

**DISCLAIMER: THIS DOCUMENT WAS PREPARED TO ANTICIPATE QUESTIONS FROM THE PUBLIC REGARDING BPI'S PROPERTY DIVIDEND DISTRIBUTION. IT IS NOT INTENDED TO BE READ IN LIEU OF THE PROPERTY DIVIDEND GUIDELINES AND THE SUBSEQUENT RELATED ADVISORIES. FOR COMPLETE INFORMATION ON BPI'S PROPERTY DIVIDEND DISTRIBUTION, KINDLY REFER TO THE PROPERTY DIVIDEND GUIDELINES AND SUBSEQUENT RELATED ADVISORIES POSTED ON PSE EDGE.**

## **BPI Property Dividend: Frequently Asked Questions 2**

### **1. When will I receive my shares from the Property Dividends?**

**For Authorizing Stockholders** - The Distribution Date of the Property Dividend shares to Authorizing Stockholders and Depository Participants covering Stockholders classified as Authorizing Stockholders (in a schedule submitted by such Depository Participants to BPI STO) is on 21 June 2023.

**For Non-Authorizing Stockholders** - The Distribution Date of Property Dividend shares to Non-Authorizing Stockholders and Depository Participants covering Stockholders classified as Non-Authorizing Stockholders (in a schedule submitted by such Depository Participants to BPI STO) who timely submitted a Proof of Payment shall be set within three (3) trading days from (i) the Tax Reimbursement Deadline or (ii) receipt by BPI of the complete Proofs of Payment representing the full payment of the Property Dividend Tax from all Non-Authorizing Stockholders and the relevant Depository Participants, whichever is earlier.

### **2. In what form and manner can I expect to receive my property dividends?**

The Property Dividend Shares (net of any Sale Shares (if applicable) and fractional shares) and any cash proceeds shall be delivered to the Stockholders in the following manner:

- a. Certificated Stockholders may claim the stock certificates and any cash proceeds (in the form of checks) covering their Property Dividend from BPI STO at 3F BPI Buendia Center, 372 Sen. Gil Puyat Ave., Makati City starting on the relevant Distribution Date. Said Stockholders may get in touch with Ms. Christine Gaile P. Malonzo or Mr. Marvin A. Pritos at (02) 8580-4693 to 95 to confirm the availability of the stock certificate and the check representing the excess proceeds from the sale of Sale Shares and fractional share prior to visiting the BPI STO office to claim the stock certificate and/or the check.
- b. Scrippless Stockholders will receive their Property Dividends (net of any portion of Sale Shares and fractional shares) in scrippless form through their relevant Depository Participant on the relevant Distribution Date. Any cash proceeds shall be delivered to the same Depository Participant for onward payment to the relevant Stockholder, in accordance with such Depository Participant's internal procedures.

### **3. Why are there Sale Shares?**

For purposes of the payment of the Property Dividend Tax, BPI has paid the Property Dividend Tax on behalf of the relevant Stockholder by remitting to the BIR the tax amount due on the prescribed tax payment deadline, subject to reimbursement by the relevant Stockholder. For this purpose, it shall be understood that BPI (or any of its affiliates) is authorized by the relevant Stockholder to sell on behalf of such Stockholder a portion of the Property Dividend, excluding any fractional share, sufficient to reimburse BPI for the Property Dividend Tax payment, unless the Stockholder duly withheld such authority in accordance with the guidelines previously communicated by BPI. The Sale Shares represent such portion of the Property Dividend sold to reimburse BPI for the Property Dividend Tax payment.

**4. What is the difference between Payment Date and Distribution Date?**

The Payment Date refers to the date when the Property Dividend shares are crossed via the facilities of the Philippine Stock Exchange and does not refer to the date of actual receipt by the Stockholders of the Property Dividend shares, while the Distribution Date refers to the date of actual receipt by the Stockholders of the Property Dividend.

**5. If I submitted a Notice of Election, what are my next steps?**

Certificated Stockholders who submitted to BPI STO a Notice of Election, and all Depository Participants who, on behalf of their respective scripless Stockholder clients, submitted a schedule of Authorizing and Non-Authorizing Stockholders to BPI STO shall ensure payment of their respective Property Dividend Tax liability and submission of the Proof of Payment to BPI STO within thirty (30) calendar days after the Payment Date or the Tax Reimbursement Deadline by delivering to BPI STO either:

- (a) an electronic copy of the cash deposit slip evidencing full payment of the Property Dividend Tax in cleared funds in the BPI STO Settlement Account; or
- (b) an electronic copy of the check deposit slip evidencing full payment of the Property Dividend Tax in the BPI STO Settlement Account no later than one (1) business day prior to the Tax Reimbursement Deadline.

