	Juan Carlos L. Syquia	EVP	42,130	Indirect	Filipino	0.001%
<i>Other executive officers</i>						
Common	Maria Virginia O. Eala	EVP	5,403	Indirect	Filipino	0.000%
Common	Eric Roberto M. Luchango	EVP	204,334	Indirect	Filipino	0.004%
Aggregate Shareholdings of Directors & Officers as a Group			4,387,237			0.083%

None of the members of the Bank's Board of Directors and Management owns 2.0% or more of the outstanding capital stock of the Bank.

iii. Voting Trust Holders of 5% or More

The Company knows of no persons holding more than 5% of common shares under a voting trust or similar agreement.

iv. Changes in Control

No change of control in the Bank has occurred since the beginning of its last fiscal year.

(e) **Equity Ownership of Foreigners on Common Shares as of 31 January 2026: 970,510,704**

Item 5. Directors and Executive Officers

(a) **Board of Directors**

Article V of the Bank's Amended By-Laws provides:

"Unless otherwise provided in the Corporation Law, the corporate powers of the Bank are exercised, its business conducted and its properties controlled and held, by a Board of Directors consisting of fifteen (15) members elected from among the stockholders of the Bank, said members so elected to hold their office for one year and until their successors are elected annually by the stockholders during their annual meeting or adjournment thereof, or at any special meeting called for that purpose."

The attendance of the directors at the meetings of the Board of Directors held during the year 2025 is as follows:

Name	No. of Meetings Attended/Held	Percent Present
Jaime Augusto Zobel De Ayala	13/13	100%
Cezar P. Consing	13/13	100%
Jose Teodoro K. Limcaoco	13/13	100%
Janet Guat Har Ang	13/13	100%
René dG. Bañez	12/13	92%
Karl Kendrick T. Chua	11/13	85%
Wilfred T. Co	11/13	85%
Restituto C. Cruz**	10/10	100%
Emmanuel S. de Dios	13/13	100%
Rizalina G. Mantaring	12/13	92%
Aurelio R. Montinola III*	3/3	100%
Mario Antonio V. Paner	13/13	100%
Cesar V. Purisima	13/13	100%
Jaime Z. Urquijo	10/13	77%
Maria Dolores B. Yuvienco*	3/3	100%
Fernando Zobel de Ayala	13/13	100%

Name	No. of Meetings Attended/Held	Percent Present
Mariana Beatriz E. Zobel De Ayala**	10/10	100%

* Board Member until 20 April 2025

** Elected as Board Member effective 21 April 2025

(b) Board Committees

The Board has established committees to assist in exercising its authority in monitoring the performance of the business of the Company. The different committees of the Board and its membership are as follows:

Name	Executive Committee	Audit Committee	Risk Management Committee	Corporate Governance and Sustainability Committee	Related Party Transactions Committee	Personnel and Compensation Committee	Nomination Committee	Retirement/ Pension Committee
Jaime Augusto Zobel de Ayala	C					C	M	
Cezar P. Consing	VC					M		
Jose Teodoro K. Limcaoco (President and CEO)	M							
Janet Guat Har Ang (ID)			M		C			
René dG. Bañez	M				M			M
Karl Kendrick T. Chua								M
Wilfred T. Co								
Restituto C. Cruz (ID)		M			M			
Emmanuel S. de Dios (ID)				C			C	
Rizalina G. Mantaring (Lead ID)	M		C	M				M
Mario Antonio V. Paner (ID)		M	M			M		C
Cesar V. Purisima (ID)	M	C	M				M	
Jaime Z. Urquijo			M	M				
Fernando Zobel de Ayala	M					M		
Mariana Beatriz E. Zobel de Ayala						M		

C – Chairman; VC – Vice-Chairman; M – Member; ID – Independent Director; Lead ID - Lead Independent Director

The attendance of each member of the Board of Directors, according to his/her respective Committee meetings, is enumerated in "Annex B".

The Board undergoes an internal, formal assessment process annually whereby each director completes an evaluation questionnaire that is intended to provide insights on the effectiveness of the Board, its Committees, the President & CEO, and the directors. The assessment criteria or metrics are built around the board's terms of reference and committee charters which include board and committee composition, roles, functions and processes; broad leadership standards and value creation. The aggregated results are presented to the Board during the meeting immediately following the end of the assessment process. An external performance assessment of the Board and the directors is also conducted by an independent third-party consultant every three (3) years. In 2023, Aon Solutions Singapore Pte. Ltd. conducted the Board evaluation that year. The third party evaluation was conducted through (1) one-on-one interviews with ten (10) directors; and (2) administration of evaluation questionnaires to the remaining five (5) directors.

(c) The Board of Directors/Nominees for Election at the Annual Stockholders' Meeting and Key Executive Officers

Per Article V of the Amended By-Laws of the Bank, all nominations for election as Directors by the stockholders shall be submitted in writing to the Board of Directors through the Corporate Secretary, together with the written acceptance of the nominee, not later than the date prescribed by law, rules and regulations or at such date as the Board of Directors may fix. No nominee shall qualify to be elected as Director unless this requirement is complied with. In accordance with the resolution of the Board of Directors of the Bank dated December 17, 2025, which resolution was disclosed and reported to PSE and SEC, all nominations for election of Directors for the term 2026-2027 were required to be submitted to the Corporate Secretary not later than March 02, 2026. As of said date, there were only 15

nominees to the Board received by the Corporate Secretary and all the nominees confirmed their acceptance of said nomination. Mr. Rene dG. Bañez was nominated by the Roman Catholic Archbishop of Manila, Mr. Wilfred T. Co was nominated by Gabriel A. Dee, and the rest of the nominees were formally nominated by Ms. Ma. Kyla Frances D. Aquino. The nominators are stockholders of BPI who are not related to any of the nominees including the nominees for independent director. The nominations were subsequently processed and evaluated by the Nomination Committee of the Bank in a meeting called for the purpose and it was determined by the Committee that all the nominees (both regular Directors and Independent Directors) possess all the qualifications required by relevant law, rules, regulations and BPI's By-Laws and Manual on Corporate Governance and no provision on disqualification would apply to any of them.

Only nominees whose names appear on the final list of candidates are eligible for election as directors. No nominations will be entertained or allowed on the floor during the annual stockholders' meeting.

The following persons have been nominated to the Board for election at the annual stockholders' meeting and have accepted their respective nominations:

Name	Age (as of 2026 ASM)	Citizenship
1. Jaime Augusto Zobel de Ayala	67	Filipino
2. Cezar P. Consing	66	Filipino
3. Jose Teodoro K. Limcaoco	64	Filipino
4. Janet Guat Har Ang (Independent Director)	66	Singaporean
5. René dG. Bañez	70	Filipino
6. Karl Kendrick T. Chua	47	Filipino
7. Wilfred T. Co	61	Filipino
8. Restituto C. Cruz (Independent Director)	69	Filipino
9. Emmanuel S. de Dios (Independent Director)	71	Filipino
10. Rizalina G. Mantaring (Independent Director)	66	Filipino
11. Mario Antonio V. Paner (Independent Director)	67	Filipino
12. Cesar V. Purisima (Independent Director)	66	Filipino
13. Jaime Z. Urquijo	37	Filipino
14. Fernando Zobel de Ayala	66	Filipino
15. Mariana Beatriz E. Zobel de Ayala	37	Filipino

The following is the list of Key Officers of BPI as of 31 January 2026:

Name	Rank/Title	Age (As of 2026 ASM)	Citizenship
1. Jose Teodoro K. Limcaoco	President & CEO	64	Filipino
2. Maria Virginia O. Eala	EVP & CHRO	58	Filipino
3. Ma. Cristina L. Go	EVP	56	Filipino
4. Maria Theresa D. Marcial*	EVP	55	Filipino
5. Juan Carlos L. Syquia**	EVP	59	Filipino
6. Eric Roberto M. Luchangco	EVP & CFO	55	Filipino
7. Dino R. Gasmen	EVP & Treasurer	59	Filipino
8. Maria Lourdes P. Gatmaytan	Corporate Secretary	58	Filipino

*Seconded to BPI Asset Management and Trust Corporation

**Seconded to Ayala Corporation

None of the above-named Directors and Officers of the Bank work for the Philippine government.

Please refer to attached Annex "C" for the brief background of the Directors/Nominees and Key Officers of BPI.

(d) Significant Employees

The Bank considers all its employees to be significant partners and contributors to the business.

(e) **Family Relationships**

The Chairman of the Board of Directors, Mr. Jaime Augusto Zobel de Ayala, and Mr. Fernando Zobel de Ayala, a member of the Board, are brothers.

Ms. Mariana Beatriz Zobel de Ayala, a nominee to the Board, is a first degree relative by consanguinity (daughter) of Mr. Jaime Augusto Zobel de Ayala, and a third degree relative by consanguinity (niece) of Mr. Fernando Zobel de Ayala.

Mr. Jaime Zobel de Ayala Urquijo, a member of the Board, is a third degree relative by consanguinity (nephew) of Mr. Jaime Augusto Zobel de Ayala and Mr. Fernando Zobel de Ayala.

Ms. Mariana Beatriz Zobel de Ayala and Mr. Jaime Zobel de Ayala Urquijo are relatives by fourth degree of consanguinity (cousins).

Other than the aforementioned, there are no known family relationships between the current members of the Board and key officers.

(f) **Involvement in certain legal proceedings**

Except as disclosed herein or otherwise publicly disclosed by the Company's subsidiaries or affiliates, there are no material legal proceedings, bankruptcy petition, conviction by final judgment, order, judgment or decree or any violation of a securities or commodities law for the past five years to which the Company or any of its subsidiaries or affiliates or its directors or executive officers is a party or of which any of its material properties is subject, in any court or administrative agency.

(g) **Trainings and Continuing Education Programs for the Directors**

The company recognizes the value of providing relevant trainings to its directors and has set aside an annual budget to allow them to attend continuing professional development programs, applicable courses, conferences, and seminars. In 2025, the directors of BPI joined online seminars on Corporate Governance, as follows:

Director	2025
Jaime Augusto Zobel de Ayala	2025 BPI Future of Compliance Conference: Breaking New Ground in the Compliance Frontier by Institute of Corporate Directors ***
Cezar P. Consing	
Janet Guat Har Ang	2025 Ayala Integrated Corporate Governance, Risk Management, and Sustainability Summit by Institute of Corporate Directors ****
Karl Kendrick T. Chua	
Cesar V. Purisima	2025 Ayala Integrated Corporate Governance, Risk Management, and Sustainability Summit by Institute of Corporate Directors ****
Maria Dolores B. Yuvienco*	
René dG. Bañez	
Emmanuel S. de Dios	
Rizalina G. Mantaring	
Aurelio R. Montinola III*	
Jaime Z. Urquijo	
Fernando Zobel de Ayala	2025 BPI Future of Compliance Conference: Breaking New Ground in the Compliance Frontier by Institute of Corporate Directors *** 2025 Annual Corporate Governance Training by Good Governance Advocates and Practitioners of the Philippines ***** 2025 Ayala Integrated Corporate Governance, Risk Management, and Sustainability Summit by Institute of Corporate Directors ****
Jose Teodoro K. Limcaoco	
Wilfred T. Co	2025 BPI Future of Compliance Conference: Breaking New Ground in the Compliance Frontier by Institute of Corporate Directors *** 2025 Ayala Integrated Corporate Governance, Risk Management, and Sustainability Summit by Institute of Corporate Directors ****
Mario Antonio V. Paner	
Restituto C. Cruz**	- Corporate Governance Orientation Program by Institute of Corporate Directors ***** 2025 BPI Future of Compliance Conference:

Director	2025
	Breaking New Ground in the Compliance Frontier by Institute of Corporate Directors *** • 2025 Ayala Integrated Corporate Governance, Risk Management, and Sustainability Summit by Institute of Corporate Directors ****
Mariana Beatriz E. Zobel de Ayala**	• 2025 BPI Future of Compliance Conference: Breaking New Ground in the Compliance Frontier by Institute of Corporate Directors ***

*Board member until 21 April 2025

**Board member effective 21 April 2025

***Held on 29 July 2025

****Held on 4 November 2025

*****Held on 13 October 2025

*****Held on 29 April to 30 April 2025

The aforementioned seminars were administered by or in partnership with the Institute of Corporate Directors, an SEC-accredited training provider.

(h) Certain Relationships and Related Party Transactions

In the normal course of business, the Parent Bank transacts with related parties consisting of its DOSRI (Directors, Officers, Stockholders, and Related Interests), Subsidiaries and Affiliates including Other Related Parties. Likewise, the BPI Group has transactions with Ayala Corporation (AC) and its subsidiaries and affiliates (Ayala Group), on an arm's length basis. AC is a significant stockholder of BPI as at reporting date.

The Parent Bank has a Board-level Related Party Transactions Committee (RPTC) that vets and endorses all significant related party transactions which exceed the Parent Bank's set materiality threshold, including those involving DOSRI, for which the latter shall require final BOD approval. The RPTC consists of three directors, majority of whom are independent directors including the Chairman, and two resource persons from management's control groups, namely, the Chief Audit Executive and the Chief Compliance Officer.

