

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. Date of Report (Date of earliest event reported)
Jul 5, 2018
2. SEC Identification Number
17514
3. BIR Tax Identification No.
320-000-599-760
4. Exact name of issuer as specified in its charter
RIZAL COMMERCIAL BANKING CORPORATION
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
6819 Ayala cor. Gil J. Puyat Ave., Makati City
Postal Code
0727
8. Issuer's telephone number, including area code
(02)894-9000
9. 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 and Amount of Debt Outstanding
Common	1,399,916,364
11. Indicate the item numbers reported herein
-

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Rizal Commercial Banking Corporation

RCB

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation
*References: SRC Rule 17 (SEC Form 17-C) and
 Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Board Approval for the Amendment of the Articles of Incorporation

Background/Description of the Disclosure

On November 27, 2017, the Board of Directors approved the proposal to amend the Articles of Incorporation in view of the request to increase the Bank's authorized capital stock

Date of Approval by Board of Directors	Nov 27, 2017
Date of Approval by Stockholders	Jan 29, 2018
Other Relevant Regulatory Agency, if applicable	BSP
Date of Approval by Relevant Regulatory Agency, if applicable	Jun 29, 2018
Date of Approval by Securities and Exchange Commission	Jul 4, 2018
Date of Receipt of SEC approval	Jul 5, 2018

Amendment(s)

Article No.	From	To
Seventh	1.4 Billion Common Shares	2.6 Billion Common Shares

Rationale for the amendment(s)

Increase in Authorized Capital Stock for infusion of capital.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	Jul 2, 2018
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Expected date of SEC approval of the Amended Articles of Incorporation	Jul 4, 2018
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Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

Increase of common shares from 1.4 Billion to 2.6 Billion

Other Relevant Information

Please see attached. This amendment is to provide the update that the Amendments to the Bank's Articles of Incorporation were approved by at least 2/3 of the stockholders during the January 29, 2018 Special Stockholders' Meeting.

This further amendment is to provide the update on the approval by the SEC. Please see attached

Filed on behalf by:

Name	Joyce Lacson
Designation	Assistant Corporate Secretary



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. 17514

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

RIZAL COMMERCIAL BANKING CORPORATION
(Amending Article VII thereof.)

copy annexed, adopted on November 27, 2017 by a majority vote of the Board of Directors and on January 29, 2018 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and Sec. 14 of R.A. No. 8791 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 4th day of July, Twenty Eighteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department

**AMENDED ARTICLES OF INCORPORATION
OF THE
RIZAL COMMERCIAL BANKING CORPORATION**
(Formerly Rizal Development Bank)

KNOW ALL MEN BY THESE PRESENTS:

WE, all of legal age and all of whom are citizens and residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a commercial banking corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY THAT:

FIRST - That the name of the Bank shall be "**RIZAL COMMERCIAL BANKING CORPORATION**". *(As amended on February 19, 1962)*

SECOND - The purpose or purposes for which such Corporation is formed are to carry on and engage in the business of expanded commercial banking; to have and exercise, subject to, and in accordance with the provisions of applicable laws, rules and regulations, all powers, rights, privileges and attributes of an expanded commercial bank; to engage in and carry on the business of a trust company; exercise the powers of investment houses as provided in pertinent laws; and have the power and authority to invest in the equity of allied and non-allied corporations, business, or undertakings, in addition to the general powers incident to corporations. *(As amended on August 23, 1989)*

THIRD - The place where the principal office of the Corporation is to be established or located is in Yuchengco Tower, RCBC Plaza, 6819 Ayala Avenue cor. Sen. Gil Puyat Avenue, Makati City, Philippines. *(As amended on June 30, 2014 by the Stockholders and on May 26, 2014 by the Board of Directors)*

FOURTH - The term for which said Corporation is to exist is for another fifty (50) years from 23 September 2010. *(As amended on June 29, 2009 by the Stockholders and on March 30, 2009 by the Board of Directors)*

FIFTH - The names and residences of the incorporators of said Corporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Antonio delas Alas ✓	22 Kanlaon, Quezon City
Juan J. Carlos ✓	96 9th St., New Manila, Quezon City
Bienvenido R. Medrano ✓	651 E. Delos Santos Ave., Pasay City

<u>NAME</u>	<u>RESIDENCE</u>
Fernando E. V. Sison	33 West Avenue, Diliman, Quezon City
Romeo Villonco	10 Broadway, Quezon City

SIXTH - The number of directors of said Corporation shall be ~~FIFTEEN~~ (15) and the names and residences of the directors of the Corporation, who are to serve as such until their successors are elected and qualified as provided by the By-Laws, are as follows:

<u>NAME</u>	<u>CITIZENSHIP</u>	<u>RESIDENCE</u>
Gaudencio E. Antonino	Filipino	Victoria Avenue, Quezon City
Fernando E. V. Sison	Filipino	33 West Avenue, Diliman, QC
Bienvenido Tantoco	Filipino	Banaba Circle, Forbes Park Makati, Rizal
Alberto M. Meer	Filipino	40 Pili Avenue, Forbes Park Makati, Rizal
Antonio Floirendo	Filipino	Davao City, Philippines

(Five [5] directors named above are pursuant to application files with Central Bank for conversion into commercial bank and two [2] other directors will be named later and submitted to the Central Bank for approval.) (As amended on June 28, 2004)

SEVENTH — That the authorized capital of said Corporation is TWENTY EIGHT BILLION PESOS (P28,000,000,000.00) Philippine Currency, divided into the following classes of shares:

1. Two Billion Six Hundred Million (2,600,000,000) Common Shares of stock with a par value of Ten Pesos (P10.00) per share. (As amended by the Board of Directors on 27 November 2017 and Stockholders on 29 January 2018)
2. Two Hundred Million (200,000,000) Preferred Shares of stock with a par value of Ten Pesos (P10.00).