**6. How can I confirm the exact Property Dividend Tax that is due from me?**

Relevant Certificated Stockholders and Depository Participants shall obtain information on the respective amount of Property Dividend Tax due from them and the payment details (including the BPI STO Settlement Account and the payment reference number which shall be used and presented to any BPI branch upon payment of the Property Dividend Tax) by contacting BPI STO through the contact details below starting on two (2) business days after the Payment Date. Scripless Stockholders who submitted their intention to pay their tax directly in cash shall coordinate with their respective Depository Participant to arrange for the payment of their respective Property Dividend Tax.

**BPI STOCK TRANSFER OFFICE**

3/F BPI Buendia Center

372 Sen. Gil Puyat Ave.

Makati City 1209

Attention: Ms. Christine Gaile P. Malonzo / Mr. Marvin A. Pritos

Telephone Nos.: 8580 4693 to 95

Email: [propertydividend@bpi.com.ph](mailto:propertydividend@bpi.com.ph)

**7. What happens if I am not able to pay the Property Dividend Tax Liability on time?**

Non-receipt by BPI STO of the Proof of Payment on or before the Tax Reimbursement Deadline shall be deemed as a grant of the BPI Authorization by the relevant Stockholder and Depository Participant, on behalf of their respective Scripless Shareholder clients, notwithstanding any prior submission of a Notice of Election or, in the case of the scripless Stockholders, their classification as a Non-Authorizing Stockholder in the schedule of Authorizing and Non-Authorizing Stockholders submitted to BPI STO by their relevant Depository Participant; *provided* that, in case of receipt of any Proof of Payment and the corresponding payment beyond the Tax Reimbursement Deadline, the amount so paid shall be returned to the relevant Stockholder and/or Depository Participant, together with any excess proceeds from the sale of the corresponding shares withheld at a later date. The relevant Depository Participant shall deliver the said returned payments and excess proceeds to their respective Scripless Stockholder clients in accordance with its internal procedures.

Further, the distribution of Property Dividend shares and any cash proceeds due to Stockholders or Depository Participants who fail to submit their Proof of Payment within the Tax Reimbursement Deadline shall be set at a later date than the Distribution Date.

**8. What are the important dates I have to take note of as an Authorizing Stockholder?**

Key Events	Timing
Payment Date	16 June 2023
Distribution Date	<p><i>For Scripless Stockholders</i> 21 June 2023</p> <p><i>For Certificated Stockholders</i> Stock Certificates shall be made available for pick up starting on 21 June 2023</p>
Final Cross Date	16 June 2023 as disclosed on PSE Edge Link: <a href="#">[Amend-4]Declaration of Property Dividends (pse.com.ph)</a>
Claiming of Excess Proceeds and net proceeds from sale of fractional shares	Within three (3) trading days from (i) the Final Cross Date or (ii) the Tax Reimbursement Deadline, whichever is later

**9. What are the important dates I have to take note of as a Non-Authorizing Shareholder?**

Key Events	Timing
Payment Date	16 June 2023
Tax Reimbursement Deadline	Thirty (30) calendar days after the Payment Date or 17 July 2023
Distribution Date	<p><i>For Scripless Stockholders</i> Within three (3) trading days from (i) the Tax Reimbursement Deadline or (ii) receipt by BPI of the complete Proofs of Payment representing the full payment of the Property Dividend Tax from all Non-Authorizing Stockholders and the relevant Depository Participants, whichever is earlier</p> <p><i>For Certificated Stockholders</i> Stock Certificates shall be made available for pick up starting on the 3<sup>rd</sup> trading day from (i) the Tax Reimbursement Deadline or (ii) receipt by BPI of the complete Proofs of Payment representing the full payment of the Property Dividend Tax from all Non-Authorizing Stockholders and the relevant Depository Participants, whichever is earlier</p>
Final Cross Date	16 June 2023 as disclosed on PSE Edge Link: <a href="#">[Amend-4]Declaration of Property Dividends (pse.com.ph)</a>
Claiming of Excess Proceeds and net proceeds from sale of fractional shares	Within three (3) trading days from (i) the Final Cross Date or (ii) the Tax Reimbursement Deadline, whichever is later

**10. What is the basis of the price at which BPI determined the Sale Shares and withhold it from my Property Dividend entitlement?**

The Fair Market Value of the Property Dividend is the higher of the (i) closing price of BPI as of Declaration Date or (ii) the price at which the Property Dividend shares are crossed via the Exchange on Payment Date, which is PHP 105.00 per share. Therefore, the tax amount due from a Stockholder will be determined based

on P105.00, which is also the price used to determine the number of Sale Shares needed to sufficiently pay for the applicable Property Dividend Tax.