Transactions with related parties have terms and conditions that are generally comparable to those offered to non-related parties and/or to similar transactions in the market.

Significant related party transactions and outstanding balances as at and for the year ended December 31, 2025 are summarized below:

Consolidated

	2025		
	Transactions for the year	Outstanding balances	Terms and conditions
			(In Millions of Pesos)
Loans and advances to:			
Associates	(330)	149	These are loans and advances granted to related parties that are generally secured with interest rates ranging from 7.99% to 8.27% (including those pertaining to foreign currency-denominated loans) and with maturity periods ranging from 4 days to 14 years. Additional information on DOSRI loans are discussed below.
Ayala Group	8,588	88,490	
Key management personnel	(10)	10	
	8,248	88,649	
Deposits from:			
Associates	1,116	1,836	These are demand, savings and time deposits bearing the following average interest rates: Demand - 0.05% to 0.07% Savings - 0.12% - 0.17% Time - 4.82% to 5.46%
Ayala Group	3,191	18,607	
Key management personnel	(19)	413	
	4,288	20,856	

A more detailed discussion on related party transactions can be found in Note 25 of the 2025 Audited Financial Statements.

None of the Company's directors has entered into self-dealing and related party transactions with or involving the Company in 2025, other than the transaction below:

Name of the Director	Nature of Transaction	Transaction Date
Jose Teodoro K. Limcaoco	Acquisition of 80,000 BPI common shares through the Philippine Stock Exchange	21 July 2025

(i) **Resignation of Directors**

To date, no director has resigned from, or declined to stand for election or re-election to the Board since the date of the 2025 annual meeting of stockholders due to any disagreement with the Bank relative to its operations, policies and practices.

Item 6. Compensation of Directors and Executive Officers

(a) **Executive Compensation**

Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation
Jose Teodoro K. Limcaoco President and CEO				
Dino Rudyardo F. Gasmen* Executive Vice President				
Maria Cristina L. Go Executive Vice President				
Maria Theresa D. Marcial Executive Vice President				
Elfren Antonio S. Sarte, Jr. ** Executive Vice President				
Juan Carlos L. Syquia Executive Vice President				
CEO and Most Highly Compensated Executive Officers	Actual 2024	P188.15M	P159.17M	P0
	Actual 2025	P202.71M	P189.41M	P0
	Projected 2026	P226.20M	P193.54M	P0
All other officers *** as a group unnamed	Actual 2024	P15,173.31M	P2,511.51M	P0
	Actual 2025	P16,290.01M	P3,132.71M	P0
	Projected 2026	P17,267.41M	P3,309.63M	P0

* Starting from January 2026

** Retired effective January 1, 2026

*** Assistant Managers and up (excluding all above-named officers)

The above compensation consists of the basic salary and other compensation income (guaranteed bonus, fixed allowances and performance-based bonus) and does not include benefits under the Company's Executive Stock Purchase Plan.

Unless otherwise stated, the Company has no other arrangement with regard to the remuneration of its existing officers aside from the compensation received herein.

(b) **Compensation of Directors**

Article V of the Bank's Amended By-Laws provides:

"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.

The Personnel and Compensation Committee of the Bank 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."

Amendments to the above-quoted provision of the Bank's Amended By-Laws will be submitted to the stockholders for approval in the upcoming 2026 Annual Stockholders' Meeting.

(c) Standard Arrangement

The compensation structure of the directors, as approved by the Board of Directors on 20 April 2022, and by the stockholders during the 2023 Annual Stockholders' Meeting dated April 27, 2023, consists of an annual retainer fee in the amount of Php4.2Mn and per diem in the amount of Php70,000 per Board meeting and Php30,000 per Committee meeting attended. Directors who hold executive or management positions do not receive directors' fees or per diems. The aforementioned compensation structure shall remain in effect unless a different resolution is approved and adopted by the shareholders.

The total compensation for 2025 for the members of the Board of Directors amounted to Php85,565,000.00⁸. The total compensation for 2025 for each non-executive and independent director is attached as Annex "D".

Other than the above-mentioned compensation for Directors, the Bank has no other arrangement with regard to compensation of Directors, directly or indirectly, for any other services provided by the said directors, for the last completed fiscal year.

A revised compensation structure of the directors will be submitted to the stockholders for approval in the upcoming 2026 Annual Stockholders' Meeting.

Item 7. Independent Public Accountants

- (a) The external auditor of the Bank for the fiscal year 2025 is the accounting firm of Isla Lipana & Co. The same accounting firm is being recommended for re-election at the Annual Stockholders' Meeting of the Bank. Pursuant to the General Requirements of SRC Rule 68, Par. 3 (Qualifications and Reports of Independent Auditors), the Bank has engaged Isla Lipana & Co., as the external auditor with Mr. Roderick M. Danao as the Partner-in-Charge.

The appointment or re-appointment of the Bank's external auditor is subject to the approval and endorsement by the Audit Committee, for subsequent confirmation and approval by the Board of Directors and finally, the Stockholders.

The Audit Committee of BPI is chaired by Mr. Cesar V. Purisima (Independent Director), with the following members: Mr. Restituto C. Cruz (Independent Director) and Mr. Mario Antonio V. Paner (Independent Director).

- (b) Representatives of Isla Lipana & Co. are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and they are expected to be available to respond to appropriate questions, if needed, during the Annual Stockholders' Meeting.

- (c) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There are no disagreements with Isla Lipana & Co. on accounting and financial disclosures.

- (d) Audit and Audit-Related Fees

BPI has paid the following fees, inclusive of taxes, to its external auditors in the past two (2) years:

⁸ Includes Php26.765Mn for the year 2025 representing per diem of Directors at Php70,000 per Board meeting and Php30,000 per Committee meeting attended.

Fiscal Year	Audit Fees	Audit-related Fees (OPE+VAT)
2023 paid in 2024	₱21.584 Mn	₱4.103 Mn
All other services	3.664 Mn	0.621 Mn
2024 paid in 2025	₱26.522 Mn	₱4.980 Mn
All other services	8.226 Mn	0.374 Mn
Approved for 2025 (not yet paid)	₱30.843 Mn	-

Audit Fees. The audit fees cover audit and interim review of financial statements as well as approved non-audit services.

For 2025, the external auditor was engaged as buy-side due diligence advisor for Php2.751Mn.

Please also refer to page 134 of the 2025 Audited Financial Statements for the Supplementary Schedule of External Auditor Fee-Related Information.

Item 8. Compensation Plans

No matter or action relating to any compensation plan pursuant to which cash or non-cash compensation may be paid or distributed will be taken up during the meeting.

As currently provided in Seventh Article of the Bank's Amended Articles of Incorporation, not more than three percent (3%) of the authorized common stock of BPI is set aside for employee stock incentive plans such as an Executive Stock Option Plan and a Stock Purchase Plan for employees and officers of BPI and its subsidiaries, over which shares the stockholders shall have no pre-emptive rights. Said provision was approved by the Bangko Sentral ng Pilipinas, Securities and Exchange Commission and the Stockholders.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

There are no matters or actions to be taken up in the meeting with respect to the authorization or issuance of securities.

Item 10. Modification or Exchange of Securities

There are no matters or actions to be taken up in the meeting with respect to the modification of any class of the Company's securities or the issuance of authorization for issuance of one class of the Company's securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The management's discussion and analysis, market price of shares and dividends and other data related to the Company's financial information and the Statement of Management's Responsibility for Financial Statements including the audited financial statements as of December 31, 2025, are attached hereto as Annexes "E" and "F", respectively.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

There are no matters or actions to be taken up in the meeting with respect to mergers, consolidations, acquisitions and similar matters.

Item 13. Acquisition or Disposition of Property

There are no matters or actions to be taken up in the meeting with respect to material acquisition or disposition of any property by the Company.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following are to be submitted for approval during the stockholders' meeting:

- (a) Approval of the Minutes of the Annual Meeting of the Stockholders on April 21, 2025, containing:
 - (i) Approval of the Minutes of the Annual Stockholders' Meeting on April 23, 2024
 - (ii) Ratification of the Acts of the Board of Directors and Officers
 - (iii) Election of Directors (including the Independent Directors)
 - (iv) Election of External Auditor and Fixing of their Remuneration
 - (v) Approval of the Audited Financial Statements and Noting of the Annual Report

The minutes of the 2025 Annual Stockholders' Meeting, which are available on the website of the Bank, contain the following information:

- (i) Description of the voting and voting tabulation procedures used in the previous meeting
- (ii) Description of the opportunity given to stockholders or members to ask questions and a record of the questions asked and answers given
- (iii) The matters discussed and resolutions reached
- (iv) A record of the voting results for each agenda item
- (v) List of directors, officers and stockholders who attended the meeting

The minutes of the Annual Stockholders Meeting on April 21, 2025, attached as Annex "G", may be viewed through the following link: <https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/minutes-of-asm>

- (b) Ratification of the acts of the Board of Directors and Officers

The acts and resolutions of the Board of Directors and its committees were those taken or adopted since the annual stockholders' meeting on April 21, 2025 until April 20, 2026, contracts and transactions entered into by the Bank, credit/loan transactions including to related parties, projects and investments, treasury matters, manpower related decisions/approvals, including programs of the Bank's Executive Stock Option Plan and Stock Purchase Plan for employees and officers, 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.

- (c) Election of Directors (Including the Independent Directors)

The members of the Board of Directors (regular and independent) of the Bank for the term 2026-2027 are to be elected at the Annual Stockholders' Meeting to hold office until the next succeeding annual meeting, and/or until their respective successors have been duly elected and qualified.

- (d) Election of External Auditors and Fixing of its Remuneration

The Accounting Firm of Isla Lipana & Co. is proposed to be re-elected as the Bank's External Auditors for the Fiscal year 2026, at the remuneration agreed upon between BPI Management and the External Auditors.

- (e) Approval of the Bank's Audited Financial Statements and Noting of Annual Report

The Audited Financial Statements as of December 31, 2025, will be presented for approval of the stockholders.

Item 15. Matters Not Required to be Submitted

All matters or actions that will require the vote of the security holders will be submitted in the meeting.

Item 16. Amendment of Articles of Incorporation, By-laws or Other Documents**(a) Amendment of By-Laws**

The proposal to amend the Bank's Amended By-Laws will be submitted 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.

The proposed amendments are 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: 1. Roll Call; 2. Presentation of proof of due notice of the meeting 3. Reading and disposition of any unapproved minutes; 4. Reading and approval of the annual report of the President and the Bank's Statement of Condition; 5. Election of the members of the Board of Directors; 6. Election of the external Auditors and fixing their remuneration; 7. Unfinished business; 8. Other business;	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. 1. Roll Call; 2. Presentation of proof of due notice of the meeting 3. Reading and disposition of any unapproved minutes; 4. Reading and approval of the annual report of the President and the Bank's Statement of Condition; 5. Election of the members of the Board of Directors; 6. Election of the external Auditors and fixing their remuneration; 7. Unfinished business; 8. Other business; 9. Adjournment

Article	From	To
	9. 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 ensuring 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.]

Item 17. Other Proposed Action

As of date, there are no proposed actions other than those indicated in the notice for this Annual Meeting of Stockholders.

Item 18. Voting Procedures

(a) Vote Required for Approval or Election

The election of directors will be determined by plurality of votes and every stockholder shall be entitled to cumulate his votes.

Approval of matters required to be acted upon will need the affirmative vote of at least majority of the issued and outstanding capital stock entitled to vote and represented at the meeting, except for the amendment of the Bank's Amended By-Laws, which shall require the affirmative vote at least two-thirds of the issued and outstanding capital stock.

(b) Method by which the Votes will be Counted

Votes will be counted by shares and not per capita. Each outstanding share of stock entitles the registered holder to one vote. Any stockholder may cumulate his votes as provided in the Revised Corporation Code for purposes of election of the members of the Board. All votes received shall be tabulated by the Committee of Inspectors of Proxies and Ballots and the results shall be validated by the Bank's external auditor.

(c) Participation of Shareholders by Remote Communication

In accordance with the provisions of applicable rules and regulations, the Bank's By-laws on the conduct of Annual Stockholders' Meeting (ASM), and the authority granted to the Chairman to determine the manner by which ASM is to be conducted, the Bank will dispense with the physical attendance of stockholders at the meeting and will allow participation only by remote communication and by voting *in absentia*, or by voting through proxy. The virtual conduct of the ASM will allow greater participation and engagement with the stockholders regardless of location.

The live webcast of the meeting shall be accessible to registered shareholders through the following online web address: <https://conveneagm.com/ph/BPI2026ASM>. To enable the Bank to perform validation procedures, identify the shareholders participating by remote communication and record their presence for purposes of quorum, the shareholders are requested to register in the designated voting platform or inform the Bank by email to bpi-asm@bpi.com.ph on or before April 10, 2026, of their intention to participate in the meeting by remote communication. Stockholders may email questions or comments prior to or during the meeting at the following email address: bpi-asm@bpi.com.ph. The detailed instructions for participation through remote communication are set forth in Annex "C". Other channels may be opened to address questions and comments.

Item 19. Acceptance of Stockholder Proposals on Agenda Item

Stockholders of record as of February 27, 2026 owning at least 5% of the total outstanding capital stock of the Company may submit proposals on items for inclusion in the agenda on or before March 11, 2026.⁹ No such proposal was received by the Bank.

