

A.	Rights of Shareholders	Guiding Reference	Yes/No	Supporting Documents
A.1	Basic Shareholder Rights			
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends? In case the company has offered Scrip dividend, did the company paid the dividend within 60 days?	G20/OECD (2015) Principle II: The Rights of Shareholders and Key Ownership Functions (A) Basic shareholder rights should include the right to, amongst others: (6) share in the profits of the corporation.	No	<p>The company's dividend history and policy are disclosed in the reports below:</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2022 INTEGRATED ANNUAL REPORT <i>Payment of Dividends</i>, (page 147) https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • BPI WEBSITE <i>Dividends</i> https://www.bpi.com.ph/about-bpi/investor-relations/dividends • SEC FORM 17-A (FOR THE YEAR ENDED DECEMBER 31, 2022) <i>Dividends</i>, (page 24) https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings
A.2	Right to participate in decisions concerning fundamental corporate changes.			
	<i>Do shareholders have the right to participate in:</i>			
A.2.1	Amendments to the company's constitution?	G20/OECD Principle II (B) Shareholders should have the right to participate in, and to be sufficiently informed on, decisions concerning fundamental corporate changes such as: (1) amendments to the statutes, or articles of incorporation or similar governing documents of the company.	Yes	<p>Annual Stockholders' Meeting. The Bank gives great importance to effective, timely, and regular communication with its shareholders and the wider investment community and sees this systematic engagement as a critical component of its governance strategy. To this end, a number of means are used constructively to promote greater understanding, clarity, and dialogue with its shareholders, one of which is the ASM.</p> <p>The ASM allows the Bank's shareholders to advise and adopt resolutions on important matters affecting the Bank on which they have legal sovereignty, such as: the appropriation of profit; ratification of all acts and resolutions of the Board and Management adopted during the preceding year; approval of the Report of the President and Bank's Statement of Condition; amendments to the Articles of Incorporation or By-Laws; and election of Board of Directors and external auditor, as well as measures to amend the shareholders' equity.</p>
A.2.2	The authorisation of additional shares?	G20/OECD Principle II (B): (2) the authorisation of additional shares.	Yes	
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	G20/OECD Principle II. (B): (3) extraordinary transactions, including the transfer of all or substantially all assets, that in effect result in the sale of the company.	Yes	

			<p>The ASM also continues to be a key communications event for our Board and Management. It is a primary opportunity for meaningful discussion of the company’s narrative, to engage with its shareholders and investors on the key issues facing the Bank, review fiscal information for the past year, and respond to any questions regarding goals and directions the Bank’s business will take in the future.</p> <p>Relevant information on the annual stockholder meeting and rights of shareholders is disclosed in the reports below:</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • AMENDED BY-LAWS <i>Article IV-Stockholders Meeting, (pp. 2-4)</i> https://www.bpi.com.ph/about-bpi/governance/board-and-governance • MANUAL ON CORPORATE GOVERNANCE <i>Election of Directors, Sec. II.7, (pp. 23);</i> <i>Stockholders’ Rights and Protection of Minority Stockholders Interests, (pp. 98)</i> <i>Duty of Directors to Promote Stockholders Rights, Sec. VII.A, B, (page 100)</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance • 2022 INTEGRATED ANNUAL REPORT <i>Shareholder Rights and Engagement, (pp. 139-148)</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • BPI WEBSITE <i>Nomination and Election</i> https://www.bpi.com.ph/about-bpi/governance/board-and-governance/board-matters/nomination-and-election <i>Stockholders</i> https://www.bpi.com.ph/about-bpi/governance/stakeholder/stockholders <i>Minority Stockholders</i> https://www.bpi.com.ph/about-bpi/governance/stakeholder/minority-stockholder
--	--	--	--