**11. Is there a guideline that a Stockholder may view to understand the Property Dividend distribution process?**

The Property Dividend Distribution Procedures may be accessed through the following link:

Link: [https://edge.pse.com.ph/openDiscViewer.do?edge\\_no=2cb8493ed22cb9a29e4dc6f6c9b65995](https://edge.pse.com.ph/openDiscViewer.do?edge_no=2cb8493ed22cb9a29e4dc6f6c9b65995)

**12. Who may the Stockholder reach out to in case of any questions on the Property Dividend distribution?**

<b>BPI Stock Transfer Office</b>	<b>BPI Corporate Secretary</b>
<p><b>BPI Stock Transfer Office</b> Attention: Ms. Christine Gaile P. Malonzo / Mr. Marvin A. Pritos Telephone Nos.: 8580 4693 to 95 Email: <a href="mailto:propertydividend@bpi.com.ph">propertydividend@bpi.com.ph</a></p> <p>3/F BPI Buendia Center, 372 Sen. Gil Puyat Ave., Makati City</p>	<p><b>Bank of the Philippine Islands</b> Office of the Corporate Secretary Email: <a href="mailto:corporate.secretary@bpi.com.ph">corporate.secretary@bpi.com.ph</a></p>

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**BPI Property Dividend: Frequently Asked Questions 1 (Published on BPI Website on April 2023)**

**1. What is a property dividend?**

A property dividend is a distribution of earnings to the stockholders in the form of noncash assets such as shares of stock or physical assets.

**2. How is a property dividend different from a cash dividend or a stock dividend?**

*Property Dividend vs. Cash Dividend*

Similar to a cash dividend, a property dividend is declared out of the unrestricted retained earnings ("RE") of the company. However, unlike cash dividend where the amount charged to the unrestricted RE is fixed at date of declaration, the amount charged to the unrestricted RE for property dividends will ultimately be based on the fair value of the property dividends at date of payment.

*Property Dividend vs. Stock Dividend*

Similar to a stock dividend, a property dividend is declared out of the unrestricted RE of the company. However, unlike stock dividend where the amount charged to the unrestricted RE is based on the fair value of the shares at date of declaration, the amount charged to the unrestricted RE for property dividends will ultimately be based on the fair value of the property dividend at date of payment. A stock dividend makes use of the company's unissued shares as dividend, while a property dividend can make use of the company's treasury shares or other forms noncash assets like shares in another company or physical assets.

**3. What will BPI distribute as property dividends?**

BPI will distribute treasury shares as property dividends (the "Property Dividends"). These treasury shares were created as a result of the merger between BPI and BPI Family Savings Bank, Inc. ("BFSBI"), which took effect on 1 January 2022. BPI issued 406,179,276 BPI shares as consideration for the merger, and ended up owning such shares as the 100% owner of BFSBI (the "Treasury Shares").

**4. What are treasury shares?**

Treasury shares are shares of stock which have been issued and fully paid for, but subsequently reacquired by the issuing corporation by purchase, redemption, donation, or through some other lawful means. Such shares are excluded from the outstanding shares as it is currently owned by the corporation and not by any of its stockholders.

Treasury shares may be disposed of by retirement, or by re-issuance via sale or distribution of such shares as dividends. The declaration of treasury shares as dividends is classified as property dividend.

As confirmed with the Bangko Sentral ng Pilipinas (“BSP”), treasury shares created as a result of a merger must be disposed of by re-issuance via public or private sale, or distribution of such shares as property dividends.

**5. Why is the distribution of BPI’s own shares considered property dividend and not stock dividend?**

The distribution of BPI’s own shares as property dividends has a similar effect to the shareholdings of all entitled stockholders as that of a stock dividend, wherein the stockholder receives additional shares of stock of BPI but retains the same percentage ownership stake. However, under Philippine law, treasury shares are regarded as property of the corporation and may be distributed to stockholders as property dividends. As such, BPI will follow the relevant accounting standards for the re-issuance of treasury shares and the recording of the property dividends in BPI’s books.

