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Rizal Commercial Banking Corporation
RCB

PSE Disclosure Form ACGR-2 - Update on Annual Corporate Governance Report
Reference: Revised Code of Corporate Governance of the
Securities and Exchange Commission and SEC Memorandum Circular
No. 1 and 12 Series of 2014

Description of the Disclosure

Updates to the RCBC Annual Corporate Governance Report - Annual Stockholders' Meeting 2016

Filed on behalf by:

Name	Jennifer Balba
Designation	Manager

COVER SHEET

1 7 5 1 4

SEC Registration Number

R I Z A L C O M M E R C I A L B A N K I N G C O R P

(Company's Full Name)

6 8 1 9 R C B C P L A Z A A Y A L A A V E C O R

S E N G I L P U Y A T A V E M A K A T I C I T Y

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

MARIA CELIA H. FERNANDEZ-ESTAVILLO

Contact Person

8949559

Company Telephone Number

1 2

Month

3 1

Day

L E T T E R

FORM TYPE

6

Month

Day

Annual Meeting

GSED

Secondary License Type, If Applicable

C F D

Dept. Requiring this Doc.

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS



01 July 2016

SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
Mandaluyong City



FOR : DIRECTOR JUSTINA F. CALLANGAN
Corporate Governance and Finance Department

RE : Updates on ACGR: Annual Stockholders' Meeting 2016

Dear Madame:

In Compliance with SEC Memorandum Circular No. 1, s. 2014, we submit herewith the following amended portions of our ACGR Report to reflect matters pertaining to the Annual Stockholders' Meeting held on 27 June 2016.

- a. A.1) (a) Composition of the Board
- b. A.5) (b) Voting Result of the last Annual General Meeting
- c. J.4) Questions and Answers during Annual Stockholders' Meeting
- d. J.5) Result of Annual/Special Stockholders' Meeting's Resolutions
- e. J.8) (i) Details of Attendance in the Annual/Special Stockholders' Meeting Held

Very truly yours,

RIZAL COMMERCIAL BANKING CORPORATION

By:

ATTY. MARIA CELIA H. FERNANDEZ-ESTAVILLO
Corporate Secretary

FVP RUTH M. ANIÑON
*Interim Compliance Officer and Head,
Testing and Monitoring Department*

A. BOARD MATTERS

1. Board of Directors

Number of Directors per Articles of Incorporation	15
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Actual number of Directors for the year	15
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(a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type (Executive (ED), Non-Executive (NED) or Independent Director (ID))	If nominee, identify the principal	Nominator In the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID)	Elected when (Annual/Special Meeting)	No. of years served as director
Amb. Alfonso T. Yuchengco	NED	N/A	Corporate Governance Committee	Honorary Chairman (May 27, 2002-June 2004; June 2005)	June 27, 2016	Annual SH Meeting June 27, 2016	13 years
Helen Y. Dee	NED	N/A	Corporate Governance Committee	Board Chairperson (June 2005) Director (March 2005)	June 27, 2016	Annual SH Meeting June 27, 2016	11 years
Gil A. Buenaventura	ED	N/A	Corporate Governance Committee	Director / President and CEO (01 July 2016)	June 27, 2016	Annual SH Meeting June 27, 2016	0 years
Cesar E.A. Virata	NED	N/A	Corporate Governance Committee	Director (1995) Corporate Vice-Chairman (June 22, 2000)	June 27, 2016	Annual SH Meeting June 27, 2016	21 years

¹ Reckoned from the election immediately following January 2, 2012.

Atty. Teodoro D. Regala	NED	N/A	Corporate Governance Committee	June 28, 1999	<u>June 27, 2016</u>	<u>Annual SH Meeting June 27, 2016</u>	<u>17 years</u>
Atty. Wilfrido E. Sanchez	NED	N/A	Corporate Governance Committee	March 27, 2006	<u>June 27, 2016</u>	<u>Annual SH Meeting June 27, 2016</u>	<u>10 years</u>
Medel T. Nera	NED	N/A	Corporate Governance Committee	July 25, 2011	<u>June 27, 2016</u>	<u>Annual SH Meeting June 27, 2016</u>	<u>5 years</u>
Tze Ching I. Chan	NED	Cathay Life Insurance Co. Ltd.	Corporate Governance Committee	November 28, 2011	<u>June 27, 2016</u>	<u>Annual SH Meeting June 27, 2016</u>	<u>5 years</u>
Yuh-Shing (Francis) Peng	NED	Cathay Life Insurance Co. Ltd.	Corporate Governance Committee	April 27, 2015	<u>June 27, 2016</u>	<u>Annual SH Meeting June 27, 2016</u>	<u>1 year</u>
John Law	NED	Cathay Life Insurance Co. Ltd.	Corporate Governance Committee	April 27, 2015	<u>June 27, 2016</u>	<u>Annual SH Meeting June 27, 2016</u>	<u>1 year</u>
Richard Westlake	NED	International Finance Corporation	Corporate Governance Committee	September 29, 2014	<u>June 27, 2016</u>	<u>Annual SH Meeting June 27, 2016</u>	<u>1 year</u>
Armando M. Medina	ID	N/A	Eduardo S. Lopez / not related	Independent Director February 26, 2003	<u>June 27, 2016;</u> <u>4 years</u>	<u>Annual SH Meeting June 27, 2016</u>	<u>13 years</u>