A.3	Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures that govern general shareholder meetings.			
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?	G20/OECD Principle II (C): (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval.	Yes	<p>All fixed or variable remuneration paid to directors may be given as <u>approved by stockholders during the Annual Stockholders Meeting, upon recommendation of the Personnel and Compensation Committee.</u> Relevant information on shareholders' participation on remuneration policy for the Board is disclosed in the reports below.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2022 INTEGRATED ANNUAL REPORT <i>Remuneration, President & CEO and Senior Management Remuneration</i> (pp.112-114) https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Remuneration</i>, (page 48-49, 73) https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • MANUAL ON CORPORATE GOVERNANCE <i>Remuneration Policy for Directors and Officers, Sec. II.B.5.</i>, (page 45-46), <i>Stockholder's Right and Protection of Minority Stockholder Interests> Shareholders' Rights> Duty to Promote Stockholders' Rights, Sec. VII. A., B., pp. (98)</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance • BPI WEBSITE <i>Remuneration</i> https://www.bpi.com.ph/about-bpi/governance/board-and-governance/board-matters/remuneration

A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?		Yes	<p>Transparent Nomination Process. Shareholders, including minority shareholders, may recommend candidates for board membership for consideration by the Nominations Committee. Such recommendations are sent to the Committee through the Office of the Corporate Secretary. Candidates recommended by shareholders are evaluated in the same manner as Director candidates identified by any other means. The Committee itself may identify and recommend qualified individuals for nomination and election to the Board.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2022 INTEGRATED ANNUAL REPORT <i>Transparent Nomination Process, Nomination and Selection, Evaluation Process, Selection and Criteria, Election of Directors, Voting Process</i> (pp. 108-109) https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • SEC FORM 17-A (FOR THE YEAR ENDED DECEMBER 31, 2022) <i>Performance Evaluation</i>, (pp. 65) https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • CORPORATE GOVERNANCE MANUAL <i>Definition and Composition, Nomination of Directors, Election of Directors, See II.A.2, (pp. 6-7), (pp. 9-23); Stockholder’s Right and Protection of Minority Stockholder Interests, Shareholders’ Rights, Duty to Promote Stockholders’ Rights, Section. VII. A., B., (pp. 98-100); Board Governance, Performance Evaluation, Sec. II.A.12, (pp. 39)</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance • BPI WEBSITE <i>Nomination and Election</i> https://www.bpi.com.ph/about-bpi/governance/board-and-governance/board-matters/nomination-and-election
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?		Yes	<p>All items in the agenda requiring approval by the stockholders, including the election of the Board of Directors, need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock. <u>Directors are elected by shareholders individually. Stockholders may vote in person or in absentia by proxy executed in writing by the stockholder or by a duly authorized</u></p>

				<p><u>attorney-in-fact. Voting is considered on a poll, by shares of stock, that is, one share entitles the holder to one vote. Cumulative voting as provided for in the Corporation Code may be applied in the election of the Board of Directors and directors are elected individually.</u> The Rules of Conduct, voting and vote tabulation procedures are likewise explained during the meeting. The Office of the Corporate Secretary tabulates all votes received and the Bank’s external auditor validates the results. Voting results and vote tabulations are likewise disclosed on PSE EDGE and the company’s website as soon as possible.</p> <p>Relevant information on nomination and the election or voting process is disclosed in the reports below.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • BPI WEBSITE <i>2022 Minutes of ASM, Voting result for each agenda item</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/minutes-of-asm • 2022 INTEGRATED ANNUAL REPORT <i>Election of Directors, page 108-109; Annual Stockholders’ Meeting, page 141-142; Voting Results, (pp. 143-144)</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • 2023 DEFINITIVE INFORMATION STATEMENT <i>Item 19. Voting Procedures, page 12-13, 56-58; Election and Term of Directors, page 47</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings • MANUAL ON CORPORATE GOVERNANCE <i>Election of Directors, Sec. I.A.7., page 23; Stockholder’s Right and Protection of Minority Stockholder Interests> Shareholders’ Rights> Duty to Promote Stockholders’ Rights Sec. VII. A., B., pp. 98-100</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	G20/OECD Principle II (C): Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures that govern general shareholder meetings.	Yes	<p>Links/Sources:</p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT <i>Item 19. Voting Procedures, page 12-13, 56-58</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings

				<ul style="list-style-type: none"> • BPI WEBSITE <i>Requirements and Procedures for Electronic Voting in Absentia</i> https://www.bpi.com.ph/about-bpi/governance/board-and-governance/board-matters/nomination-and-election • 2023 MINUTES OF ASM <i>III. Rules of Conduct and Procedure, (page 2)</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/minutes-of-asm • 2022 INTEGRATED ANNUAL REPORT <i>Notice of ASM and Definitive Information Statement, (pp. 142-143)</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports
A.3.5	Do the minutes of the most recent AGM record that the shareholders were given the opportunity to ask questions and the questions raised by shareholders and answers given recorded?	G20/OECD Principle II (C): (2) Shareholders should have the opportunity to ask questions to the board, including questions relating to the annual external audit, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.	Yes	<p>Shareholders are encouraged, recognized, and given sufficient time to ask questions at the ASM to ensure accountability and identification with the Board’s and Management’s strategy and goals of the Bank. Questions or comments of stockholders, as well as responses of the Board and management, were duly recorded in the Minutes of the Meeting.</p> <p>Relevant information on the questions or matters raised by stockholders during the ASM and the responses thereto is disclosed in the reports below.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • BPI WEBSITE <i>Minutes of Annual Stockholders Meeting</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/minutes-of-asm • 2022 INTEGRATED ANNUAL REPORT <i>Annual Stockholders’ Meeting, (page 141-142)</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports
A.3.6	Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?		Yes	<p>Total percentage of votes in favor, against and abstain for each agenda are disclosed in the minutes of ASM.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • BPI WEBSITE <i>Voting result for each agenda item</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/voting-results

				<p><i>Minutes of Annual Stockholders Meeting</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/minutes-of-asm</p> <ul style="list-style-type: none"> • 2022 INTEGRATED ANNUAL REPORT <i>Voting Results, (page 143-144)</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports
A.3.7	Does the company disclose the list of board members who attended the most recent AGM?	G20/OECD Principle II (C); and ICGN 2.4.2: All directors need to be able to allocate sufficient time to the board to perform their responsibilities effectively, including allowing some leeway for occasions when greater than usual time demands are made.	Yes	<p>Links/Sources:</p> <ul style="list-style-type: none"> • BPI WEBSITE <i>Minutes of Annual Stockholders Meeting</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/minutes-of-asm
A.3.8	Does the company disclose that all board members and the CEO (if he is not a board member) attended the most recent AGM?		Yes	<p>Links/Sources:</p> <ul style="list-style-type: none"> • BPI WEBSITE <i>Minutes of Annual Stockholders Meeting</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/minutes-of-asm
A.3.9	Does the company allow for voting in absentia?	G20/OECD Principle II (C): (4) Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or in absentia.	Yes	<p>All items in the agenda requiring approval by the stockholders, including the election of the Board of Directors, need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock. <u>Stockholders may vote in person or in absentia by proxy executed in writing by the stockholder or by a duly authorized attorney-in-fact. The Bank also provides shareholders with the option to electronically vote in absentia. Whether made in person or in absentia, the votes carry equal effect. This also allows shareholders who are unable to attend the annual stockholders' meeting the opportunity to participate and vote. Through the electronic voting in absentia system, stockholders are able to effectively participate and have the option to cast votes in absentia through an online electronic system, as also provided for in the Revised Corporation Code.</u></p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • 2022 INTEGRATED ANNUAL REPORT <i>Electronic Voting in Absentia, page 109</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports • AMENDED BY-LAWS <i>Article IV-Stockholders' Meeting, pp. 2-4</i>