Item 20. Management Report - Annex "E"

Item 21. Statement of Management's Responsibility and Audited Financial Statements – Annex "F"

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on the 18th day of March 2026.

BANK OF THE PHILIPPINE ISLANDS

by : MARIA LOURDES P. GATMAYTAN
Corporate Secretary

⁹ The inclusion of the proposed agenda item shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and the Company's internal guidelines.

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

CERTIFICATION

I, Maria Lourdes P. Gatmaytan, of legal age, Filipino, and with office address at c/o Bank of the Philippine Islands (BPI), 28/F Ayala Triangle Gardens Tower 2, Paseo De Roxas cor. Makati Ave., Bel-Air, Makati City, Corporate Secretary of BPI, a universal banking corporation duly organized and existing under and in accordance with the laws of the Republic of the Philippines, with business address at the 22/F-28/F Ayala Triangle Gardens Tower 2, Paseo de Roxas cor. Makati Ave., Bel-Air, Makati City, do hereby certify that, after reasonable inquiry and to the best of my knowledge and belief, the information set forth in this report is true, complete and correct.

This Certification is being issued for any legal purpose it may serve.

March 18, 2026.


MARIA LOURDES P. GATMAYTAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me in the City of Makati, on MAR 18 2026, affiant, Atty. Maria Lourdes P. Gatmaytan, who is personally known to me and to me known to be the same person who executed the foregoing instrument and who exhibited to me her Passport No.  issued at  on  valid until 

Doc. No. 937;
Page No. 89;
Book No. 1;
Series of 2026.




ATTY. JOHN EDRIK R. SERRANO
NOTARY PUBLIC FOR MAKATI
APPT. NO. M-521 UNTIL DEC. 31, 2026
ROLL OF ATTY NO. 81121
MCLE COMPLIANCE NO VIII-0025503/03.31.2025
VALID UNTIL APRIL 14, 2028
IBP NO. 569114; MAKATI; 12.22.2025
PTR NO. 10767279; MAKATI CITY; 01.06.2026
28/F AYALA TRIANGLE GARDENS TOWER 2, MAKATI CITY

ANNEX “A”

**2026 ANNUAL STOCKHOLDERS’ MEETING
OF
BANK OF THE PHILIPPINE ISLANDS
(THE “MEETING”)**

**REQUIREMENTS AND PROCEDURE FOR
ELECTRONIC VOTING IN ABSENTIA
AND
PARTICIPATION BY REMOTE COMMUNICATION**

Electronic voting *in absentia*¹ and participation by remote communication² shall be allowed only through complete registration and successful validation in ConveneAGM (the “Voting System”).

I. ELECTRONIC VOTING IN ABSENTIA

1. Stockholders as of February 27, 2026 (“Stockholders”) have the option to electronically vote *in absentia* on the matters in the Agenda subject to successful registration in the Voting System and validation. Only votes cast by duly registered and validated stockholders would be included in the tally of votes.
2. Stockholders with email addresses on record shall be sent an e-mail with a link to the Voting System. To register in the Voting System, Stockholders shall simply follow the instructions in the Voting System landing page.
3. Stockholders should complete the online registration and submit for validation the requirements listed in Item 5 below. Once the online registration has been completed and validated, access to the digital ballot will be available for the Stockholders to cast their votes.
4. The deadline for registration to vote *in absentia* or via an absentee ballot is April 10, 2026. Stockholders may vote until the end of the meeting. The registration for the Voting System will be opened on March 23, 2026.
5. The following are the requirements for registration:
 - 5.1. For individual Stockholders –
 - 5.1.1 A scanned copy of the Stockholder’s valid government-issued ID showing photo and personal details, preferably with residential address (in JPG or PNG or PDF format). The file size should be no larger than 12MB;
 - 5.1.2. A valid and active email address;

¹ Stockholder participation through the casting of votes in the Bank’s electronic voting platform.

² Stockholder participation solely through the real-time streaming of the 2026 ASM.

5.1.3. Valid and active contact number;

5.2. For Stockholders with joint accounts –

A scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account (in JPG or PNG or PDF format). The file size should be no larger than 12MB;

5.3. For Stockholders under Broker accounts –

5.3.1. A broker's certification on the Stockholder's number of shareholdings (in JPG or PNG or PDF format). The file size should be no larger than 12MB;

5.3.2. A scanned copy of the Stockholder's valid government-issued ID showing photo and personal details, preferably with residential address (in JPG or PNG or PDF format). The file size should be no larger than 12MB;

5.3.3. A valid and active e-mail address;

5.3.4. A valid and active contact number;

5.4. For corporate Stockholders –

5.4.1. A secretary's certificate attesting to the authority of the representative to vote for, and on behalf of the Corporation (in JPG or PNG or PDF format). The file size should be no larger than 12MB;

5.4.2. A scanned copy of the valid government-issued ID of the Stockholder's representative showing photo and personal details, preferably with residential address (in JPG or PNG or PDF format). The file size should be no larger than 12MB;

5.4.3. A valid and active e-mail address of the Stockholder's representative;

5.4.4. A valid and active contact number of the Stockholder's representative.

Important Notes:

- Incomplete or inconsistent information may result in an unsuccessful registration.
- Additional documents may be requested by the Corporation as necessary for validation purposes.

6. The Stockholder's Dashboard in the Voting System will indicate the status of registration.

Once validated, the Stockholder will receive an e-mail confirmation on their successful registration. Registered Stockholders have until the end of the Meeting to cast their votes *in absentia*.

7. All agenda items indicated in the Notice of the Meeting will be set out in the digital absentee ballot in the Voting System and the registered Stockholder may vote as follows:

7.1. For items other than the Election of Directors, the registered Stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the registered Stockholder's shares.

7.2. For the Election of Directors, the registered Stockholder may either: (1) vote for all nominees, (2) not vote for any of the nominees, or (3) vote for some nominees only, in such number of shares as preferred by the Stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected.

7.3. The votes cast electronically *in absentia* will have equal effect as votes cast by proxy. The Proxy and Voting Instruction is considered revoked if the stockholder registers and votes on the Voting System before or during the Annual Stockholders' Meeting of the Corporation on April 20, 2026.

8. The Committee of Inspectors of Proxies and Ballots will tabulate all votes cast electronically *in absentia* together with the votes cast by proxy, and an external auditor will validate the results. The voting results shall be completed and finalized after the meeting.

II. PARTICIPATION BY REMOTE COMMUNICATION

1. Stockholders intending to participate by remote communication should register in the Voting System, or inform the Bank's Office of the Corporate Secretary by email to bpi-asm@bpi.com.ph of his/her intent to participate, on or before 10 April 2026.
2. After successful validation, Stockholders will receive an email from ConveneAGM with instructions to sign up for the Meeting livestream. Stockholders who attended the meeting remotely shall be included for purposes of the determination of quorum, together with the Stockholders who voted *in absentia* and by proxy. Access to the Meeting livestream will be available on the Stockholder's dashboard in the Voting System on the Meeting date.
3. Stockholders may send their questions and/or remarks prior to or during the Meeting by e-mail to bpi-asm@bpi.com.ph. Other channels may be opened to address questions and comments.
4. A link to the recorded webcast of the Meeting will be posted on the Company's website after the Meeting. Stockholders shall have two weeks from posting to raise to the Company any issues, clarifications and concerns on the Meeting conducted by e-mail to bpi-asm@bpi.com.ph.

For any clarifications, please contact our Enterprise Operations through bpi-asm@bpi.com.ph.

ANNEX “B”

ATTENDANCE AT BOARD COMMITTEE MEETINGS IN 2025

Committee	Name	Attendance/ Meetings ¹
Executive Committee	Jaime Augusto Zobel de Ayala	35/40 ⁴
	Cezar P. Consing	32/40 ⁴
	Jose Teodoro K. Limcaoco	36/40 ⁴
	Rene dG. Bañez	37/40 ⁴
	Rizalina G. Mantaring ²	23/30 ⁴
	Aurelio R. Montinola III ³	8/10 ⁴
	Cesar V. Purisima	38/40 ⁴
	Fernando Zobel de Ayala	33/40 ⁴
Audit Committee	Cesar V. Purisima	16/16 ⁵
	Maria Dolores B. Yuvienco ³	6/6
	Restituto C. Cruz ²	10/10 ⁵
	Mario Antonio V. Paner	16/16 ⁵
Risk Management Committee	Rizalina G. Mantaring	13/13 ⁵
	Janet Guat Har Ang	11/13 ⁵
	Cezar P. Consing ³	4/4
	Mario Antonio V. Paner	13/13 ⁵
	Cesar V. Purisima	12/13 ⁵
	Jaime Z. Urquijo ²	7/9 ⁵
Corporate Governance and Sustainability Committee	Emmanuel S. de Dios	4/4
	Rizalina G. Mantaring	4/4
	Jaime Z. Urquijo	4/4
Nomination Committee	Emmanuel S. de Dios ²	1/1
	Cezar P. Consing ³	1/1
	Cesar V. Purisima	2/2
	Jaime Augusto Zobel de Ayala	1/2
Personnel and Compensation Committee	Jaime Augusto Zobel de Ayala	8/9 ⁴
	Cezar P. Consing	8/9 ⁴
	Aurelio R. Montinola III ³	2/3 ⁴
	Mario Antonio V. Paner ²	5/6 ⁴
	Maria Dolores B. Yuvienco ³	3/3 ⁴
	Fernando Zobel de Ayala	5/9 ⁴
	Mariana Beatriz E. Zobel de Ayala ²	6/6 ⁴
Related Party Transactions Committee	Janet Guat Har Ang	12/12
	Rene dG. Bañez	11/12
	Restituto C. Cruz ²	8/8
	Maria Dolores B. Yuvienco ³	4/4
Retirement / Pension Committee	Mario Antonio V. Paner ²	3/3
	Aurelio R. Montinola III ³	1/1
	Rene dG. Bañez	4/4
	Karl Kendrick T. Chua	4/4
	Rizalina G. Mantaring	3/4

¹ For the period of 01 January to 31 December 2025

² Committee member effective 21 April 2025

³ Committee member until 21 April 2025

⁴ Includes Joint Executive Committee and Personnel & Compensation Committee

⁵ Includes Special Joint Audit Committee and Risk Management Committee

ANNEX “C”

JAIME AUGUSTO ZOBEL DE AYALA

Chairman, Non-Executive Director

- BPI Director since March 1990 and last re-elected on April 21, 2025
- BPI Board Committee Membership:
 - Executive Committee (Chairman)
 - Personnel and Compensation Committee (Chairman)
 - Nomination Committee (Member)

Mr. Zobel de Ayala, Filipino, 67, has been a member of the Board of Directors of BPI since March 1990 and Chairman since March 2004. He is currently the Chairman of the Bank's Executive Committee, Personnel and Compensation Committee and a member of the Nomination Committee. Mr. Zobel de Ayala likewise served as the Vice Chairman of the Bank from January 1995 to March 2004. He serves as Director and Chairman of Ayala Corporation, one of the largest business groups in the Philippines, with interests in real estate, banking, telecommunications, power, healthcare, logistics, industrial technologies, water, infrastructure, education, and technology investments. He is likewise the Chairman of AC Energy and Infrastructure Corporation (formerly AC Energy, Inc.) and Asiacom Philippines, Inc.

SKILLS AND EXPERIENCE

Outside the Ayala group, he is a member of various business and socio-civic organizations in the Philippines and abroad. He is a Director of Temasek Holdings (Private) Limited and a member of JP Morgan International Council, JP Morgan Asia Pacific Council, and LeapFrog Investments Global Leadership Council. He sits on various advisory boards of Harvard University, including the Global Advisory Council and Harvard Business School (HBS) Asia-Pacific Advisory Board. He is likewise the Chairman of Singapore Management University's International Advisory Council in the Philippines.

His other positions include Emeritus Member of the Asia Business Council, Director of Endeavor Philippines, Member of the Council for Inclusive Capitalism, Co-Vice Chairman of the Makati Business Club, and Trustee Emeritus of Eisenhower Fellowships. He has been a director of the US-Philippines Society since 2012 and assumed the Co-Chair position in 2024. He was also the Philippine Representative to the Asia Pacific Economic Cooperation Business Advisory Council from 2010-2015, among others.

Mr. Zobel de Ayala was awarded the Presidential Medal of Merit in 2009, the Philippine Legion of Honor with rank of Grand Commander in 2010, and the Order of Mabini with rank of Commander in 2015 by the President of the Philippines. In 2017, he was recognized as a United Nations Sustainable Development Goals Pioneer for his work in sustainable business strategy and operations. The first SDG Pioneer from the Philippines, he was one of 10 individuals recognized for championing sustainability and the pursuit of the 17 SDGs in business.

Mr. Zobel de Ayala graduated with B.A. in Economics (with honors) from Harvard University in 1981. He obtained an MBA from the Harvard Graduate School of Business Administration in 1987 and received an Honorary Doctorate in Management from the Asian Institute of Management in 2024.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Mr. Zobel de Ayala is a director of the following publicly-listed companies: Ayala Corporation, Globe Telecom, Inc., and Ayala Land, Inc.

