

# COVER SHEET

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S.E.C. Registration Number

B	A	N	K		O	F		T	H	E		P	H	I	L	I	P	P	I	N	E		I	S	L	A	N	D	S		

(Company's Full Name)

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G	A	R	D	E	N	S		T	O	W	E	R		2	,		P	A	S	E	O		D	E					
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B	E	L	-	A	I	R	,		M	A	K	A	T	I		C	I	T	Y										

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

ATTY. MARIA LOURDES P. GATMAYTAN	8663-6525
Contact Person	Company Telephone Number

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1	2												
3	1												
0	4												
2	1												
Month	Day	FORM TYPE	Month	Day									
Fiscal Year			Annual Meeting										

Secondary License Type, If Applicable

<table border="1" style="width: 40px; height: 20px; margin: 0 auto;"></table> Dept. Requiring this Doc.	<table border="1" style="width: 150px; height: 20px; margin: 0 auto;"></table> Amended Articles Number/Section
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<table border="1" style="width: 80px; height: 20px; margin: 0 auto;"></table> Total No. of Stockholders	Total Amount of Borrowings	<table border="1" style="width: 80px; height: 20px; margin: 0 auto;"></table> Domestic	<table border="1" style="width: 80px; height: 20px; margin: 0 auto;"></table> Foreign
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To be accomplished by SEC Personnel concerned

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S T A M P S

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER**

1. 12 February 2026  
Date of Report (Date of earliest event reported)
  
2. PW-121  
SEC Identification Number
  
3. 000-438-366-000  
BIR Tax Identification No.
  
4. BANK OF THE PHILIPPINE ISLANDS  
Exact name of registrant as specified in its charter
  
5. MANILA, PHILIPPINES  
Province, country or other jurisdiction of Incorporation
  
6.   
Industry Classification Code (SEC Use Only)
  
7. 22/F-28/F AYALA TRIANGLE GARDENS TOWER 2, PASEO DE ROXAS COR.  
MAKATI AVE., BEL-AIR, MAKATI CITY (current business address)  
Address of principal office  
  
1226  
Postal Code
  
8. (632) 8663-6525 (CORPSEC OFFICE) / (632) 8663-6733 (IR)  
Issuer's telephone number, including area code
  
9. N/A  
Former name or former address, if changed since last report

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

Title of Each Class	Number of Shares of Common Stock Outstanding & Amount of Debt Outstanding
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<u>Common</u>	<u>5,283,794,223 shares</u>
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11. Indicate the item numbers reported therein: Item 9

Item 9 - Other Events

**Re: Detailed Notice and Agenda of the 2026 Annual Stockholders' Meeting**

Pursuant to the requirement of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BANK OF THE PHILIPPINE ISLANDS**  
Registrant

  
**MARIA LOURDES F. GATMAYTAN**  
Corporate Secretary

12 February 2026  
Date

12 February 2026

Securities and Exchange Commission  
7907 Makati Avenue, Salcedo Village  
Barangay Bel-Air, Makati City 1209

Attention: Director Oliver O. Leonardo  
Director, Markets & Securities Regulation Department  
  
Director Rachel Esther J. Gumtang-Remalante  
Director, Corporate Governance & Finance Department

Philippine Stock Exchange  
6/F PSE Tower  
5<sup>th</sup> Avenue corner 28<sup>th</sup> Street  
Bonifacio Global City, Taguig City

Attention: Atty. Johanne Daniel M. Negre  
Officer-in-Charge, Disclosure Department

Philippine Dealing and Exchange Corporation  
29/F BDO Equitable Tower  
8751 Paseo de Roxas, Makati City

Attention: Atty. Suzy Claire R. Selleza  
Head, Issuer Compliance and Disclosure Department

Gentlemen:

Please see the attached amended detailed notice and agenda of our annual stockholders' meeting which is set for April 20, 2026.

Thank you.

Very truly yours,

  
**MARIA LOURDES P. GATMAYTAN**  
Corporate Secretary 



## 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://conveneaqm.com/ph/BPI2026ASM> on **Monday, April 20, 2026** at **9:00 A.M.**, with the following

### A G E N D A<sup>1</sup>

1. Call to Order
2. Certification of Notice and Quorum
3. Matters for Approval of Stockholders<sup>2</sup>
  - 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. Election of External Auditor and Fixing of its Remuneration
  - v. 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.<sup>3</sup>

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.<sup>4</sup>

All email communications should be sent to [bpi-asm@bpi.com.ph](mailto: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, February 12, 2026.

FOR THE BOARD OF DIRECTORS

  
MARIA LOURDES F. GATMAYTAN  
Corporate Secretary 

<sup>1</sup> 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.

<sup>2</sup> Proposed resolutions are provided below and will be included in the proxy form with voting instructions, and in the electronic ballot.

<sup>3</sup> 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.

<sup>4</sup> 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 meeting<sup>5</sup>. 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](mailto: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](mailto: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 a majority of the issued and outstanding voting stock present at the meeting unless the law requires otherwise. 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](http://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."*

<sup>5</sup>The 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 will determine whether 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.<sup>6</sup>

iv. Election of External Auditor and Fixing of its Remuneration

The Audit Committee will endorse to the stockholders the appointment of the external auditor for the ensuing year as well as its proposed remuneration.<sup>7</sup>

v. Approval of the Audited Financial Statements and Noting of Annual Report

The audited financial statements (AFS) as of December 31, 2025, to be approved by the Board upon the recommendation of the Audit Committee, 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 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines.<sup>8</sup>

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](http://www.bpi.com.ph).

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.

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<sup>6</sup>Resolution to follow

<sup>7</sup>Resolution to follow

<sup>8</sup>SEC Memorandum Circular No. 14, Series of 2020 or "Shareholders' Right to Put items on the Agenda for Regular/Special Stockholders' Meetings"