				<p>https://www.bpi.com.ph/about-bpi/governance/board-and-governance</p> <ul style="list-style-type: none"> • MANUAL ON CORPORATE GOVERNANCE <i>Election of Directors, Sec. I.A.4., page 23, Stockholder’s Right and Protection of Minority Stockholder Interests, Shareholders’ Rights, Duty to Promote Stockholders’ Rights, Sec. VII. A., B., pp. 98-100</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance • 2023 DEFINITIVE INFORMATION STATEMENT <i>Rationale and Explanation of Agenda Items> Proxy Form; pp. 3-4 Item 19. Voting Procedures, pp. 12-13, 56-58</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings
A.3.10	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	OECD Principle II (C)	Yes	<p><u>Voting is considered on a poll, by shares of stock, that is, one share entitles the holder to one vote, two shares to two votes.</u> Cumulative voting as provided for in the Corporation Code may be applied in the election of the Board of Directors and directors are elected individually. The Rules of Conduct, voting and vote tabulation procedures are likewise explained during the meeting.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> ▪ BPI WEBSITE <i>Voting result for each agenda item</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/voting-results <i>Minutes of Annual Stockholders Meeting</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/minutes-of-asm
A.3.11	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?		Yes	<p><u>The Office of the Corporate Secretary tabulates all votes received and the Bank’s external auditor validates the results.</u> Voting results are likewise disclosed on PSE EDGE and the company’s website as soon as possible.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> ▪ BPI WEBSITE <i>Minutes of Annual Stockholders Meeting> Voting result for each agenda item</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/minutes-of-asm

				<p>▪ 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Rationale and explanation for each agenda item (item 2(e))</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings</p>								
A.3.12	<p>Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions?</p>	<p>G20/OECD Principle II (C): (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting. G20/OECD (2015) Principle II (C): (3) Shareholders should have the opportunity to ask questions to the board, including questions relating to the annual external audit, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.</p>	Yes	<p>We post the result of the votes taken during the AGM for all resolutions in the PSE EDGE on the same day, right after the AGM. Relevant information on the date of disclosure of voting results of the most recent ASM is disclosed in the reports below.</p> <p>Links/Sources:</p> <p>▪ DISCLOSURE TO PSE EDGE <i>Results of Annual Stockholders' Meeting</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=728e1249d4d3cce93470cea4b051ca8f</p> <table border="0"> <thead> <tr> <th>Template Name:</th> <th>Announce Date and Time:</th> <th>PSE Form:</th> <th>Report or Circular No.:</th> </tr> </thead> <tbody> <tr> <td>Results of Annual Stockholders' Meeting</td> <td>Apr 28, 2022 2:54 PM</td> <td>4-24</td> <td>C02933-2022</td> </tr> </tbody> </table> <p>▪ BPI WEBSITE <i>Minutes of the 2023 Annual Stockholders Meeting</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/minutes-of-asm</p>	Template Name:	Announce Date and Time:	PSE Form:	Report or Circular No.:	Results of Annual Stockholders' Meeting	Apr 28, 2022 2:54 PM	4-24	C02933-2022
Template Name:	Announce Date and Time:	PSE Form:	Report or Circular No.:									
Results of Annual Stockholders' Meeting	Apr 28, 2022 2:54 PM	4-24	C02933-2022									
A.3.13	<p>Do companies provide at least 21 days notice for all resolutions?</p>		Yes	<p>We send the Notice of the Annual Stockholders' Meeting to our shareholders well before the meeting date in order to allow time for shareholders to review the meeting's agenda as well as to provide shareholders with sufficient information regarding the issues to be decided at the meeting; the Definitive Information Statement, or SEC Form 20-IS is issued in accordance with the BPI's By-Laws and Securities Regulation Code 20.</p> <p>Links/Sources:</p> <p>• 2023 DEFINITIVE INFORMATION STATEMENT <i>Explanation of Agenda Items for Stockholders' Meeting – March 31, 2022</i> https://edge.pse.com.ph/openDiscViewer.do?edge_no=dbd285becdd7f12e3470cea4b051ca8f</p> <p>• BPI WEBSITE https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings</p>								