CEZAR P. CONSING

Vice-Chairman, Non-Executive Director

- BPI Director since February 1995 and last re-elected on April 21, 2025
- BPI Board Committee Membership:
 - Executive Committee (Vice-Chairman)
 - Personnel and Compensation Committee (Member)

Mr. Consing, Filipino, 66 years old, has been a director of the Bank since February 1995. He is currently the Vice-Chairman of the Bank's Board and Executive Committee and member of the Personnel and Compensation Committee.

Mr. Consing is the President & CEO of Ayala Corporation, a position he has held since 2022. He is Chairman of ACEN Corporation, and Vice Chairman of Ayala Land Inc. and Globe Telecom. He is also the Chairman or Vice Chairman of many of the Ayala Group's unlisted companies. Mr. Consing is likewise Chairman of the Philippine Dealing and Exchange Corporation. He is a non-executive director of the Private Infrastructure Development Group, an infrastructure development and finance organization owned by the governments of Australia, Germany, the Netherlands, Norway, Sweden, Switzerland and the United Kingdom. He is a member of the Trilateral Commission, and a member of the boards of trustees of the Philippine-American Educational (Fulbright) Foundation, the Philippines – Japan Economic Cooperation Committee, De La Salle University, and the Manila Golf Club Foundation.

SKILLS AND EXPERIENCE

Mr. Consing served as President & CEO of Bank of the Philippine Islands from 2013-2021. He was a Partner & Co-Head for Asia of the Rohatyn Group, a global alternative asset manager with a focus on the emerging markets from 2004-2013. He was also an investment banker with J.P. Morgan & Co. from 1985-2004. For 7 years, Mr. Consing was the Head or Co-Head of Investment Banking for Asia Pacific and President of J.P. Morgan Securities Asia. He worked for Bank of the Philippine Islands from 1981-1985.

Mr. Consing has previously served as Chairman of Philippine Dealing System Holdings and the College of St. Benilde, Chairman and President of the Bankers Association of the Philippines, President of Bancnet, and Chairman of the National Reinsurance Corporation. He was an independent director of Jollibee Foods Corporation, CIMB Group Holdings Berhad, and First Gen Corporation. Mr. Consing has previously served as a board director of the Asian Youth Orchestra, US-Philippines Society, Endeavor Philippines, and International Care Ministries, among others.

Mr. Consing received an A.B. Economics degree, Magna Cum Laude, from De La Salle University, Manila, in 1979. He obtained an M.A. in Applied Economics from the University of Michigan, Ann Arbor, in 1980.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Mr. Consing is a director of the following publicly-listed companies: Ayala Corporation, Globe Telecom, Inc., Ayala Land, Inc., and ACEN Corporation.

JOSE TEODORO K. LIMCAOCO

President and CEO, Executive Director

- BPI Director since February 2019 and last re-elected on April 21, 2025
- BPI Committee Membership:
 - Credit Committee (Chairman)
 - Executive Committee (Member)

Mr. Limcaoco, Filipino, 64 years old, has been a BPI Director since February 2019 and was appointed as President and Chief Executive Officer of BPI in April 2021. He serves as Chairman of the Board in the following entities: BPI Wealth – A Trust Corporation, Bank of the Philippine Islands (Europe) Plc., BPI Capital Corporation, ALFM Money Market Fund, Inc., ALFM Peso Bond Fund, Inc., ALFM Dollar Bond Fund, Inc., ALFM Euro Bond Fund, Inc., ALFM Growth Fund, Inc., Philippine Stock Index Fund Corporation, ALFM Global Multi-Asset Income Fund, Inc., ALFM Real Estate Income Fund, Inc., BPI/MS Insurance Corporation, and BPI Wealth Singapore Pte Ltd. He is likewise the Vice Chairman of BPI Century Tokyo Lease & Finance Corporation and BPI Tokyo Century Rental Corporation. Furthermore, he serves as the President and Vice Chairman of The Bank of the Philippine Islands Foundation, Inc., and Director of BPI AIA Life Assurance Corporation and Global Payments Asia-Pacific Philippines Incorporated.

SKILLS AND EXPERIENCE

Outside of the BPI group, he is Chairman of Philippine Payments Management Inc., and Director of AC Mobility Holdings, Incorporated. He was President of the Bankers Association of the Philippines from March 2023 to March 2026. He is also the Treasurer and Director of Just for Kids, Inc., a homegrown business of his family.

From 2015 to 2021, he was a Senior Managing Director and the Chief Finance Officer of Ayala Corporation. He previously served as a Board Director of Globe Telecom, Inc., Integrated Micro-Electronics, Inc., and SSI Group, Inc. He also served as a director of several Ayala Group companies including those involved in healthcare, infrastructure, education, energy, and industrial technologies.

Previously, he served as President of BPI Family Savings Bank from 2010-2015 and BPI Capital Corporation from 2007-2010. He was also Director of Ayala Life Assurance, Inc. in 2009, Director / Chairman of Ayala Plans, Inc. in 2010-2015, Director of Globe Fintech Innovations, Inc. in 2017-2022, and Director of AC Energy International Inc. in 2019-2022. He also worked at BPI from 1989 to 1992 as Senior Manager and at BPI Capital Corporation from 1995 to 1997 as Vice President / Treasurer.

Mr. Limcaoco joined Ayala Corporation as Assistant Treasurer in 1998. His responsibilities prior to his secondment to BPI in 2007 included serving as Trustee and Treasurer of Ayala Foundation, Inc., President of myAyala.com, Inc., and Treasurer of Azalea Technology Investments, Inc. from 2001-2006. He was named as the ING-Finex CFO of the Year in 2018, and held prior positions with JP Morgan & Co. and with BZW Securities Philippines, Inc.

He graduated from Stanford University with a BS Mathematical Sciences (Honors Program) degree in 1984 and from the Wharton School of the University of Pennsylvania with an MBA (Finance and Investment Management) in 1988.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Mr. Limcaoco is not a director of any other publicly-listed company.

JANET GUAT HAR ANG

Independent Director

- BPI Independent Director since May 2021 and last re-elected on April 21, 2025
- BPI Board Committee Membership:
 - Related Party Transactions Committee (Chairman)
 - Risk Management Committee (Member)
 - IT Steering Committee (Board Representative)

Ms. Ang, Singaporean, 66 years old, was elected as an Independent Director of BPI in May 2021. She is the Chairman of the Bank's Related Party Transactions Committee, member of the Bank's Risk Management Committee, and one of the Bank's Board Representatives in the IT Steering Committee. Ms. Ang also serves as an Independent Director of BPI Wealth Singapore Pte Ltd.

Ms. Ang is currently the Chairperson of National University of Singapore-Institute of Systems Science (NUS-ISS), Singapore Polytechnic, Public Transport Council, and Singapore Business Federation Foundation.

Ms. Ang is a Senior Advisor of the RGE Group and an Independent Director of various entities such as SISTIC Pte Ltd, Pte Ltd, Tanoto Foundation, the Philanthropy Asia Alliance Ltd., and the Swire Shipping Group Pte Ltd. She is a Fellow of the Singapore Computer Society, Singapore Institute of Directors, and a member and past president of the International Women's Forum (Singapore). She is Singapore's Non-Resident Ambassador to the Holy See and a former Nominated Member of the Parliament of Singapore (2021-2023).

SKILLS AND EXPERIENCE

Ms. Ang had a thirty-seven-year career in the information technology industry and had lived and worked in Japan and China over a span of eleven years. She was a Managing Director of IBM Singapore from 2001 to 2003 and again from 2011-2015. Her last executive role was as IBM Vice President, Head of Industry Solutions of IBM Asia Pacific. She was also an Independent Director of SPH Ltd from 2014-2022 and Chairperson of the Board of Trustees of Caritas Singapore Agape Fund from 2019-2022.

Ms. Ang was a recipient of Singapore's National Day Awards - The Public Service Star in 2025 and The Public Service Medal in 2019. She was also awarded NUS Outstanding Service Award in 2021, the Singapore Computer Society IT Leaders Award – Hall of Fame in 2018, the NUS Distinguished Alumni Service Award in 2015 and the NUS Business School Eminent Alumni Award in 2014.

Ms. Ang graduated with a Bachelor's degree in Business Administration (with Honours) from the National University of Singapore. She has also completed the INSEAD International Directors Program.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Ms. Ang is not a director of any other publicly-listed company.

RENÉ DG. BAÑEZ

Non-Executive Director

- BPI Director since August 2021 and last re-elected on April 21, 2025
- BPI Board Committee Membership:
 - Executive Committee (Member)
 - Related Party Transactions Committee (Member)
 - Retirement/Pension Committee (Member)

Mr. Bañez, Filipino, 70 years old, was elected as director of BPI in August 2021. He is a member of the Bank's Executive, Related Party Transactions, and Retirement/Pension Committees. Mr. Bañez also serves as a Board Director of BPI Asset Management and Trust Corporation (also known as BPI Wealth, A Trust Corporation) and BPI Capital Corporation.

SKILLS AND EXPERIENCE

In the private sector, Mr. Bañez held several senior-level positions in PLDT until his retirement in 2016. He was Senior Vice President and Head of the Supply Chain, Asset Protection and Management Group from 2008 to 2016; Senior Vice President and Chief Governance Officer from 2004 to 2007; Corporate Governance Advisor from 2003 to 2004; Senior Vice President, Support Services and Tax Management from 2000 to 2001; and First Vice President, Support Services and Tax Management from 1998 to 2000. Prior to joining PLDT, he was Group Tax Director of Metro Pacific Investment Corporation until 1998.

Mr. Bañez served as the Commissioner of the Bureau of Internal Revenue (BIR) from February 2001 to August 2002 and as Deputy Commissioner from June 1993 to November 1995. Before his appointment to the BIR in 1993, he spent more than 11 years at accounting firm Isla Lipana & Co./PwC (formerly Joaquin Cunanan & Co.), starting as a Tax Consultant in 1982 until he became Tax Principal (Partner) from 1990 to 1993.

Currently, he is a member of the Finance Board of the Archdiocese of Manila, Diocese of Pasig, and Commission on the Social Apostolate of the Philippine Province Society of Jesus. He also serves as a Trustee of Mirador Jesuit Villa & Retreat House Corporation, Loyola School of Theology Corporation, and Blessed Peter Faber Spirituality Center Inc. He is likewise a Director of MIB Capital Corporation, Catholic Travel Inc., Unitas Asia Corp. (a subsidiary of Radio Veritas Asia), Board Advisor of LH Paragon, Inc. and Chairman of Multinational Foundation, Inc.

Mr. Bañez earned his Bachelor of Arts degree in 1976 and his Bachelor of Laws degree in 1981, both from the Ateneo de Manila University.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Mr. Bañez is not a director of any other publicly-listed company.

KARL KENDRICK T. CHUA

Non-Executive Director

- BPI Director since April 2023 and last re-elected on April 21, 2025
- BPI Board Committee Membership:
 - Retirement/Pension Committee (Member)

Mr. Chua, Filipino, 47, was elected as director of BPI in April 2023. He is a member of the Bank's Retirement/Pension Committee. He also serves as a Board Director of BPI Direct BanKo, Inc., A Savings Bank and is currently the Managing Director for Data Science and Artificial Intelligence in Ayala Corporation. He is also a Director of AC Industrials Technology Holdings, Inc., AC Infrastructure Holdings, Corp., Brave Connective Holdings Inc., and an Independent Director of D&L Industries, Inc. and LH Paragon, Inc. Mr. Chua is likewise a Board Adviser for various LH Paragon Businesses. He previously served as a Director of Manila Water Company, Inc. and AC Ventures.

SKILLS AND EXPERIENCE

Mr. Chua was a former Secretary of the National Economic and Development Authority (NEDA) and Undersecretary for Strategy, Economics, and Results at the Department of Finance (DOF), Republic of the Philippines. He has extensive experience in the areas of analytics, economic and fiscal policy, statistical development, national identification, labor and social protection policy, poverty analysis, and digital transformation, among others.

He was also an adviser for the World Bank's World Development Report and a member of the Selection Committee of the Asian Development Bank and International Economic Association Innovative Policy Research Award.

Mr. Chua was a senior official in the Government of the Philippines for six years from 2016 to 2022. As Secretary of Socioeconomic Planning and Chief Economist of the country, he provided strategic leadership on economic policy during the Covid-19 pandemic and the further liberalization of key sectors of the economy. As chair, he also oversaw the implementation of the national ID program and the national innovation strategy.

As Undersecretary in the DOF, he led the technical team in the passage of the Comprehensive Tax Reform Program covering income, consumption, transaction, and wealth taxes, and the passage of the Rice Tariffication Law, among other reforms in the government's 10-Point Socioeconomic Agenda.

Mr. Chua graduated from the Ateneo De Manila University in 2000 with a degree in B.S. Management Engineering. He earned his M.A. Economics (2003) and Ph.D Economics (2011) from the University of the Philippines, and recently studied data science at the Asian Institute of Management. In 2018, he was awarded as one of the Ten Outstanding Young Men of the Philippines (TOYM) for economic development.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Mr. Chua is a director of the publicly-listed company, D&L Industries, Inc.