**6. What is the effect of the distribution of Property Dividends to the total outstanding shares and market price?**

According to the PSE, they will only make adjustments to BPI’s total outstanding shares on account of the BPI property dividends on Payment Date, after all regulatory approvals have been obtained. It is important to note that PSE will not be adjusting the historical BPI closing prices retroactively.

**7. What is the rationale behind BPI’s declaration of property dividends?**

As confirmed with the BSP, BPI is required to sell or dispose of the Treasury Shares created from the BPI-BFSBI merger. After a thorough internal evaluation, BPI determined that the optimal way of disposing the Treasury Shares is *via* the distribution of the same in the form of property dividends to its existing stockholders.

**8. What is driving the timing of the Property Dividend?**

The Property Dividend is mainly driven by the regulatory requirement to dispose the Treasury Shares using the method prescribed by applicable law. The timing of the distribution of the Property Dividends will largely depend on the period within which the regulatory approvals for the property dividend declaration are obtained.

**9. Who are entitled to receive the property dividend shares?**

All BPI stockholders of record as of 29 March 2023 (the “Record Date” and the eligible stockholders, the “Stockholders”) will be eligible to receive the property dividend shares. The last day that a person can buy BPI shares and be entitled to the property dividend is on 23 March 2023 (or 1 trading day prior to the Ex-date). The earliest date that a BPI Stockholder can sell its BPI shares and still be entitled to the property dividend is on 24 March 2023 (on the Ex-date).

**10. How many shares will be issued from the distribution of property dividends?**

There are 406,179,276 shares currently held in treasury that will be distributed as Property Dividends upon obtaining the necessary regulatory approvals.

**11. When will the Stockholders receive the property dividend shares?**

The payment date and additional details on the actual distribution of the Property Dividends to each Stockholder, net of applicable final withholding tax (the “Property Dividend Tax”), will be disclosed in a subsequent advisory after all relevant regulatory approvals have been obtained.

**12. Why is there a gap between the declaration and distribution of the property dividends?**

BPI can only distribute the Property Dividends to the Stockholders upon obtaining the relevant regulatory approvals for the property dividends.

**13. How and when will I receive the BPI property dividend shares?**

Upon obtaining the necessary regulatory approvals, BPI will set the payment date of the Property Dividend (the “**Payment Date**”) and issue further details on the manner and timing of the actual distribution of the Property Dividends.

For certificated Stockholders, the Property Dividends (in stock certificate form) will be made available for pick up at the office of the BPI Stock Transfer Office (“BPI STO”). The stock certificate will be issued and will reflect the number of BPI Shares allocated to the Stockholders (on a per Stockholder record) as property dividend, net of the number of shares deducted to pay the Property Dividend Tax, if the relevant Stockholder did not elect to separately pay such tax due directly to the BPI STO.

For scripless Stockholders, the Property Dividends (in scripless form) will be credited to each Stockholder’s account with a depository participant (e.g., broker, custodian bank, etc.), net of the number of shares deducted to pay the applicable Property Dividend Tax if the Stockholder did not elect to separately pay such taxes due directly to BPI STO.

Please await further disclosure and guidance from BPI on the specific details for the payment and distribution of the Property Dividends once all the relevant regulatory approvals are secured.

**14. How can I sell the BPI Shares acquired from the Property Dividends?**

For certificated Stockholders, once you receive the stock certificate(s) of the Property Dividends, you may lodge the same with your stockbroker or you may open a securities account with a stockbroker where the stock certificates can be lodged. Once the Property Dividend shares have been successfully lodged or converted into scripless form, you may sell them through the Philippine Stock Exchange in coordination with your stockbroker.

For scripless Stockholders, once the Property Dividend shares have been credited to your account with a depository participant, you may coordinate with such depository participant for the sale of such shares through the Philippine Stock Exchange.

**15. Can I use Property Dividend shares to vote at any stockholders’ meeting?**

All rights of a Stockholder arising from his entitlement to the Property Dividend shares (including the right to receive dividends and the right to vote) will accrue on Payment Date.

**16. Will the declaration of Property Dividends affect BPI's regular cash dividend?**

No. The Property Dividend declaration will not affect BPI's regular cash dividend.

**17. When will the Property Dividend Shares be entitled to cash dividends?**

All rights of a Stockholder arising from his entitlement to the Property Dividend shares (including the right to receive dividends and the right to vote) will accrue on Payment Date.

