

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. 20 April 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 Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors of Bank of the Philippine Islands were held today, 20 April 2026. Respectfully submitting the attached results of the meetings.

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 

20 April 2026
Date



20 April 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
5th Avenue corner 28th 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 be informed that at the Annual Stockholders' Meeting of Bank of the Philippine Islands (BPI) held today, 20 April 2026, which was conducted virtually through <https://conveneagm.com/ph/BPI2026ASM>, the stockholders approved the following:

1. Approval of the minutes of the Annual Meeting of the Stockholders on April 21, 2026.
Resolution No. ASM-2026-01 - RESOLVED, to approve the minutes of the Annual Stockholders' Meeting held on April 21, 2025.
2. Ratification of the acts of the Board of Directors and Officers.
Resolution No. ASM-2026-02 - RESOLVED, to ratify all the acts and resolutions of the Board of Directors, Executive Committee, and other Board Committees, and all the acts of Management since the Annual Stockholders' Meeting on April 21, 2025 until April 20, 2026.
3. Election of Directors (including the Independent Directors)
Resolution No. ASM-2026-03 - RESOLVED, to elect the following as directors of the Bank to serve as such beginning today until their successors are elected and qualified:

<i>Jaime Augusto Zobel de Ayala</i>	<i>Jose Teodoro K. Limcaoco</i>
<i>Cezar P. Consing</i>	<i>Rizalina G. Mantaring*</i>
<i>Janet Guat Har Ang*</i>	<i>Mario Antonio V. Paner*</i>
<i>René dG. Bañez</i>	<i>Cesar V. Purisima*</i>
<i>Karl Kendrick T. Chua</i>	<i>Jaime Z. Urquijo</i>

Wilfred T. Co
 Restituto C. Cruz*
 Emmanuel S. de Dios*

Fernando Zobel de Ayala
 Mariana Beatriz E. Zobel de Ayala

*Nominated as Independent Director

4. Approval of Board Compensation

Resolution No. ASM-2026-04 – RESOLVED, to approve the following amendments to the compensation of non-executive directors: (i) the annual retainer fee shall be increased by Php800,000.00; (ii) the per diem for Board meetings shall be increased by Php30,000.00; (iii) the per diem for Board Committee meetings shall be increased by Php70,000.00; and (iv) the per diem for unanimous consent resolutions shall be equivalent to half the amount of the per diem for a regular meeting.

RESOLVED, FURTHER, to authorize the President, an executive director not entitled to compensation as a director, to increase the non-executive directors' annual retainer fee and/or per diem by a maximum of ten percent (10%) in any succeeding year for inflationary or benchmarking adjustments; Provided, That in no case shall the total yearly compensation of non-executive directors exceed one percent (1%) of the net income before income tax of the Bank during the preceding year.

5. Amendment of the Bank's Amended By-Laws

Resolution No. ASM-2026-05 – RESOLVED, to approve the amendment of the Bank's Amended By-Laws as follows:

Article	From	To
Article IV	The annual meeting of stockholders shall be held in Metro Manila on the last Friday of March of each year or on such other date as may be determined by the Board of Directors. Special meeting of stockholders may be held at any time upon call by the Chairman of the Board of Directors, or in his absence, by the Vice Chairman, or upon resolution of the Board of Directors. The holding of a special meeting, upon the proposal of a stockholder, shall be subject to the approval of the Chairman of the Board of Directors, or in his absence, by the Vice Chairman, or upon the resolution of the Board of Directors, in accordance with the provisions of the Corporation Law. (as amended on March 16, 2011)	The annual meeting of stockholders shall be held in Metro Manila on the last Friday of March on <u>any date after April 15</u> of each year or on such other date as may be determined by the Board of Directors. Special meetings of stockholders may be held at any time upon call by the Chairman of the Board of Directors, or in his absence, by the Vice Chairman, or upon resolution of the Board of Directors. The holding of a special meeting, upon the proposal of a stockholder, shall be subject to the approval of the Chairman of the Board of Directors, or in his absence, by the Vice Chairman, or upon the resolution of the Board of Directors, in accordance with the provisions of the <u>Revised Corporation Code and applicable regulations</u> . (as amended on March 16, 2011 <u>and April 20, 2026.</u>)
Article IV	The order of business at the annual meeting of stockholders, shall be as follows: (a) Roll Call; (b) Presentation of proof of due notice of the meeting (c) Reading and disposition of any unapproved minutes; (d) Reading and approval of the annual report of the President and the Bank's Statement of Condition; (e) Election of the members of the Board of Directors; (f) Election of the external Auditors and fixing their remuneration; (g) Unfinished business;	The order of business at the annual meeting of the stockholders, shall be as follows: <u>based on the agenda of the meeting, as indicated in the Notice of Meeting.</u> (a) Roll Call; (b) Presentation of proof of due notice of the meeting (c) Reading and disposition of any unapproved minutes; (d) Reading and approval of the annual report of the President and the Bank's Statement of Condition; (e) Election of the members of the Board of Directors;