WILFRED T. CO

Non-Executive Director

- BPI Director since April 2024 and last re-elected on April 21, 2025

Mr. Co, Filipino, 61 years old, was elected as director of BPI in April 2024. Outside BPI, he is the President of Coherco Securities, Inc. and Herco Trading, Inc. Mr. Co is also the Chairman of the following companies: Robinsons Handyman, Inc., Robinsons True Serve Hardware Philippines Inc., Robinsons Daiso, and Federal Chemicals, Inc. From 2013 to 2015, Mr. Co served as an advisory board member of Robinsons Bank.

SKILLS AND EXPERIENCE

He graduated cum laude with a Bachelor of Science in Electrical Engineering degree from the University of the Philippines in 1986 and obtained his Master of Science in Electrical Engineering degree from the University of Southern California in 1989. He previously worked in the Failure Analysis Labs of IBM in Poughkeepsie and East Fishkill, New York and taught in the UP Department of Electrical Engineering. Mr. Co is also an Honorary Chairman of the Anvil Business Club.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Mr. Co is not a director of any other publicly-listed company.

RESTITUTO C. CRUZ

Independent Director

- BPI Independent Director since April 21, 2025
- BPI Board Committee Membership:
 - Audit Committee (Member)
 - Related Party Transactions Committee (Member)

Mr. Cruz, Filipino, 69 years old, was elected as Independent Director of BPI in April 2025. He is a member of the Bank's Audit and Related Party Transactions Committee. Outside BPI, he has been an Independent Director of Guagua Rural Bank, Inc. since January 2024.

SKILLS AND EXPERIENCE

Mr. Cruz worked for 43 years with the Bangko Sentral ng Pilipinas (BSP) under various capacities until his retirement in 2022. He previously served as an Independent Director of Philippine Payments Management, Inc. He also held the following positions in the BSP throughout his decorated career: Assistant Governor from 2017-2022, Managing Director from 2014-2017, Director from 2009-2014, Deputy Director from 2006-2009, and various officer positions from 1979-2006. Prior to working with the BSP, he was a Staff Auditor at SGV & Co., CPAs from 1977-1979.

Mr. Cruz is a Certified Public Accountant. He obtained his Bachelor of Science in Business Administration and Accounting from the University of the East in 1977, and his Master's Degree in Business Administration from the Ateneo Graduate School of Business in 1996.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Mr. Cruz is not a director of any other publicly-listed company.

EMMANUEL S. DE DIOS

Independent Director

- BPI Independent Director since April 2022 and last re-elected on April 21, 2025
- BPI Board Committee Membership:
 - Corporate Governance and Sustainability Committee (Chairman)
 - Nomination Committee (Chairman)

Mr. de Dios, Filipino, 71 years old, was elected as Independent Director of BPI in April 2022 and is the Chairman of the Bank's Corporate Governance and Sustainability Committee and Nomination Committee. Mr. de Dios is currently a Professor Emeritus at the University of the Philippines School of Economics, where he has been a professor since 1980 until his retirement in 2019.

SKILLS AND EXPERIENCE

Mr. de Dios is currently a Trustee and the Chairman of Pulse Asia Research, Inc., an Independent Director of Rockwell Land Corporation, ABS-CBN Corporation, and ABS-CBN Holdings Corporation. He is also a Trustee of Assisi Development Foundation, Inc. and Peace and Equity Foundation, Inc. He served as the Dean of the University of the Philippines School of Economics from 2007 to 2010.

Mr. de Dios received his AB Economics degree from the Ateneo de Manila University (cum laude) in 1978 and his M.A. and Ph.D. in Economics from the University of the Philippines in 1987. He pursued post-doctoral studies at the Universität Konstanz in Germany from 1987 to 1988 and is the author or editor of various books, monographs, articles and reviews in economics.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Mr. de Dios is an independent director of the following publicly-listed companies: Rockwell Land Corporation, ABS-CBN Corporation, and ABS-CBN Holdings Corporation.

RIZALINA G. MANTARING

Lead Independent Director

- BPI Independent Director since April 2023 and last re-elected on April 21, 2025
- BPI Board Committee Membership:
 - Risk Management Committee (Chairman)
 - Executive Committee (Member)
 - Corporate Governance and Sustainability Committee (Member)
 - Retirement/Pension Committee (Member)
 - IT Steering Committee (Board Representative)

Ms. Mantaring, Filipino, 66, was elected as director of BPI in April 2023. She is a member of the Bank's Executive Committee, Corporate Governance and Sustainability Committee, Retirement/Pension Committee, and Chairman of the Risk Management Committee. Moreover, she is one of the Bank's Board Representatives in the IT Steering Committee. She also serves as a Board Director of BPI Asset Management and Trust Corporation (also known as BPI Wealth, A Trust Corporation).

SKILLS AND EXPERIENCE

Outside the BPI Group, Ms. Mantaring is an Independent Director of Ayala Corporation, Universal Robina Corporation, PHINMA Corporation, Maxicare Healthcare Corporation, GoTYME Bank and East Asia Computer Center Inc. She also serves as a Director of Sun Life Grepa Financial Inc., Trustee of the Makati Business Club and Philippine Business for Education, and a Fellow of the Foundation for Economic Freedom.

Ms. Mantaring was CEO & Country Head of Sun Life Financial Philippines from 2009 – 2018. She was also Chief Operations Officer of Sun Life Financial Asia and was responsible for IT & Operations across the region from 2008-2009.

Ms. Mantaring was recognized by prestigious award-giving bodies, among which were the Asia Talent Management award at CNBC's 2017 Asia Business Leader Awards, the 2018 Executive Champion of the Year from the Asia Insurance Review and the Asia Pacific Entrepreneurship Award (Financial Services, Philippines) in 2016. In 2010, during the 100th anniversary of the UP College of Engineering, she was named one of the college's 100 Most Outstanding Alumni of the Past Century. In 2019, she received the PAX award - the highest award conferred by St. Scholastica's College on an outstanding alumna.

A graduate of the University of the Philippines with a B.S. Electrical Engineering degree (cum laude), Ms. Mantaring has an M.S. Computer Science from The State University of New York at Albany and is a Fellow of the Life Management Institute (with distinction).

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Ms. Mantaring is a director of the following publicly-listed companies: Ayala Corporation, PHINMA Corporation, and Universal Robina Corporation.

MARIO ANTONIO V. PANER

Independent Director

- BPI Independent Director since April 2024 and last re-elected on April 21, 2025
- BPI Board Committee Membership:
 - Retirement/Pension Committee (Chairman)
 - Risk Management Committee (Member)
 - Audit Committee (Member)
 - Personnel and Compensation Committee (Member)

Mr. Paner, Filipino, 67 years old, was elected as Independent Director of BPI in April 2024. He is currently a member of the Bank's Risk Management Committee, Audit Committee, Personnel and Compensation Committee, and Chairman of the Retirement/Pension Committee. Mr. Paner is also an Independent Director of ENEX Energy Corp. since April 2021. He was likewise an Independent Director of ACEN Corporation from April 2020 to April 2021 and ALFM Funds from January 2022 to March 2024.

Mr. Paner was formerly the Chairman of BPI's Asset & Liability Committee and was a member of the Management Committee and Asset Management Investment Council. Mr. Paner also served as a Director of BPI Europe Plc, Santiago Land, Citytrust Finance Corp., Citytrust Insurance Brokers, Citytrust Investment Phils., Citytrust Securities Corp., and Citytrust Realty Corporation. He was Treasurer and Trustee of Kaisahang Buhay foundation, a child and family welfare organization promoting support for unwed mothers, orphan care and adoption from 2015 to 2020. He likewise served as President of the Money Market Association of the Philippines (MART) in 1998 and was the Vice Chairman of the Bankers Association of the Philippines' (BAP) Open Market Committee until 2019. Mr. Paner was a faculty member of the BAP-ATENEO School of Banking until 2019.

SKILLS AND EXPERIENCE

After working with Ayala Investments and Development Corporation (1979-1981) and Family Savings Bank (1981-1985), Mr. Paner joined BPI in 1985 when the Bank acquired Family Bank & Trust Company, Inc. Later, in 1989, he became part of Citytrust, the consumer banking arm of Citibank in the Philippines, which BPI also acquired in 1996. He served as the Treasurer and Head of BPI's Global Markets Segment, where he was responsible for managing the Bank's interest rate and liquidity gaps, as well as its fixed income and currency market-making, trading, and distribution activities both in the Philippines and abroad, until his retirement in 2019. Prior to this, he was responsible for other businesses of the bank which included Risk Taking, Portfolio Management, Money Management, Asset Management, Remittance, Overseas Banking and Private Banking.

Mr. Paner obtained an A.B. Economics degree from Ateneo de Manila University in 1979 and completed various courses in Business and Finance, including Strategic Financial Management in 2006 and the Advanced Management Program in 2009, both at the Harvard Business School in Boston.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Mr. Paner is a director of ENEX Energy Corp., a publicly-listed company.

CESAR V. PURISIMA

Independent Director

- BPI Independent Director since January 2021 and last re-elected on April 21, 2025
- BPI Board Committee Membership:
 - Audit Committee (Chairman)
 - Executive Committee (Member)
 - Risk Management Committee (Member)
 - Nomination Committee (Member)

Mr. Purisima, Filipino, 66 years old, was elected as Independent Director of BPI in January 2021. He is the chairman of the Bank's Audit Committee, and member of the Executive, Risk Management and Nomination Committees. He also serves as an Independent Director of BPI Capital Corporation.

Outside the BPI Group, Mr. Purisima currently serves as an Independent Director of Ayala Land, Inc., Universal Robina Corporation, Jollibee Foods Corporation and Unistar Credit & Finance Corporation. He is also a founding partner of Ikhlas Capital Singapore Pte. Ltd., a pan-ASEAN private equity platform. He is an Independent Director of AIA Group Limited, a member of the Global Advisory Council of Sumitomo Mitsui Banking Corporation, a member of Singapore Management University's International Advisory Council in the Philippines, and member of the Board of Advisors of ABS-CBN Corporation. He is also a member of the Board of Trustees of the International School of Manila and an Asia Fellow at the Milken Institute, a global, non-profit, non-partisan think tank. In addition, he is a member of the Bloomberg Task Force on Fiscal Policy for Health since 2023.

SKILLS AND EXPERIENCE

Mr. Purisima served in the government of the Philippines as Secretary of Finance and Chair of Economic Development Cluster of the President's Cabinet from July 2010 to June 2016 and as Secretary of Trade and Industry from January 2004 to February 2005. He also previously served on the board of several government institutions, including as a member of the Monetary Board of the Bangko Sentral ng Pilipinas (BSP), Governor of the Asian Development Bank and World Bank for the Philippines, Alternate Governor of the International Monetary Fund for the Philippines, and Chairman of Land Bank of the Philippines. Under his leadership, the Philippines received its first investment-grade ratings. He was named Finance Minister of the Year seven times in six consecutive years by several publications, a first for the Philippines. Prior to serving the government, Mr. Purisima was the Chairman & Country Managing Partner of the Philippines' largest professional services firm, SGV & Co.

He was a recipient of Centenary Award of Excellence by the Professional Regulatory Board of Accountancy on the 100th year of the Philippine accounting profession in 2023. He was conferred the Chevalier dans l'Ordre national de la Legion d'Honneur (Knight of the National Order of the Legion of Honour) by the President of the French Republic in 2017, the Order of Lakandula, Rank of Grand Cross (Bayani) by the President of the Philippines in 2016, and the Chevalier de l'Ordre national du Merite (Knight of the National Order of Merit) by the President of the French Republic in 2001. He was also conferred the Marist of Champagnat Award by the Marist School in 2025.

Mr. Purisima is a certified public accountant and has extensive experience in public accounting both in the Philippines and abroad. Mr. Purisima obtained his Bachelor of Science in Commerce (Majors in Accounting & Management of Financial Institutions) degree from De La Salle University (Manila) in 1979, Master of Management degree from J.L. Kellogg Graduate School of Management, Northwestern University in 1983 and Doctor of Humanities honoris causa degree from Angeles University Foundation (Philippines) in 2012. Mr. Purisima completed the Harvard Business School's CEO Harvard Presidents' Seminars in 2023 and 2024.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Mr. Purisima is a director of the following publicly-listed companies: Ayala Land, Inc., Universal Robina Corporation, and Jollibee Foods Corporation.

JAIME Z. URQUIJO

Non-Executive Director

- BPI Director since September 2022 and last re-elected on April 21, 2025 (3 years)
- BPI Board Committee Membership:
 - Corporate Governance and Sustainability Committee (Member)
 - Risk Management Committee (Member)

Mr. Urquijo, Filipino, 37 years old, was elected as director of BPI in September 2022. Mr. Urquijo is a member of the Bank's Corporate Governance and Sustainability Committee and Risk Management Committee. He serves as a Director of ACEN Corporation, AC Industrial Technology Holdings, Inc., AC Infrastructure Holdings Corporation, ACEN International, Inc., AC Energy and Infrastructure Corporation, and Integrated Micro-Electronics, Inc., and Chairman of Klima 1.5 Corp. He is also Vice-Chairman of the Board of Trustees of Ayala Foundation and an Independent Advisor to the Board of Directors of Ayala Land, Inc.