**18. What is the effect of the Property Dividend to BPI's stockholders' equity and market capitalization?**

The Property Dividend will have no effect on BPI's overall stockholders' equity. Upon payment of the Property Dividends, the treasury shares will be re-issued and included in BPI's total outstanding shares. Any impact to BPI's stock price and market capitalization will depend on the movement of the stock price, which is a function of market forces.

**19. What costs do I need to pay for in order to receive my property dividend?**

Other than the applicable Property Dividend Taxes, there are no other costs/charges/levies that a Stockholder will be made to pay for receiving such Property Dividends.

The applicable Property Dividend Tax rates will be based on your tax classification. Please see **Annex A** for the withholding tax rates based on taxpayer classification, and **Annex B** if you wish to apply for tax exemptions or preferential tax rates for the Property Dividend withholding tax.

For certificated Stockholders, you may inquire with BPI STO about your current tax classification. For scripless Stockholders, you may check with your stockbroker or custodian bank about your current tax classification.

**20. How will the Stockholders pay for the corresponding withholding tax on the Property Dividends?**

Stockholders shall be deemed to have authorized BPI (or any of its affiliates) to sell, on behalf of such Stockholder, a portion of the Property Dividend sufficient to reimburse BPI for the Property Dividend Tax payment, provided that the receipt of any Proof of Payment and the corresponding payment beyond the prescribed period shall be returned to the relevant Stockholder. BPI will deduct the number of BPI Shares equivalent to the withholding tax arising from the Property Dividend such that the BPI Shares to be received by the relevant Stockholder will be net of the portion deducted.

However, in case the Stockholder wishes to withhold such authorization, relevant Stockholders may elect to separately pay the Property Dividend Tax in the following manner:

For Certificated Stockholders

Stockholders shall submit to BPI STO a notice, substantially in the form set out in **Annex C** (the "Notice of Election for Certificated Stockholders"), within thirty (30) calendar days after the Record Date.

For Scripless Stockholders

Stockholders shall notify their relevant depository participants of their intention to pay the Property Dividend Tax, and the relevant depository participant shall submit a notice on behalf of all its clients, substantially in the form set out in **Annex D** (the "Schedule for Depository Participants") in such a manner



as to ensure receipt thereof by BPI STO within thirty (30) calendar days after the Record Date, and make arrangements with their relevant depository participants for the timely payment of the Property Dividend Tax.

Certificated Stockholders who submit a Notice of Election and the depository participants who submit the schedule attached to the Advisory to Depository Participants shall likewise ensure payment of the corresponding tax amount due and submit to BPI STO the following proof of payment within thirty (30) calendar days after the Payment Date (the “Tax Reimbursement Deadline”):

- (a) an electronic copy of the cash deposit slip evidencing full payment of the Property Dividend Tax in cleared funds in the designated cash settlement account of BPI STO (the “BPI STO Settlement Account”); or
- (b) an electronic copy of the check deposit slip evidencing full payment of the Property Dividend Tax in the BPI STO Settlement Account no later than one (1) business day prior to the Tax Reimbursement Deadline.

**21. What are the key terms of the Property Dividend declaration (e.g. entitlement ratio, share price)?**

Property Dividend	BPI common shares
Entitlement Ratio	0.0896395563 share for 1.00 BPI share
Ex-date	24 March 2023
Record Date	29 March 2023
Payment Date	To be determined after receipt of all regulatory approvals

**22. Is there a guideline that a Stockholder may view to understand the Property Dividend distribution process?**

The Property Dividend distribution guideline and [Supplement to the Property Dividend distribution guideline \(i.e., Advisory to Depository Participants and Advisory to Scripless Stockholders\)](#) may be accessed through the following links:

Link 1: [https://edge.pse.com.ph/openDiscViewer.do?edge\\_no=bc95fe8f34cba7159e4dc6f6c9b65995](https://edge.pse.com.ph/openDiscViewer.do?edge_no=bc95fe8f34cba7159e4dc6f6c9b65995)

Link 2: [https://edge.pse.com.ph/openDiscViewer.do?edge\\_no=472f661e1585727b9e4dc6f6c9b65995](https://edge.pse.com.ph/openDiscViewer.do?edge_no=472f661e1585727b9e4dc6f6c9b65995)