	<p>(h) Other business; (i) Adjournment</p>	<p>(f) Election of the external Auditors and fixing their remuneration; (g) Unfinished business; (h) Other business; (i) Adjournment (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 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>Each Non-executive directors shall, pursuant to a stockholder resolution, be entitled to receive from the Bank, pursuant to a resolution of the Board of Directors, fees, <i>per diems</i> and other compensation for their service as directors his services as director. The Board of Directors shall have the sole authority to determine the amount, form and structure of the fees and other compensation of the directors. Provided, That in no case shall the total yearly compensation of non-executive directors exceed one percent (1%) of the net income before income tax of the Bank during the preceding year. (as amended on March 16, 2011 and April 20, 2026.)</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>	<p>[Deleted.]</p>
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>	<p>[Deleted.]</p>

6. Election of External Auditor and Fixing of its Remuneration

Resolution No. ASM-2026-06 – RESOLVED, to appoint Isla Lipana & Co. as the external auditor of BPI and its major subsidiaries and affiliates for the year 2026 for an audit fee of Php31.566Mn.

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

Resolution No. ASM-2026-07 - RESOLVED, to approve the audited financial statements of Bank of the Philippine Islands and Subsidiaries as of December 31, 2025.

8. Consideration of Such Other Business as May Properly Come Before the Meeting - no other matters for discussion.

Also, at the Organizational Meeting of the Board of Directors held today, 20 April 2026, immediately after the BPI Annual Stockholders' Meeting, the following were elected/appointed for the term 2026-2027:

1. Chairman and Officers

Jaime Augusto Zobel de Ayala	Chairman
Cezar P. Consing	Vice-Chairman
Jose Teodoro K. Limcaoco	President & CEO
Dino R. Gasmien	Treasurer
Maria Lourdes P. Gatmaytan	Corporate Secretary
Shiena Angela D. Aquino	Assistant Corporate Secretary
Alice G. Realuyo	Assistant Corporate Secretary

2. Board Committees and Memberships

a. Executive Committee

Jaime Augusto Zobel de Ayala	Chairman
Cezar P. Consing	Vice-Chairman
Fernando Zobel de Ayala	Member
Jose Teodoro K. Limcaoco	Member/President & CEO
René dG. Bañez	Member
Rizalina G. Mantaring	Member (Independent)
Cesar V. Purisima	Member (Independent)

b. Audit Committee

Cesar V. Purisima	Chairman (Independent)
Mario Antonio V. Paner	Member (Independent)
Restituto C. Cruz	Member (Independent)

c. Risk Management Committee

Rizalina G. Mantaring	Chairman (Independent)
Janet Guat Har Ang	Member (Independent)
Mario Antonio V. Paner	Member (Independent)
Cesar V. Purisima	Member (Independent)
Jaime Z. Urquio	Member

d. Related Party Transactions Committee

Janet Guat Har Ang	Chairman (Independent)
René dG. Bañez	Member
Restituto C. Cruz	Member (Independent)

e. Corporate Governance and Sustainability Committee

Emmanuel S. de Dios	Chairman (Independent)
Jaime Z. Urquijo	Member
Rizalina G. Mantaring	Member (Independent)

f. Personnel and Compensation Committee

Cezar P. Consing	Chairman
Fernando Zobel de Ayala	Member
Mariana Beatriz E. Zobel de Ayala	Member
Janet Guat Har Ang	Member (Independent)
Mario Antonio V. Paner	Member (Independent)

g. Nomination Committee

Emmanuel S. de Dios	Chairman (Independent)
Jaime Augusto Zobel de Ayala	Member
Rizalina G. Mantaring	Member (Independent)

h. Retirement/Pension Committee

Mario Antonio V. Paner	Chairman (Independent)
René dG. Bañez	Member
Karl Kendrick T. Chua	Member

3. Appointment of the Lead Independent Director

Rizalina G. Mantaring	Lead Independent Director
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4. Board Representatives at IT Steering Committee

Janet Guat Har Ang
Rizalina G. Mantaring

The re-appointment of all incumbent Officers of the Bank for the term 2026-2027 was likewise approved.

Thank you.

Very truly yours,


MARIA LOURDES P. GATMAYTAN
Corporate Secretary