Currently, he is an Executive Director and the Chief Sustainability Officer and Chief Risk Officer (CSRO) of Ayala Corporation. He was previously Vice President for Business Development at Ayala Corporation's listed energy platform, ACEN Corporation. During his tenure at ACEN, Mr. Urquijo led initiatives to expand the group's asset portfolio in the Philippines, Vietnam, Myanmar, and Indonesia. As country manager for Indonesia, he established ACEN's office in Jakarta. These initiatives resulted in 500MW of operating wind and solar assets in Vietnam and over 2GW of pipeline projects for ACEN across the region. He continues to be a member of the Board of Directors of several foreign affiliates of ACEN Corporation.

SKILLS AND EXPERIENCE

Mr. Urquijo served as director of BPI AIA Life Assurance Corporation (formerly BPI-Philam Life Assurance Corporation) from 2021 to 2022, and held a key manager position in the Corporate Strategy and Business Development Group of Ayala Corporation from 2016 to 2020. He was a founding member and Head of Business Development of AF Payments, Inc. from 2014 to 2016, a joint venture between Ayala Corporation and the Metro Pacific group which won a Public Private Partnership (PPP) concession to replace the ticketing system of the LRT and MRT of Metro Manila with a unified contactless ticketing system, called the Beep Card. The Beep Card was the first interoperable transport card in the Philippines. He started his career at J.P. Morgan in New York in 2010 where he served as an analyst and associate until 2013.

Mr. Urquijo is a Trustee of the Asian Institute of Management, Hero Foundation, and World Wide Fund for Nature (WWF) Philippines. He also serves as Director of the European Chamber of Commerce of the Philippines.

Mr. Urquijo graduated with a degree in Political Science from the University of Notre Dame in 2010 and received his M.B.A. from INSEAD in 2018.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Mr. Urquijo is a director of the following publicly-listed companies: Integrated Microelectronics Inc. and ACEN Corporation.

FERNANDO ZOBEL DE AYALA

Non-Executive Director

- BPI Director since September 2023 and last re-elected on April 21, 2025
- BPI Board Committee Membership:
 - Executive Committee (Member)
 - Personnel and Compensation Committee (Member)

Mr. Zobel de Ayala, Filipino, 66 years old, has been a member of the board of directors of BPI since September 2023. He also serves as a member of the Bank's Executive Committee and Personnel and Compensation Committee.

Mr. Zobel de Ayala is the Vice Chairman and Director of Ayala Corporation. He likewise serves as a Director of Ayala Land, Inc., and an Independent Director of Shell Pilipinas Corporation (formerly Pilipinas Shell Petroleum Corporation), all of which are publicly-listed companies. He is the Chairman of the Board of Alabang Commercial Corporation, Accendo Commercial Corp., Hero Foundation, Inc., Ayala Foundation, Inc., and AC Healthcare Holdings, Inc. He is likewise the Vice Chairman of Fort Bonifacio Development Corporation, Bonifacio Land Corporation, Emerging City Holdings, Inc., Columbus Holdings, Inc., Berkshire Holdings, Inc., AC Ventures Holdings Corp., and Bonifacio Art Foundation, Inc. He was formerly a director of AG Holdings Ltd., The Manila Peninsula, and Georgetown University.

SKILLS AND EXPERIENCE

Mr. Zobel de Ayala is a member of several organizations including the Hispanic Society Museum & Library International Advisory Council, Chief Executives Organization, Young Presidents Organization, Habitat for Humanity International's Asia Pacific Development Council, Tate Museum London, Asia Philanthropy Circle, and The Metropolitan Museum International Council. In addition, he is a Trustee of Caritas Manila, Pilipinas Shell Foundation, and Asia Society.

He holds a liberal arts degree from Harvard College and a Certificate of International Management from INSEAD, France.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Mr. Zobel de Ayala is a director of the following publicly-listed companies: Ayala Corporation, Ayala Land, Inc., and Shell Pilipinas Corporation.

MARIANA BEATRIZ E. ZOBEL DE AYALA

Non-Executive Director

- BPI Director since April 2025
- BPI Board Committee Membership:
 - Personnel and Compensation Committee (Member)

Ms. Zobel de Ayala, Filipino, 37 years old, has been a member of the board of directors of BPI since April 2025. She also serves as a member of the Bank's Personnel and Compensation Committee. She is a Managing Director of Ayala Corporation and concurrently a Senior Vice President of Ayala Land, where she oversees the Leasing and Hospitality Group, including Ayala Malls, Ayala Land Offices, Ayala Land Hospitality, and Ayala Land Leisure Estates.

SKILLS AND EXPERIENCE

Ms. Zobel de Ayala is a board director of Ayala Land where she is a member of its Executive, Risk Oversight, and Sustainability Committees. Additionally, she is a Board Director of Ayala Land's listed REIT subsidiary, AREIT.

In her role as Senior Vice President of Ayala Land, she sits in the following positions: the Chairman and President of Ayalaland Malls, Inc. (formerly: ALI Commercial Center, Inc.); Vice Chairman of ALI Eton Property Development Corporation; Chairman and Director of Ayalaland Offices, Inc., Chairman of Ayalaland Hotels and Resorts Corp., and Director of Fort Bonifacio Development Corporation, Bonifacio Land Corporation, Columbus Holdings, Inc., Berkshires Holdings, Inc., Emerging City Holdings, Inc., Altaraza Development Corporation, Ortigas Land Corporation, AKL Properties, and Makati Central Estate Association (MACEA). She also serves as Chairman and Director of Chirica Resorts Corporation, Ten Knots Development Corporation, Lio Resort Ventures Inc., Pangulasian Island Resort Corp., Ten Knots Phils., Inc., Swift Aerodrome Services, Inc., and ALI Capital Corp.; President & Director of Station Square East Commercial Corporation; and Director of Cagayan de Oro Gateway Corp., Accendo Commercial Corp., and Cebu District Property Enterprise Inc.

As Managing Director of Ayala Corporation, Mariana also serves on the Group Management Committee of Ayala Corporation and as a Board Director for A&CO Holdings Corporation, ACX Holdings Corporation, and ANKO JV Company, Inc.

Ms. Zobel de Ayala previously worked for the Bank of the Philippine Islands (BPI) as a Senior Vice President, leading the development of its marketing and digital platforms for its Consumer Bank. Before this position, she served as the Deputy Head of Ayala Malls and previously worked in project development across Ayala Land. She started working at the Ayala Group as a corporate strategy and business development associate at Ayala Corporation.

Ms. Zobel de Ayala began her career at J.P. Morgan in New York. She obtained her BA in Social Studies (Philosophy, Politics, and Economics) from Harvard College and MBA from INSEAD.

DIRECTORSHIP IN COMPANIES LISTED IN THE PHILIPPINE STOCK EXCHANGE

Other than BPI, Ms. Zobel de Ayala is a director of the following publicly-listed companies: AREIT, Inc. and Ayala Land, Inc.

THE KEY EXECUTIVE OFFICERS OF BPI AS OF JANUARY 31, 2026

JOSE TEODORO K. LIMCAOCO

President & Chief Executive Officer

MARIA VIRGINIA O. EALA

Executive Vice President

Ms. Eala, Filipino, 58 years old, is the Chief Human Resources Officer of the Bank of the Philippine Islands (BPI). Since joining in 2019, she has led transformative HR initiatives that strengthened BPI's culture and employee experience.

SKILLS AND EXPERIENCE

Under her leadership, BPI has been recognized as one of the Best Companies to Work for in Asia (2021), a Top Employer of the Year Finalist at the 2024 Asia CEO Awards, Company of the Year (Large Financials) at the 2025 International Business Awards, and certified as a Great Place to Work.

Gina was also honored with the Gold Stevie Awards for HR Executive of the Year and Most Innovative HR Executive of the Year for her role in driving BPI's cultural and digital HR transformation anchored on the BPI's NICE values, holistic wellness, digital HR innovation, and human-centered leadership.

Before BPI, she served as Regional VP for HR at CEMEX for 15 years, leading teams across Asia, the Middle East, and Africa. She holds degrees in Law and Psychology from UP Diliman and a Master of Laws from the University of Michigan.

DINO R. GASMEN

Executive Vice President, Treasurer

Filipino, 59 years old, Mr. Gasmen is the Bank's Treasurer and Head of Global Markets. He is responsible for optimizing the Bank's financial resources through management of interest rate and liquidity gaps, as well as its fixed income and currency market-making, trading, and distribution. He serves as the Chairman of BPI's Asset & Liability Committee and a Director of BPI (Europe) PLC. He is also a Member of the Asset & Liability Committee of BPI Wealth Hong Kong.

Mr. Gasmen is the Head of the Interest-Rate Sub Committee of the Bankers Association of the Philippines Open Market Committee. He is also a Member of the Finance Committee of the Ayala Multi-Purpose Cooperative.

SKILLS AND EXPERIENCE

Prior to joining BPI in 2014, Mr. Gasmen spent seventeen (17) years at HSBC Global Markets covering various roles, such as head of the Rates Trading Business in the Philippines, Indonesia, Vietnam, and Sri Lanka, as well as Balance Sheet Management for HSBC Philippines. He also worked in HSBC Bank PLC in the United Kingdom as Asian Product Manager where he helped local sales teams in the distribution of Asian markets products.

In BPI, Mr. Gasmen has been at the helm of various divisions in Global Markets. He was the Head of Asset & Liability Management (ALM) in 2014. In this role, he was responsible for ensuring multicurrency liquidity and optimizing portfolio investments. Mr. Gasmen also served as the Head of the Treasury Trading Division from 2015 until 2018, leading the Foreign Exchange (FX) Trading, Foreign and Local Fixed Income Trading, and Derivatives Trading Desks. In 2018, he reassumed the role of Head of ALM until his assignment as the Bank's Treasurer in 2020.

Mr. Gasmen has also served as the President of the Money Market Association of the Philippines (MART) in 2006, and ACI Financial Markets Association Philippines in 2018.

Mr. Gasmen holds a Bachelor's degree in Electrical Engineering and a Master's Degree in Business Administration from the University of the Philippines Diliman.

MARIA CRISTINA L. GO
Executive Vice President

Filipino, 56 years old, Ms. Go leads the Consumer Banking Segment, serving over 18 million clients and overseeing more than 820 branches nationwide. She is responsible for managing retail digital platforms, core retail products—including deposits, auto loans, housing loans, motorcycle loans, as well as life and non-life bancassurance—and all related support services. Ms. Go has consistently championed a client-first “phygital” transformation strategy, emphasizing the delivery of a seamless omni-channel experience for the Bank’s diverse markets. This approach leverages BPI’s extensive physical presence to provide trusted advice through its team of over 11,000 expert banking professionals, complemented by best-in-class digital capabilities that enhance convenience and accessibility for clients.

Under Ms. Go’s leadership, 107 branches have been converted to the phygital format, redefining the in-branch customer experience and integrating digital education. A key aspect of this transformation is the shift of branch roles from transaction centers to advisory hubs, supported by ongoing manpower development. The Bank’s mobile app and online platforms continue to introduce innovations, such as an improved user interface for fund transfers and payments, the addition of over 600 new billers, buy-and-sell functionality for US dollars, cardless withdrawals at retail partner stores, expanded reach for mobile check deposits, virtual privilege cards, and more. The BPI app has received high ratings on both the App Store and Google Play Store. The Bank’s digital transformation has accelerated across all channels, with robust adoption of Salesforce, Talkdesk, and the GenAI-enabled BPI Express Assist Intelligence (BEAi), all supported by streamlined processes and continuous upskilling of personnel. These initiatives have strengthened customer engagement and enhanced productivity.

The Bank’s retail loan products—including housing, auto, and motorcycle loans—have achieved significant market share growth through data-driven lending programs that have simplified application processes and reduced turnaround times. New products in both life and non-life insurance, such as BPI AIA’s Prime USD life insurance and BPI MS’s Kaya Care, Safe Sakay, and Freelancer non-life insurance, have made notable impacts in the market.

Prior to leading Consumer Banking, Ms. Go served as President of BPI Family Savings Bank (BFSB), where she oversaw the successful merger and integration with BPI. She was previously Group Head of BFSB Retail Loans in 2015, following 11 years as Head of BPI’s Payments and Unsecured Lending Group. There, she introduced innovations such as the first EMV-compliant credit cards and the launch of Real Thrills, the Bank’s first instant rewards program. Her extensive experience in transformational initiatives—spanning manpower, processes, products, systems, and culture—has enabled the Bank to pursue market-creating growth opportunities and maintain a high-quality customer portfolio. With a client-first transformation strategy focused on elevating the customer experience, BPI has achieved the highest Net Promoter Score (NPS) among universal banks and fintechs in the country.