**23. Who may the Stockholder reach out to in case of any questions on the Property Dividend distribution?**

BPI Stock Transfer Office	BPI Corporate Secretary
<p><b>BPI Stock Transfer Office</b>            Attention: Ms. Christine Gaile P. Malonzo / Mr. Richard C. Sanchez            Telephone Nos.: 8580 4693 to 95            Email: <a href="mailto:propertydividend@bpi.com.ph">propertydividend@bpi.com.ph</a></p> <p>3/F BPI Buendia Center, 372 Sen. Gil Puyat Ave., Makati City</p>	<p><b>Bank of the Philippine Islands</b>            Office of the Corporate Secretary            Email: <a href="mailto:corporate.secretary@bpi.com.ph">corporate.secretary@bpi.com.ph</a></p>

**Annex A**

The Property Dividend to be distributed to the stockholders will be subject to the following final withholding tax rates prescribed under the National Internal Revenue Code, as amended (NIRC):

<b>Taxpayer Classification</b>	<b>Final Withholding Tax Rate</b>
Individual citizen	10%
Individual resident alien	10%
Individual non-resident alien engaged in trade or business	20%
Individual non-resident alien not engaged in trade or business:	
a. Applying for tax treaty relief	10% to 25%, depending on the rate under the tax treaty
b. Not applying for tax treaty relief	25%
Domestic corporation	0%
Resident foreign corporation	0%
Non-resident foreign corporation	
a. Availing of tax exemption under the NIRC	0%
b. Availing of tax sparing under the NIRC	15%
c. Applying for tax treaty relief	10% to 25%, depending on the rate under the tax treaty
d. Not availing of any tax exemption or relief	25%

**Annex B**

Stockholders claiming entitlement to tax exemptions or preferential tax rates on property dividend's withholding tax are required to submit the tax documentary requirements no later than 14 April 2023 at the following address:

**BPI STOCK TRANSFER OFFICE**

3/F BPI Buendia Center

372 Sen. Gil Puyat Ave.

Makati City 1209

Attention: Ms. Christine Gaile P. Malonzo / Mr. Richard C. Sanchez

Telephone Nos.: 8580 4693 to 95

Email: [propertydividend@bpi.com.ph](mailto:propertydividend@bpi.com.ph)

Taxpayer Classification	Supporting Documents Required	Withholding Tax Rate	
		With Supporting Documents	Without Supporting Documents/With Incomplete Supporting Documents/Late Submission of Supporting Documents
Domestic Corporation	Original or SEC Certified True Copy (CTC) of its Certificate of Registration, Articles of Incorporation (AOI)	0%	25% [default tax rate is based on the rate for non-resident foreign corporation]
Resident Foreign Corporation	SEC-CTC of SEC License To Do Business and latest General Information Sheet (GIS)	0%	25%
Non-Resident Foreign Corporation (NRFC) availing of:  a. Tax exemption under the NIRC	a. a current and valid BIR-certified true copy of the tax exemption certificate, ruling or opinion issued by the BIR (dated no earlier than required to be considered valid under applicable tax regulations at the relevant time), addressed to the Stockholder, confirming its exemption from the final withholding tax OR any document proving that it is a foreign government or any of its instrumentalities Section 32(B)(7) of the Tax	0%	25%

Taxpayer Classification	Supporting Documents Required	Withholding Tax Rate	
		With Supporting Documents	Without Supporting Documents/With Incomplete Supporting Documents/Late Submission of Supporting Documents
b. Tax sparing	<p>Code; and</p> <p>b. Original, notarized and consularized / apostilled (if applicable) Affidavit of Undertaking <i>(please refer to <b>Annex B</b> of the Property Dividend Distribution Guidelines issued by BPI and disclosed through the PSE on [16 March 2023])</i></p> <p>a. a current and valid BIR-certified true copy of the ruling or opinion issued by the BIR (dated no earlier than required to be considered valid under applicable tax regulations at the relevant time), addressed to the Stockholder, confirming its entitlement to tax sparing benefits; and</p> <p>b. Original, notarized and consularized / apostilled (if applicable) Affidavit of Undertaking <i>(please refer to <b>Annex B</b>)</i>;</p> <p style="text-align: center;">OR</p> <p>i. Original, notarized and consularized / apostilled Tax Residency Certificate duly issued by the respective foreign tax authority of the country of the Stockholder;</p> <p>ii. Proof that Domicile Country allows the tax as credit or does not impose</p>	15%	25%