				<ul style="list-style-type: none"> PSE EDGE <table border="1"> <thead> <tr> <th>Template Name:</th> <th>Announce Date and Time:</th> <th>PSE Form:</th> <th>Report or Cir. No.:</th> </tr> </thead> <tbody> <tr> <td><u>Definitive Information Statement</u></td> <td>Mar 31, 2022 4:01 PM</td> <td>17-5</td> <td>CR01578-2022</td> </tr> <tr> <td><u>Notice of ASM</u></td> <td>Mar 31 2022 03:56 PM</td> <td>7-1</td> <td>C02134-2022</td> </tr> </tbody> </table> 	Template Name:	Announce Date and Time:	PSE Form:	Report or Cir. No.:	<u>Definitive Information Statement</u>	Mar 31, 2022 4:01 PM	17-5	CR01578-2022	<u>Notice of ASM</u>	Mar 31 2022 03:56 PM	7-1	C02134-2022
Template Name:	Announce Date and Time:	PSE Form:	Report or Cir. No.:													
<u>Definitive Information Statement</u>	Mar 31, 2022 4:01 PM	17-5	CR01578-2022													
<u>Notice of ASM</u>	Mar 31 2022 03:56 PM	7-1	C02134-2022													
A.3.14	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?		Yes	<p>The Bank's Notice of ASM and Definitive Information Statement is written in English as this is an official language in the Philippines. <u>The Bank provides the rationale and explanation for each agenda item which requires shareholders' approval in the Notice of ASM. In the same way, each resolution in the ASM deals with only one item, i.e., there is no bundling of several items into the same resolution.</u></p> <p>Links/Sources:</p> <ul style="list-style-type: none"> 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Rationale and explanation for each agenda item > Notice of Annual Stockholders Meeting</i> https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings 2022 INTEGRATED ANNUAL REPORT <i>Notice of ASM and Definitive Information Statement, pp. 142-143</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports 												
A.3.15	Does the company give the opportunity for shareholders to place item/s on the agenda of AGM?		Yes	<p>We proactively encourage the full participation of our shareholders, including institutional shareholders, at our ASM each year. Shareholders are encouraged to ask questions at the ASM to ensure accountability and identification with the Board of Directors' and Management's strategy and goals for the business of BPI.</p> <p><u>The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.</u></p> <p>Relevant information on the dates of issuance and other information on the most recent Notice of ASM is disclosed in the reports below:</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> MANUAL ON CORPORATE GOVERNANCE 												

				<p><i>Right to Information</i>, (pp. 98-100) https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance</p> <ul style="list-style-type: none"> • 2023 DEFINITIVE INFORMATION STATEMENT (DIS-20) <i>Notice of ASM, Proxy Form, Manner of Voting</i> (pp. 2-7) https://www.bpi.com.ph/about-bpi/investor-relations/disclosures/sec-filings
A.4	Markets for corporate control should be allowed to function in an efficient and transparent manner.			
A.4.1	In cases of mergers, acquisitions and/or takeovers requiring shareholders approval, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	<p>G20/OECD Principle II (E): Markets for corporate control should be allowed to function in an efficient and transparent manner.</p> <p>(1) The rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets, should be clearly articulated and disclosed so that investors understand their rights and recourse. Transactions should occur at transparent prices and under fair conditions that protect the rights of all shareholders according to their class.</p>	Yes	<p>Mergers, Acquisitions, and/or Takeovers. The Board and Senior Management exercise appropriate due diligence and good faith in the review and consideration of all material issues with respect to strategy, opportunities and risks, pricing or valuation, compliance and legal obligations, including diligence on the parties involved before entering into extraordinary transactions, such as mergers, acquisitions, and takeovers. <u>The Bank engages the service of independent and qualified third-party firms and consultants to evaluate the fairness of the transaction price and terms and conditions.</u></p> <p>The Board of Directors in its meeting on Sep. 30, 2022 approved the proposed merger between Robinsons Bank Corporation (RBC) and BPI, with BPI as the surviving bank, subject to shareholders’ and regulatory approvals. JG Summit Capital Services Corp. and Robinsons Retail Holdings, Inc. currently own approximately 99.9984% of the outstanding capital stock of RBC. In relation thereto, the Board approved:</p> <ol style="list-style-type: none"> The execution of an Agreement for the Merger of Bank of the Philippine Islands and Robinsons Bank Corporation, among BPI, RBC and JG Summit Capital Services Corp. and Robinsons Retail Holdings, Inc. as the RBC Shareholders (the “Agreement”); The execution of the Plan of Merger and Articles of Merger by and between BPI and RBC, with BPI as the surviving bank; Designation of certain authorized signatories and representatives to give effect to the aforementioned resolutions; and Calling for a special stockholders’ meeting.