SKILLS AND EXPERIENCE

Before joining BPI, Ms. Go was Vice President at Citibank Philippines, overseeing Retail Bank Marketing, and later served in Citibank’s Credit Cards Cross Sell Division in New York. She also held leadership roles at Ayala Land, establishing and heading its Market Planning and Development Division, where she contributed to the company’s expansion into the middle-market segment. Ms. Go began her career at Procter & Gamble as Brand Assistant and was later promoted to Assistant Brand Manager, managing brands such as Mr. Clean, Perla, Star, and Dari Crème. She holds a Masters degree with honors from the Harvard Business School (1996) and graduated Magna Cum Laude with a BS in Business Administration and Accountancy from the University of the Philippines Diliman. She was recognized as one of the Ten Outstanding Students of the Philippines, placed first in the 1991 CPA licensure exam, and was named a Distinguished Alumna by the UP College of Business Administration in 2012. In 2016, she was honored by the Filipina Women’s Network as one of the 100 Most Influential Filipina Women in the World.

Ms. Go currently serves as Chairman of the Personnel Committee and Director of BPI MS Insurance Corporation. She is also a Director on the Boards of BPI Direct Banko and TransUnion Philippines, and a Trustee of Ayala Foundation. Additionally, she is a member of the Ayala Group's AI Governance and Steering Committee, the Management Association of the Philippines, the Harvard Global Club of the Philippines, the Harvard Business School Club of the Philippines, the Filipina Women's Network, the Filipina CEO Circle, and the NextGen Organization of Women Corporate Directors. Ms. Go actively mentors high-impact entrepreneurs through Endeavor Philippines and supports the development of current and future leaders within BPI and in various organizations with which she is affiliated.

In 2025, Ms. Go was named Retail Banker of the Year at the World Financial Innovation Series Philippines. Under her leadership, BPI was also recognized as the Best Retail Bank in the Philippines by FinanceAsia and The Asian Banker Global.

ERIC ROBERTO M. LUCHANGCO

Executive Vice President, Chief Finance Officer & Chief Sustainability Officer

- BPI Committee Membership:
 - Finance Committee (Chair)
 - Sustainability Council (Chair)
 - Credit Committee (Member)
 - Asset and Liabilities Committee (Member)

Mr. Luchangco, Filipino, 55 years old, serves as BPI's Chief Finance Officer, Chief Sustainability Officer, and Head of Strategy and Finance. In this role, he manages the Bank's strategic planning and financial budgeting, capital structure, investor relations and sustainability agenda, as well as overseeing the legal, business transformation and bank property management teams.

Mr. Luchangco is also a director of the following BPI subsidiaries: BPI Payments Holdings, Inc. and Legazpi Savings Bank, Inc. In addition, he serves as Treasurer of The Bank of the Philippine Islands Foundation, Inc. He likewise serves as director of the following entities: Beacon International School Foundation (Chair), Global Payments Asia-Pacific Philippines, Inc., AF Payments, Inc., Cartera Interchange Corporation, and Zip Financial.

SKILLS AND EXPERIENCE

Mr. Luchangco initially joined the BPI Group in 2013 as Head of Debt Capital Markets of BPI Capital, BPI's investment banking unit. In June 2017, he moved to BPI to become the Head of Corporate Credit Products, where his team managed the credit reviews of the accounts under Corporate Banking. From June 2019 until May 2022, Mr. Luchangco served as the Head of Business Banking, where he managed BPI's presence within the SME space with a vision of becoming the partner of choice for SMEs in the Philippines, before moving into his current role.

Prior to joining BPI, Mr. Luchangco worked at Daiwa Capital Markets, spending time in their Manila, Hong Kong and Singapore offices, originating and executing a wide variety of investment banking transactions.

Mr. Luchangco graduated with a Management Economics degree from Ateneo de Manila University and received his MBA degree from the Ross School of Business at the University of Michigan.

MARIA THERESA D. MARCIAL

Executive Vice President

Ms. Marcial, Filipino, 55 years old, is the President and Chief Executive Officer of BPI Wealth – A Trust Corporation.

Ms. Marcial has 31 years of banking experience with expertise in asset management and trust, corporate banking, debt and equity capital markets, and strategic planning and finance. She currently serves as director of BPI AIA Life Assurance Corporation, BPI Europe PLC, BPI Wealth Hongkong Ltd, BPI Wealth Singapore Pte Ltd, BPI Wealth Builder Multi-Asset Mutual Fund, Inc, AREIT Inc, and independent director of Alternergy Holdings Corporation. Prior to her banking career, she worked for the National Economic and Development Authority and the Agricultural Policy Credit Council.

SKILLS AND EXPERIENCE

Ms. Marcial previously served as President of the Fund Managers Association of the Philippines, President of the Trust Officers Association of the Philippines, Vice-Chairman of the Capital Markets Development Committee of FINEX, and alternate Governor of the Market Governance Board of the Philippine Dealing and Exchange Corporation.

Outside banking, Ms. Marcial dedicates her time to society and the environment. She is a trustee and treasurer of World Wide Fund for Nature (WWF) Philippines and a trustee of Ocean Racing Club of the Philippines.

She was recognized as one of Top 25 Most Influential Women in Asset Management in Asia by Asian Investor, Women of Power by the Philippine Daily Inquirer and Most Outstanding Alumnus of the University of the Philippines Los Baños.

Ms. Marcial obtained her Master's Degree in Economics from the University of the Philippines Diliman and BS Economics (cum laude) from the University of the Philippines Los Baños. She completed the Advanced Management Program at Harvard Business School and the Executive Program in Strategy and Organization at Stanford Graduate School of Business.

JUAN CARLOS L. SYQUIA

Executive Vice President

Mr. Syquia, Filipino, 59 years old, is currently the Chief Finance Officer of Ayala Corporation (AC). Prior to his secondment to AC, he served as BPI's Head of Institutional Banking. Mr. Syquia's responsibilities included overseeing the Corporate Banking Relationship Management, Commercial Banking Relationship Management, Corporate & Commercial Credit Products, Transaction Banking (Cash Management and Trade), Remittance & Fund Transfer, and Investment Banking (which includes Equity Brokerage) units of the Bank. His strategic oversight and client-centric approach played a pivotal role in strengthening the Bank's institutional relationships and financial performance.

He also served as a member of the Board of Directors of BPI Capital Corporation (BPI's investment banking subsidiary), Global Payments Asia-Pacific Philippines, Inc. (BPI's merchant acquiring joint venture company), BPI Century Tokyo Lease and Finance Corporation (BPI's leasing joint venture company), BPI Tokyo Century Rental Corporation (BPI's full service operating lease and rental joint venture), and Unicon Insurance and Reinsurance Brokers Corporation (BPI's non-life insurance brokerage joint venture).

SKILLS AND EXPERIENCE

Mr. Syquia has over 30 years of work experience in the financial services industry. Early in his career, he held key leadership roles at ING, where he served as Managing Director and Head of Corporate Finance in the Philippines. He also served as the Head of Strategy and Business Development for ING Asia Pacific Ltd., overseeing the firm's insurance and asset management operations across the region. He further broadened his banking experience in the Philippines as Head of Corporate and Institutional Banking at Standard Chartered, where he managed engagements for top-tier corporate clients and spearheaded strategic growth initiatives in the local market.

He has extensive experience in the fields of finance, mergers and acquisitions, cross-border transactions, and business transformation — making him a trusted advisor and strategic leader in the financial sector. He earned his Bachelor's Degree in Management Economics from the Ateneo de Manila University, and carries an MBA Degree in Finance and International Business from Fordham University in NY, where he graduated with honors.

MARIA LOURDES P. GATMAYTAN

Senior Vice President, Corporate Secretary

Atty. Gatmaytan, Filipino, 58 years old, is concurrently the Co-Head of Legal / Head of Corporate Legal Affairs and Corporate Secretary of BPI. She also serves as Corporate Secretary of BPI Asset Management and Trust Corporation (also known as BPI Wealth - A Trust Corporation), BPI Direct Banko, Inc., A Savings Bank, BPI/MS Insurance Corporation, and The Bank of the Philippine Islands Foundation, Inc.

SKILLS AND EXPERIENCE

Atty. Gatmaytan started her career at ACCRALAW before taking on in-house counsel and leadership roles in top corporations, such as Corporate Legal Counsel at SM Investments Corporation, Associate General Counsel at San Miguel Corporation, Head of Legal at Bahay Financial Services, Inc. and Chief Legal Counsel at Splash Corporation. She was named in Legal 500's maiden GC Powerlist Philippines in 2023 and led the BPI Legal team to be included in the GC Powerlist Southeast Asia Teams 2023 and GC Powerlist Philippines Teams 2024, and to be awarded by In-House Community as In-House Legal Team of the Year 2025 for Banking.

Atty. Gatmaytan received her Bachelor of Science degree in Legal Management from the Ateneo de Manila University in 1989. She earned her Juris Doctor degree from the Ateneo de Manila School of Law, graduating with honors in 1993.

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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P A S E O D E R O X A S C O R. M A K A T I A V E . ,

[illegible][illegible]

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

ATTY. MARIA LOURDES P. GATMAYTAN

Contact Person

8663-6525

Company Telephone Number

1	2	3	1
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Month **Day**
Fiscal Year

Certificate of Independent Director

FORM TYPE

04 20 26

Month **Day**
Annual Meeting

Page 10 of 10

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Page 10 of 10

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

LCU

[illegible]

Document I.D.

Cashier

Cashier

STAMPS

STAMPS

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JANET GUAT HAR ANG**, Singaporean, of legal age, and a resident of [REDACTED], after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of the BANK OF THE PHILIPPINE ISLANDS and have been its independent director since 19 May 2021;
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
RGE Group Pte Ltd	Senior Advisor	2021 – Present
International Women’s Forum (Singapore) Chapter	Member	2002 – Present
Singapore Computer Society	Fellow	2012 – Present
Singapore Computer Society	Member	1995 – Present
Singapore Polytechnic	Board Member	2020 – Present
Singapore Polytechnic	Chairman, Board of Governors	2020 – Present
Singapore Business Federation Foundation	Independent Director	2019 – Present
Singapore Business Federation Foundation	Chairman	2024 - Present
Singapore Institute of Directors	Fellow	2021 – Present
Tanoto Foundation	Independent Director	2022 – Present
Public Transport Council	Chairman / Independent Director	2022 – Present
Swire Shipping Pte Ltd	Independent Director	2023 – Present
BPI Wealth Singapore Pte Ltd	Independent Director	2023 – Present
Philanthropy Asia Alliance Limited	Independent Director	2023 – Present
Institute of Systems Science, National Univ. of Singapore	Chairman of the Board	2016 – Present
Institute of Systems Science, National Univ. Of Singapore	Member of the Board of Management	2012 – Present
President’s Challenge Council (Singapore)	Member	2024 – Present
SISTIC Pte Ltd	Independent Director	2025 - Present
Ministry of Foreign Affairs	Singapore’s Non-Resident Ambassador to the Holy See	2020 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of the BANK OF THE PHILIPPINE ISLANDS, as provided in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other Securities and Exchange Commission (SEC) issuances;
4. I am not related to any director/officer/substantial shareholder of the covered company and its subsidiaries and affiliates;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances;
7. I shall inform the Corporate Secretary of the BANK OF THE PHILIPPINE ISLANDS of any changes in the abovementioned information within five (5) days from its occurrence.

[Signature page follows]

Done, this _____ at _____.



JANET GUAT HAR ANG
Affiant

SUBSCRIBED AND SWORN to before me this _____ at _____;
affiant JANET GUAT HAR ANG personally appeared before me and exhibited to me her Passport with
No. _____ issued by the _____ on _____ valid until _____
_____.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2026.

Re: CGFD_Bank of the Philippine Islands_Request for Exemption from Notarization and Wet Signature_20 February 2026

From cgfd_cgd <cgfd_cgd@sec.gov.ph>

Date Mon 2/23/2026 2:41 PM

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

Cc CGFD Account <cgfd@sec.gov.ph>; Ma. Lourdes P. Gatmaytan <[REDACTED]>; Shiena Angela D. Aquino <[REDACTED]>; Lean P. Batalla <[REDACTED]>; Marcelo A. Pando <[REDACTED]>; Virgilda Marie S. Aquino <[REDACTED]>

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.

Dear **BPI Corporate Secretary**,

This is to acknowledge receipt of your email. This will be forwarded to our handling specialist.

Rest assured, we will provide an update as soon as possible.

Thank you.

On **23 June 2023**, the Commission issued a NOTICE with the subject, "**SUBMISSION OF REPORTS THROUGH eFAST**", as a Guidance for the covered companies indicated therein. To view the complete Notice, please click this link - <https://www.sec.gov.ph/notices/submission-of-reports-through-efast/#gsc.tab=0>.

This will incorporate submission of the mentioned requirements/documents in SEC Memorandum Circular No. 18, Series of 2023 applicable for CGFD covered companies.

However, for submissions of **letters and other documents** not covered by our Notice dated 23 June 2023, the guidelines for submission should be according to the **Guidelines on the Submission of Digital Copies of Applications, Compliance Documents and Other Requests, and Further Reduction of the Number of Hard Copies to be filed with the Commission**. To view these guidelines, please click the link: https://www.sec.gov.ph/forms_and_fees/list_of_documentary_requirements_and_mode-of-submission/#gsc.tab=0.

Insofar as the covered companies enumerated therein are concerned (and with respect to reports and other documents falling within our Department's jurisdiction), only the submissions that are compliant with the requirements provided in the abovementioned Notices and SEC Memorandum Circular No. 18, Series of 2023 shall be considered as filed with the Commission.