Taxpayer Classification	Supporting Documents Required	Withholding Tax Rate	
		With Supporting Documents	Without Supporting Documents/With Incomplete Supporting Documents/Late Submission of Supporting Documents
c. Tax Treaty Relief – Reduced Treaty Rate	<p>taxes on foreign-sourced dividends;</p> <p>iii. Original, notarized and consularized / apostilled (if applicable) Affidavit of Undertaking</p> <p>a. Original BIR Form 0901-D (Application For Treaty Purposes Form) with proof of receipt by the concerned office of the BIR</p> <p>b. Original, notarized and consularized / apostilled Tax Residency Certificate duly issued by the respective foreign tax authority of the country of the Stockholder</p> <p>c. the relevant provision of the tax treaty providing for the claimed preferential tax rate</p> <p>d. Original, notarized and consularized / apostilled (if applicable) Affidavit of Undertaking</p>	10% to 25% whichever is applicable under the tax treaty	25%
d. Not availing of any tax relief		25%	25%
Filipino Citizen	<p>Photocopy of any one of the following:</p> <p>a. Valid Philippine Passport; or</p> <p>b. Valid Philippine Driver's</p>	10%	25%

Taxpayer Classification	Supporting Documents Required	Withholding Tax Rate	
		With Supporting Documents	Without Supporting Documents/With Incomplete Supporting Documents/Late Submission of Supporting Documents
	License; or  c. Any valid issued government ID (e.g. SSS, GSIS, PRC)		
Resident Alien	Photocopy of Passport with duly stamped Philippine VISA and any of the following:  a. Valid Alien Certificate of Registration (ACR) or I-card or any other ID issued by the Bureau of Immigration; or  b. Latest Philippine Income Tax Return	10%	25%
Non-Resident Alien			
a. Engaged in trade or business	a. Passport showing exact number of days of stay in the Philippines for an aggregate period of more than 180 days during the calendar year; and  b. Latest Philippine Income Tax Return	20%	25%
b. Not engaged in trade or business availing of any tax relief	a. Original BIR Form 0901-D (Application For Treaty Purposes Form) with proof of receipt by the concerned office of the BIR;  b. Original, notarized and consularized / apostilled Tax Residency Certificate duly issued by the respective foreign tax authority of the country of the Stockholder;	10% to 25% depending on the applicable tax treaty	25%

Taxpayer Classification	Supporting Documents Required	Withholding Tax Rate	
		With Supporting Documents	Without Supporting Documents/With Incomplete Supporting Documents/Late Submission of Supporting Documents
	<p>c. the relevant provision of the tax treaty providing for the claimed preferential tax rate;</p> <p>d. Original, notarized and consularized / apostilled (if applicable) Affidavit of Undertaking;</p> <p>e. confirmation acceptable to BPI that the Stockholder is not doing business in the Philippines to support the applicability of tax treaty relief</p>		
Retirement Funds	<p>a. BIR Registration of Retirement Fund</p> <p>b. BIR Ruling – current (after 1998)</p> <p>For Dividends – exempted by provisions of Section 60(B) of the Tax Code, as amended.</p>	0%	10%
Trust Funds*	<p>Underlying composition of the trust fund, following the regulations for withholding tax, whichever is applicable:</p> <p>a. Domestic Corporation b. Individuals c. Retirement Funds</p>	Please refer to the tax rates above, whichever is applicable	10%

\*For revocable trusts, the tax treatment shall be in accordance with the rules applicable to the grantor/trustor.

**NOTICE OF ELECTION FOR CERTIFICATED STOCKHOLDERS**

Date

**BPI STOCK TRANSFER OFFICE**

3/F BPI Buendia Center  
372 Sen. Gil Puyat Ave.  
Makati City

Attention: Ms. Christine Gaile P. Malonzo

Gentlemen:

Pursuant to the declaration by Bank of the Philippine Islands (“BPI”) on 15 March 2023 of property dividends and the Property Dividend Distribution Guidelines, and the corresponding payment of the final withholding tax due thereon, I, [please indicate your name], a BPI stockholder as of 29 March 2023, do hereby give notice to BPI that I am withholding my consent to the retention and sale of any portion of the BPI common shares representing the property dividends, except fractional shares, to which I am entitled.