				<p>On the same day and after the Board approval, BPI executed the Agreement.</p> <p>Following this, during its regular meeting held on Nov. 16, 2022, the Board of Directors approved the calling of a Special Stockholders' Meeting to be held on Jan. 17, 2023, for purposes of securing the required shareholders' approval for execution of the Plan of Merger and Articles of Merger for purposes of the proposed merger between BPI and RBC, with BPI as the surviving bank.</p> <p>The merger is expected to unlock various synergies across several products and service platforms, expand the customer and deposit base of both banks through the merged entity, and, at the same time, by capitalizing on BPI's expertise and network, enhance the overall banking experience of RBC customers.</p> <p>Links/Sources:</p> <ul style="list-style-type: none"> • MANUAL ON CORPORATE GOVERNANCE <i>External Advice/Other Independence Mechanisms, II.A.12, (page 39); Reports and Disclosures, (page 95)</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance • 2022 INTEGRATED ANNUAL REPORT <i>Mergers, Acquisitions, and/or Takeovers, (pp. 135)</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports
A.5	The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.			
A.5.1	Does the company disclose its practices to encourage shareholders to engage with the company beyond AGM?	G20/OECD Principle II (F): The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.	Yes	<p>Outside of the stockholders' meetings, BPI engaged and kept our investors, stockholders and stakeholders informed, through various disclosures and activities led by our Investor Relations Unit.</p> <p>For the year 2022, our senior leadership team and investor relations officers, hosted 92 one-on-one meetings, attended 27 investor conferences with breakout sessions, and met a little over 400 individual participants in these events. We also submitted about 160 structured</p>

			<p>and unstructured disclosures which were posted on various Exchanges throughout the year.</p> <p>Relevant information on the annual stockholders meeting and shareholder engagement is disclosed in the reports below.</p> <p><u>Links/Sources:</u></p> <ul style="list-style-type: none">▪ 2022 INTEGRATED ANNUAL REPORT <i>BPI Investor Relations, (pp. 140-141)</i> https://www.bpi.com.ph/about-bpi/investor-relations/integrated-reports▪ BPI WEBSITE <i>Investor Relations Program</i> https://www.bpi.com.ph/about-bpi/contact-us <i>Disclosure and Transparency</i> https://www.bpi.com.ph/about-bpi/governance/disclosure▪ MANUAL ON CORPORATE GOVERNANCE <i>Stockholder's Right and Protection of Minority Stockholder Interests> Shareholders' Rights> Duty to Promote Stockholders' Rights, Sec. VII. A., B., (pp. 98-100); Investor Relations Program, Sec. VI, B., (page 93)</i> https://www.bpi.com.ph/about-bpi/governance/conflict-of-interest-and-other-policies/raising-integrity-concerns/manual-corporate-governance
--	--	--	--