We encourage you to regularly monitor the **SEC Website** (www.sec.gov.ph) and/or the SEC's Facebook page for updates and announcements.

Thank you.

On Fri, Feb 20, 2026 at 5:33 PM BPI Corporate Secretary <corporate.secretary@bpi.com.ph> wrote:

Confidential

Dear Director Gumtang-Remalante,

In relation to the upcoming submission of annual reports of publicly-listed companies, particularly of the Certificate of Independent Directors in the Definitive Information Statement, please be informed that one of the Bank's Independent Directors remains overseas.

In view of this, we respectfully submit the attached letter request for exemption from wet signature and notarization requirement for the said director in our SEC Form 20-IS.

Thank you very much and we look forward to your favorable response. Please do not hesitate to contact us should you have any question or clarification on the matter.

Best Regards,



OFFICE OF THE CORPORATE SECRETARY
26/F, AYALA TRIANGLE GARDENS TOWER 2,
PASEO DE ROXAS COR. MAKATI AVE., BFL AIR
8662-6516/ 6-6516

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CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

02 March 2026

Atty. Maria Lourdes P. Gatmaytan

Senior Vice President, Head of Corporate Legal Affairs and Corporate Secretary

BANK OF THE PHILIPPINE ISLANDS

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

email: corporate.secretary@bpi.com.ph

Re : REQUEST FOR EXEMPTION FROM NOTARIZATION AND WET SIGNATURE

Dear Atty. Gatmaytan:

This refers to your letter dated 20 February 2026 requesting for exemption from notarization and wet signature for the Certificate of Independent Director (CID) of Ms. Janet Guat Har Ang, with the Definitive Information Statement (SEC Form 20-IS) to be submitted by the **Bank of Philippine Islands**.

In the said letter, it was stated that Ms. Ang, one of the company's Independent Directors, remains overseas and she is expected to travel to the Philippines some time in April 2026, in time for the company's Annual Stockholders' Meeting. In view thereof, she cannot personally sign the CID and appear before a notary public.

In consideration of the aforementioned circumstances, the request for the suspension of the notarization requirement and wet signature for the CID of Ms. Ang, is hereby **GRANTED**, subject to the company's compliance with the following conditions:

- a. The company shall timely submit the SEC Form 20-IS together with an undertaking to submit the following:
 1. Written Explanation in accordance with item (c) hereof; and
 2. Duly executed and notarized CID in accordance with item (d) hereof.
- b. The foregoing submission must be done pursuant to SEC Memorandum Circular No. 18, Series of 2023 dated 9 October 2023, entitled, "Guidelines on the Submission of Digital Copies of Applications, Compliance Documents and Other Requests, and Further Reduction of the Number of Hard Copies to be Filed with the Commission", as modified by SEC Notice dated 5 March 2025 entitled "Submission of Secondary Reports through eFAST" and other applicable rules;
- c. The company shall submit a written explanation duly executed and signed under oath by the concerned signatory within ten (10) days from the date of her arrival in the country.

The written explanation shall set forth the circumstances and relevant facts of the travel abroad with attached proof of departure abroad and arrival in the country (e.g. copy of stamped passport, plane ticket, and/or boarding pass, etc.); and

- d. The written Explanation shall be filed together with the CID duly notarized and executed by the concerned signatory.

□ 8th Floor, The SEC Headquarters, 7907 Makati Avenue
Salcedo Village, Bel-air, Makati City

□ (+63 2) 8818-7264 | imessage.sec.gov.ph

■ www.sec.gov.ph | cgfd@sec.gov.ph | cgfd_cgd@sec.gov.ph
<https://linktr.ee/secphilippines>

The company's failure to submit the required written explanation within the prescribed period shall invalidate the prior conditional approval of the request and shall be a ground for the issuance of a show cause order to the company.

For your guidance and appropriate action.

Very truly yours,

A solid gray rectangular box used to redact the signature of the Director.

RACHEL ESTHER J. GUMTANG-REMALANTE

Director

Reference No. 202603-029-OD

/dlb

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **RESTITUTO C. CRUZ**, Filipino, of legal age, and a resident of [REDACTED], after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of the BANK OF THE PHILIPPINE ISLANDS and have been its independent director since 21 April 2025;
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
Guagua Rural Bank, Inc.	Independent Director	2024 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of the BANK OF THE PHILIPPINE ISLANDS, as provided in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other Securities and Exchange Commission (SEC) issuances;
4. I am not related to any director/officer/substantial shareholder of the covered company and its subsidiaries and affiliates;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances;
7. I shall inform the Corporate Secretary of the BANK OF THE PHILIPPINE ISLANDS of any changes in the abovementioned information within five (5) days from its occurrence.

[Signature page follows]

Done, this FEB 19 2026 at MAKATI CITY.


RESTITUTO C. CRUZ
Affiant

SUBSCRIBED AND SWORN to before me this FEB 19 2026 at MAKATI CITY; affiant RESTITUTO C. CRUZ personally appeared before me and exhibited to me his Passport No.  issued at  on  valid until .

Doc. No. 32;
Page No. 8;
Book No. 1;
Series of 2026.




ATTY GIANCARLO KRISTOFFER D. GABRIEL
NOTARY PUBLIC FOR MAKATI CITY
APPT NO M-060 UNTIL DEC. 31, 2027
ROLL OF ATTY NO. 77378
MCLE EXEMPTION NO. VIII-PGS003919/10.21.2024
VALID UNTIL APRIL 14, 2028
IBF NO 567349; MAKATI; 12.18.2025
PTR NO 10767263; MAKATI CITY; 01.08.2026
28/F AYALA TRIANGLE GARDENS TOWER 2, MAKATI CITY

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **EMMANUEL S. DE DIOS**, Filipino, of legal age, and a resident of [REDACTED] after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of the BANK OF THE PHILIPPINE ISLANDS and have been its independent director since 28 April 2022;
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
Pulse Asia Research, Inc.	Trustee & Chairman	2013 – Present
Assisi Development Foundation, Inc.	Trustee	2016 – Present
ABS-CBN Holdings Corporation	Independent Director	2020 – Present
Peace and Equity Foundation, Inc.	Trustee	2020 – Present
Rockwell Land Corporation	Independent Director	2023 – Present
ABS-CBN Corporation	Independent Director	2025 – Present
University of the Philippines School of Economics	Professor Emeritus	2019 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of the BANK OF THE PHILIPPINE ISLANDS, as provided in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other Securities and Exchange Commission (SEC) issuances;
4. I am not related to any director/officer/substantial shareholder of the covered company and its subsidiaries and affiliates;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances;
7. I shall inform the Corporate Secretary of the BANK OF THE PHILIPPINE ISLANDS of any changes in the abovementioned information within five (5) days from its occurrence.

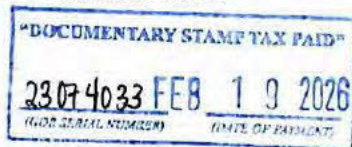
[Signature page follows]

Done, this **FEB 19 2026** at **MAKATI CITY**.

EMMANUEL S. DE DIOS
Affiant

SUBSCRIBED AND SWORN to before me this **FEB 19 2026** at **MAKATI CITY**; affiant EMMANUEL S. DE DIOS personally appeared before me and exhibited to me his Passport with No. [REDACTED] issued at [REDACTED] on [REDACTED] valid until [REDACTED]

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Series of 2026.



ATTY GIANCARLO KRISTOFFER D. GABRIEL
NOTARY PUBLIC FOR MAKATI CITY
APPT NO. M-050 UNTIL DEC. 31, 2027
ROLL OF ATTY NO. 77378
MCLE EXEMPTION NO. VIII-PGS003919/10.21.2024
VALID UNTIL APRIL 14, 2028
IBF NO 567349; MAKATI; 12.18.2025
PTR NO 10767263; MAKATI CITY; 01.06.2026
28/F AYALA TRIANGLE GARDENS TOWER 2, MAKATI CITY

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **RIZALINA G. MANTARING**, Filipino, of legal age, and a resident of [REDACTED] after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of the BANK OF THE PHILIPPINE ISLANDS and have been its independent director since 27 April 2023;
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
Sun Life Grepa Financial Inc.	Director	2011 – Present
Philippine Business for Education	Trustee	2017 – Present
Makati Business Club	Trustee	2017 – Present
East Asia Computer Center Inc.	Independent Director	2018 – Present
PHINMA Corporation	Independent Director	2019 – Present
Foundation for Economic Freedom	Fellow	2020 – Present
Ayala Corporation	Independent Director	2020 – Present
Universal Robina Corporation	Independent Director	2020 – Present
GoTYME Bank	Independent Director	2022 – Present
Maxicare Healthcare Corporation	Independent Director	2022 – Present
BPI Asset Management and Trust Corporation (doing business under the Trade Name and Style of BPI Wealth – A Trust Corporation)	Independent Director	2023 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of the BANK OF THE PHILIPPINE ISLANDS, as provided in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other Securities and Exchange Commission (SEC) issuances;
4. I am not related to any director/officer/substantial shareholder of the covered company and its subsidiaries and affiliates;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances;
7. I shall inform the Corporate Secretary of the BANK OF THE PHILIPPINE ISLANDS of any changes in the abovementioned information within five (5) days from its occurrence.

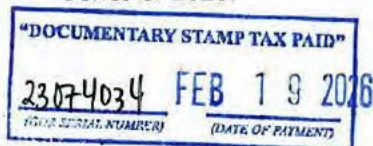
[Signature page follows]

Done, this FEB 19 2026 at MAKATI CITY.


RIZALINA G. MANTARING
Affiant

SUBSCRIBED AND SWORN to before me this FEB 19 2026 at MAKATI CITY; affiant RIZALINA G. MANTARING personally appeared before me and exhibited to me her Passport with No.  issued at  on  valid until .

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CERTIFICATION OF INDEPENDENT DIRECTOR

I, **MARIO ANTONIO V. PANER**, Filipino, of legal age, and a resident of [REDACTED]
after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of the BANK OF THE PHILIPPINE ISLANDS and have been its independent director since 23 April 2024;
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

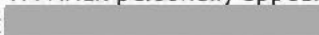
Company/Organization	Position/Relationship	Period of Service
ENEX Energy Corporation	Independent Director	2021 – Present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of the BANK OF THE PHILIPPINE ISLANDS, as provided in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other Securities and Exchange Commission (SEC) issuances;
4. I am not related to any director/officer/substantial shareholder of the covered company and its subsidiaries and affiliates;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances;
7. I shall inform the Corporate Secretary of the BANK OF THE PHILIPPINE ISLANDS of any changes in the abovementioned information within five (5) days from its occurrence.

[Signature page follows]

Done, this FEB 19 2026 at MAKATI CITY.


MARIO ANTONIO V. PANER
Affiant

SUBSCRIBED AND SWORN to before me this FEB 19 2026 at MAKATI CITY; affiant MARIO ANTONIO V. PANER personally appeared before me and exhibited to me his Passport No.  issued at  on  valid until .

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CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CESAR V. PURISIMA**, Filipino, of legal age, and a resident of [REDACTED] after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for independent director of the BANK OF THE PHILIPPINE ISLANDS and have been its independent director since 20 January 2021;
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
Milken Institute	Asia Fellow	2016 - Present
Asian Institute of Management	Executive-in-Residence	2016 - Present
International School of Manila	Board Trustee	2017 - Present
Singapore Management University (Philippines)	Member of the International Advisory Council	2017 - Present
AIA Group Limited	Independent Director	2017 - Present
Ayala Land, Inc.	Independent Director	2018 - Present
Universal Robina Corporation	Independent Director	2018 - Present
Sumitomo Mitsui Banking Corporation	Member of the Global Advisory Council	2018 - Present
Ikhlas Capital Singapore Pte. Ltd	Founding Partner / Director	2019 - Present
Unistar Credit and Finance Corporation	Independent Non-Executive Director	2019 - Present
Jollibee Foods Corporation	Independent Director	2020 - Present
ABS-CBN Corporation	Member of the Board of Advisors	2020 - Present
BPI Capital Corporation	Independent Director	2021 - Present
Bloomberg Task Force on Fiscal Policy for Health	Member	2023 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of the BANK OF THE PHILIPPINE ISLANDS, as provided in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other Securities and Exchange Commission (SEC) issuances;
4. I am not related to any director/officer/substantial shareholder of the covered company and its subsidiaries and affiliates;
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding;
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances;
7. I shall inform the Corporate Secretary of the BANK OF THE PHILIPPINE ISLANDS of any changes in the abovementioned information within five (5) days from its occurrence.

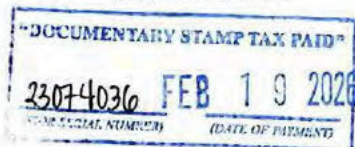
[Signature page follows]

Done, this FEB 19 2026 at MAKATI CITY.

CESAR V. PURISIMA
Affiant

SUBSCRIBED AND SWORN to before me this FEB 19 2026 at MAKATI CITY; affiant CESAR V. PURISIMA personally appeared before me and exhibited to me his Passport with No. issued at on valid until

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