In view of the foregoing, I hereby elect to pay for my own account the final withholding tax due on the property dividends and transmit the required amount through the following mode: *(please check the appropriate box)*

Cash Settlement

I/We shall cause the crediting of the total amount of the final withholding tax due on the property dividends, in cleared funds, covering full payment thereof to the following account:

*For cash remittance*

Bank:

Branch:

Acct. No.:

Swift Code:

For further credit to:

Message Type:

*For cash deposit*

Bank:

Branch:

Acct. No.:

Regular Bank Check

I/We shall issue a check, dated no later than one (1) business day prior to the Tax Reimbursement Deadline, for the total amount of the final withholding tax due on the property dividends covering full payment thereof in favor of BPI STO, and crossed “Payees’ Account Only”. I/We shall deposit the check to the BPI STO Settlement Account no later than one (1) business day prior to the Tax Reimbursement Deadline.



Despite submission of this Notice of Election, if the amount required for the payment of the final withholding tax due on the property dividend is insufficient or is not duly received by BPI on or before the Tax Reimbursement Deadline, for any reason whatsoever, I fully understand that this Notice of Election shall be without any force and effect to the extent of the deficiency and BPI shall be authorized to sell such number of BPI common shares as may be necessary to cover the full amount of the final withholding tax due.

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Signature over Printed Name of Stockholder

## SCHEDULE FOR DEPOSITORY PARTICIPANTS

Date

**BPI STOCK TRANSFER OFFICE**

3/F BPI Buendia Center  
372 Sen. Gil Puyat Ave.  
Makati City 1209

Attention: Ms. Christine Gaile P. Malonzo

Gentlemen:

Pursuant to the declaration by Bank of the Philippine Islands (“BPI”) on 15 March 2023 of property dividends and the Property Dividend Distribution Guidelines (including the Guidelines on the Submission of Notice of Election by Scripless Shareholders), and the corresponding payment of the final withholding tax due thereon, [name of Depository Participant], an equities depository participant of the Philippine Depository & Trust Corp. and holder on record of [please insert the number of shares held] BPI common shares lodged with PCD Nominee Corp. as of 29 March 2023, do hereby submit the following schedule of BPI Scripless Shareholders entitled to the Property Dividends:

Taxpayer Classification	Number of Shares as of Record Date	
	Authorizing Stockholders*	Non-Authorizing Stockholders**
Individual citizen (10%)	[No. of shares]	[No. of shares]
Individual resident alien (10%)	[No. of shares]	[No. of shares]
Individual non-resident alien engaged in trade or business (20%)	[No. of shares]	[No. of shares]
Individual non-resident alien not engaged in trade of business:		
a. Applying for tax treaty relief (10% to 25%)	[No. of shares]	[No. of shares]
b. Not applying for tax treaty relief (25%)	[No. of shares]	[No. of shares]
Domestic Corporation (0%)	N.A.	N.A.
Resident foreign corporation (0%)	N.A.	N.A.
Non-resident foreign corporation		
a. Availing of tax exemption under the NIRC (0%)	[No. of shares]	[No. of shares]
b. Availing of tax sparing under the NIRC (15%)	[No. of shares]	[No. of shares]
c. Applying for tax treaty relief (10% to 25%)	[No. of shares]	[No. of shares]
d. Not availing of any tax exemption or relief (25%)	[No. of shares]	[No. of shares]
<b>TOTAL</b>	<b>[No. of shares]</b>	<b>[No. of shares]</b>

\* Stockholders who did not express intention to withhold the BPI Authorization and thereby expressly authorized BPI to sell on behalf of such Stockholder a portion of the Property Dividend sufficient to reimburse BPI for the Property Dividend Tax due on such Property Dividend, excluding any fractional share (“BPI Authorization”).

*\*\*Stockholders who have expressed intention to withhold the BPI Authorization to its broker, custodian bank, or depository participant.*

In view of the foregoing, [name of Depository Participant] hereby elect to pay for the account of the Non-Authorizing Stockholders, the final withholding tax due on the property dividends and shall transmit the required amount to BPI STO no later than the Tax Reimbursement Deadline.

If the amount required for the payment of the final withholding tax due on the property dividend is insufficient or is not duly received by BPI STO on or before the Tax Reimbursement Deadline (“Deficiency”), for any reason whatsoever, it is hereby fully acknowledged and confirmed that the Notice of Election submitted by the Non-Authorizing Stockholders, if any, shall be deemed without any force and effect to the extent of the Deficiency and BPI shall be authorized to sell such number of BPI common shares as may be necessary to cover the full amount of the final withholding tax due.

Signature over Printed Name of Depository Participant’s Authorized Signatory(ies):

\_\_\_\_\_

(Name)

\_\_\_\_\_

(Name)

Contact Number of Depository Participant: \_\_\_\_\_