

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. 18 March 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
<u>Common</u>	<u>5,283,794,223 shares</u>

11. Indicate the item numbers reported therein: Item 9

Item 9 - Other Events

Please be informed that the Board of Directors ("Board") of the Bank of the Philippine Islands ("BPI") at its regular meeting held today 18 March 2026, approved the amendments to Articles IV, V, VII and VII-A of the Bank's Amended By-Laws.

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.

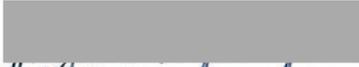
Please see attached Annex "A" for the comparative table showing the current vs. proposed Amended By-Laws provisions.

The amendments will be presented to the stockholders for approval in the Bank's Annual Stockholders' Meeting to be held on 20 April 2026.

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

BANK OF THE PHILIPPINE ISLANDS
Registrant

18 March 2026
Date


MARIA LOURDES F. GATMAYTAN
Corporate Secretary

Article	From	To
Article IV	<p>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)</p>	<p>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>)</p>
Article IV	<p>The order of business at the annual meeting of stockholders, shall be as follows:</p> <ul style="list-style-type: none"> (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 	<p>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></p> <ul style="list-style-type: none"> (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 <p>(as amended on April 20, 2026.)</p>
Article V	<p>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</p>	<p>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</p>

	<p>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)</p> <p>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)</p>	<p>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.)</p> <p>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.)</p>
Article VII	<p>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).</p>	[Deleted.]
Article VII-A	<p>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).</p>	[Deleted.]