



### NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that, pursuant to Article IV of the Amended By-Laws of the Bank of the Philippine Islands (BPI), the annual meeting of the stockholders of BPI will be held at the Ballroom 2, Fairmont Makati, 1 Raffles Drive, Makati Avenue, Makati City 1224 on Thursday, April 20, 2017 at 9:00 A.M., for the transaction of the following business:

1. Calling of Meeting to Order
2. Certification of Notice of Meeting and Determination of Quorum
3. Rules of Conduct and Procedures
4. Approval of the Minutes of the Annual Meeting of the Stockholders on April 14, 2016
5. Approval of Annual Report and Audited Financial Statements
6. Ratification of all acts during the past year of the Board of Directors, Executive Committee, and all other Board and Management Committees and Management and Officers of BPI
7. Election of the Board of Directors
8. Election of External Auditors and Fixing of their Remuneration
9. Consideration of Such Other Business as may Properly Come Before the Meeting
10. Adjournment

Stockholders of record as of March 21, 2017 will be entitled to notice and to vote at this meeting.

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 21, 2017 to April 20, 2017.

Makati City, March 01, 2017

FOR THE BOARD OF DIRECTORS



ANGELA PILAR B. MARAMAG  
Corporate Secretary

We are not soliciting your proxy. However, if you cannot personally attend the meeting and you wish to be represented thereat, you may designate your authorized representative by submitting a proxy instrument to the Office of the Corporate Secretary, 19<sup>th</sup> Floor, BPI Building, Ayala Avenue, Makati City, not later than 5:00 P.M. of April 10, 2017. Validation of proxies shall be held at the same office on April 11, 2017 at 4:00 P.M.

## **EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' MEETING – APRIL 20, 2017**

### 1. Calling of Meeting to Order

Mr. Jaime Augusto Zobel de Ayala, Chairman of the BPI Board of Directors, will call the meeting to order.

### 2. Certification of Notice of Meeting and Determination of Quorum

The Corporate Secretary will certify the date when written notice of the time, date, place and purpose of the meeting was sent to all stockholders of record as of March 21, 2017, and the date of publication of the notice in the newspapers of general circulation.

The Corporate Secretary will further certify whether a quorum is present for the valid transaction of the Annual Stockholders' Meeting. The holders of record of a majority of the stock of the Bank then issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business.

### 3. Rules of Conduct and Procedures

The following are the rules of conduct and procedures during the meeting:

- (a) A stockholder who wishes to make a remark shall identify himself after being acknowledged by the Chairman and shall limit his remarks to the item in the agenda under consideration;
- (b) On the voting procedures, stockholders have the option to vote manually or online. For manual voting, each stockholder will be given a ballot upon registration to enable him to vote in writing. For online voting, computer stations will be placed outside the venue, where stockholders may cast their votes online. Both ballot and website platform shall state the proposed resolutions for consideration by the stockholders.
- (c) All the items in the agenda requiring approval by the stockholders will need the affirmative vote of at least a majority of the issued and outstanding stock entitled to vote and represented at the meeting. The election of directors will be by plurality of votes and every stockholder shall be entitled to cumulate his votes. Each outstanding share of stock entitles the registered holder to one vote. All votes received shall be tabulated by the Office of the Corporate Secretary and the results will be validated by the Bank's external auditor.

### 4. Approval of the Minutes of the Annual Meeting of the Stockholders on April 14, 2016

The minutes of the meeting held on April 14, 2016 are available at the Bank's website, [www.bpiexpressonline.com.ph](http://www.bpiexpressonline.com.ph). Copies of the minutes will also be distributed to the stockholders before the meeting.

### 5. Approval of Annual Report and Audited Financial Statements as of December 31, 2016

The audited financial statements (AFS) as of December 31, 2016 will be presented for approval by the stockholders. Prior thereto, the Chairman, Mr. Jaime Augusto Zobel de Ayala, and the President and Chief Executive Officer, Mr. Cezar P. Consing, will deliver their report to the stockholders on the highlights of BPI's performance in 2016 and the outlook for 2017. After the presentation of the Chairman and the President/CEO, the stockholders present will be given an opportunity to ask relevant questions and express appropriate comments.

A copy of the Annual Report will be available to stockholders during the meeting. Further, a copy of the Bank's AFS is posted at the Bank's website.

6. Ratification of all acts of the Board of Directors and Management during the past year

Ratification by the stockholders will be sought for all the acts and the resolutions of the Board of Directors, Executive Committee, and other Board committees and all the acts of Management of the Bank taken or adopted since the annual stockholders' meeting on April 14, 2016 until April 20, 2017. The acts and resolutions of the Board and its committees include approval of contracts and transactions entered into by the Bank, credit/loan transactions including to related parties, projects and investments, treasury matters, manpower related decisions/approvals, corporate governance-related actions, and acts and resolutions covered by disclosures to the 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 taken in the general conduct of business.

7. Election of the Board of Directors (including the Independent Directors)

In accordance with the By-laws of the Bank, the Manual of Corporate Governance and the SEC rules, any stockholder, including minority stockholders, may submit to the Nomination Committee nominations to the Board of Directors not later than January 31, 2017. 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 before submitting the nominees for election by the stockholders. The profiles of the nominees to the Board will be provided in the Information Statement and in the company website for examination by the stockholders.

8. Election of External Auditor and Fixing of Their 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.

9. Consideration of Such Other Business as May Properly Come Before the Meeting

The Chairman will open the floor for comments and questions by the stockholders. Stockholders may raise such other relevant matters or issues that may be taken up at the meeting.

10. Adjournment

Upon determination that there are no other matters to be considered, the Chairman upon motion made and duly seconded by a stockholder shall declare the meeting adjourned.