<u>Melito S. Salazar, Jr.</u>	<u>ID</u>	<u>N/A</u>	<u>Eduardo S. Lopez / not related</u>	<u>Independent Director June 27, 2016</u>	<u>June 27, 2016</u>	<u>Annual SH Meeting June 27, 2016</u>	<u>0 years</u>
<u>Adelita A. Vergel De Dios</u>	<u>ID</u>	<u>N/A</u>	<u>Eduardo S. Lopez / not related</u>	<u>Independent Director June 27, 2016</u>	<u>June 27, 2016</u>	<u>Annual SH Meeting June 27, 2016</u>	<u>0 years</u>
<u>Juan B. Santos</u>	<u>ID</u>	<u>N/A</u>	<u>Eduardo S. Lopez / not related</u>	<u>Independent Director July 1, 2016</u>	<u>June 27, 2016</u>	<u>Annual SH Meeting June 27, 2016</u>	<u>0 years</u>

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5. Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Voting Result of the last Annual General Meeting

<u>Name of Director</u>	<u>Votes Received</u>
<u>Please see reply below.</u>	<u>Please see reply below.</u>

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J. RIGHTS OF STOCKHOLDERS

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4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting.

Ms. Helen Y. Dee opened the floor for an open forum but no questions were raised by the stockholders present.

5. Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Dissenting	Abstaining
16-01: Approval of the Minutes the Stockholders held on 29 June 2015	1,044,191,699	-	-
16-02: Approval of the Annual Report and the Audited Financial Statement for 2015	1,044,191,699	-	-
16-03: Ratification and	1,044,191,699	-	-

Resolution	Approving	Dissenting	Abstaining
confirmation of the acts, resolutions and proceedings of the Board of Directors, different Committees and Management during the year 2015			
16-04: Confirmation of Significant Transactions with DOSRI and Related Parties for the year 2015	1,044,191,699	-	-
16-05: Election of Directors:			
Amb. Alfonso T. Yuchengco	1,043,211,729	-	979,970
Ms. Helen Y. Dee	1,042,998,129	144,400	1,049,170
Mr. Gil A. Buenaventura, effective July 1, 2016	1,044,191,699	-	-
Mr. Cesar E.A. Virata	1,043,211,729	-	979,970
Atty. Teodoro D. Regala	1,043,067,329	144,400	979,970
Atty. Wilfrido E. Sanchez	1,043,142,529	-	1,049,170
Mr. Tze Ching Chan	987,329,391	-	56,329,391
Mr. Yuh-Shing (Francis) Peng	1,043,211,729	-	979,970
Mr. John Law	1,043,211,729	-	979,970
Mr. Richard Westlake	987,329,391	-	56,862,308
Mr. Medel T. Nera	1,043,065,429	144,400	981,870
Mr. Armando M. Medina (independent)	972,058,324	-	72,133,375
Mr. Juan B. Santos, effective July 1, 2016 (independent)	1,044,191,699	-	-
Atty. Adelita A. Vergel De Dios (independent)	912,605,725	-	71,151,505
Mr. Melito S. Salazar, Jr. (independent)	973,040,194	-	71,151,505
16-06: Appointment of External Auditor Punongbayan & Araullo	1,044,191,699	-	-

8. Stockholders' Attendance

i. Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	1. Ms. Helen Y. Dee 2. Mr. Gil A. Buenaventura, effective July 1, 2016 3. Mr. Cesar E.A.	27 June 2016	By poll	0.001653%	74.572471%	74.574124%

	Virata					
4.	Atty. Teodoro D. Regala					
5.	Atty. Wilfrido E. Sanchez					
6.	Mr. Tze Ching Chan					
7.	Mr. Yuh-Shing (Francis) Peng					
8.	Mr. John Law					
9.	Mr. Richard Westlake					
10.	Mr. Medel T. Nera					
11.	Mr. Armando M. Medina (independent)					
12.	Atty. Adelita A. Vergel De Dios (independent)					
13.	15. Mr. Melito S. Salazar, Jr. (independent)					

ii. **Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?**

Yes. For the 2016 ASM the Bank engaged the services of Punongbayan and Araullo to count and/or validate the votes taken thereat.

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9. **Sending of Notices**

x x x x x x x x x

(i) **Definitive Information Statements and Management Report**

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	All shareholders as of record date.
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	06 June 2016. Amendments to Definitive Information Statement were sent on 20 June 2016 following the Order of the Commission approving the changes.
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	06 June 2016. Amendments to Definitive Information Statement were sent on 20 June 2016 following the Order of the Commission approving the changes.

State whether CD format or hard copies were distributed	CD Format For the amendments, hard copies were distributed
If yes, indicate whether requesting stockholders were provided hard copies	N/A