Common Shares of stock are entitled to participate and vote at stockholders' meetings or in connection with any corporate action in which the consent and approval of stockholders is required by law.

Common Shares of stock may be transferred to Philippine and foreign nationals provided that not less than Sixty Percent (60%) and not more than Forty Percent (40%) of the voting stocks shall be at all times beneficially owned by Philippine nationals and by foreign nationals, respectively.

Any issuance, sale or transfer of Common Shares of stock, in violation of the restriction above set forth, shall be null and void and shall not be registrable in the books of the Corporation.

The particular features of the Preferred Shares are as follows:

Preferred Shares of stock

Preferred Shares of stock shall be voting, non-cumulative, convertible, non-redeemable and participating and may be issued in Philippine Peso or its equivalent in U.S. Dollar based on the rate of exchange of the Peso as against the U.S. Dollar prevailing at the Philippine Dealing System (the "PDS Exchange Rate") on the date of subscription; Provided, that no share will be issued below par value. *(As amended on May 29, 2006)*

Preferred Shares of stock to be issued in Philippine Peso (the "Peso Preferred Shares") shall be entitled to dividend at the floating rate equivalent to the Applicable Base Rate plus a spread of Two Percent (2%) per annum, calculated quarterly (the "Peso Dividend Rate"). The Applicable Base Rate to be set by a trustee to be appointed by the Corporation (the "Trustee") shall be the weighted average of the 91-day Treasury Bill Rate during the latest auction held on and within seven (7) calendar days prior to the Peso Dividend Rate Setting Date. The "Peso Dividend Rate Setting Date" shall mean the date the Peso Preferred Shares are issued (the "Peso Issue Date") or the initial date of each of the successive quarterly periods from issue date (each quarterly period being a "Peso Dividend Period") for as long as the Peso Preferred Shares remain outstanding, as the case may be. *(As amended on May 29, 2006)*

If for any reason, there is no 91-day Treasury Bill Rate within seven (7) calendar days prior to the relevant Peso Dividend Rate Setting Date, then the Applicable Base Rate shall be the latest available 91-day Treasury Bill Rate determined at the latest auction within the 30-day period before the relevant Peso Dividend Rate Setting Date (the "Alternative Base Rate"). *(As amended on May 29, 2006)*

If the Alternative Base Rate for any Peso Dividend Period cannot be set as specified above for any reason, then the alternative rate for that period shall be determined by negotiation between the Corporation and the Trustee. Should the Corporation and the Trustee fail to determine the alternative rate by negotiation, the Corporation shall, in good faith, determine the same. *(As amended on May 29, 2006)*

Preferred Shares of stock issued in U.S. Dollar (the "Dollar Preferred Shares") shall be entitled to dividend at a floating rate equivalent to the three-(3) month U.S. Dollar LIBOR plus two percent (2%) per annum, calculated quarterly (the "Dollar Dividend Rate"). The U.S. Dollar LIBOR shall be determined by the Trustee as the London Interbank Offered Rate for the U.S. Dollar deposits which appears on BBAM1 of the Bloomberg page as of 11:00 a.m. London time two (2) London business days prior to the relevant Dollar Dividend Rate Setting Date. If such Bloomberg page is not available, the rates with reference to the offered rates quoted by a group of reference banks shall be applied for the relevant Dollar Dividend Period, as may be determined by the Corporation. The "Dollar Dividend Rate Setting Date" shall mean the date the Dollar Preferred Shares are issued (the "Dollar Issue Date") or the initial date of each of the successive quarterly periods from issue date (each quarterly period being a "Dollar Dividend Period") for as long as the Dollar Preferred Shares remain outstanding, as the case may be. *(As amended on May 29, 2006)*

If for any reason the Dollar Dividend Rate cannot be set for any Dollar Dividend Period as specified above, then the alternative rate for that period shall be determined by negotiation between the Corporation and the Trustee. Should the Corporation and the Trustee fail to determine the alternative rate by negotiation, the Corporation shall, in good faith, determine the same. *(As amended on May 29, 2006)*

Preferred Shares of stock which are paid for in U.S. Dollars shall be entitled to dividends payable in the same currency. *(As amended on May 29, 2006)*

Dividends shall be payable out of retained earnings fifteen (15) days after the end of each Peso Dividend Period or Dollar Dividend Period (the "Dividend Payment Date") for as long as the Preferred Shares remain outstanding, based on Issue Price of the issued and outstanding Preferred Shares; Provided, that if the Dividend Payment Date falls on a day which is a non-banking day in Makati City, the same shall be the immediately following banking day in the said city. The Issue Price refers to the price at which the Preferred Shares are issued. The Peso Dividend Rate and the Dollar Dividend Rate shall be computed on a basis of 30 days in a 360-day year. *(As amended on May 29, 2006)*

The holders of Preferred Shares shall be entitled to participate or share, on a pro-rata basis based on par value, with the holders of Common Shares in the retained earnings of the Corporation, after dividends at the Peso Dividend Rate and Dollar Dividend Rate shall have been paid on the Preferred Shares. *(As amended on May 29, 2006)*

Holders of Preferred Shares shall have the right to convert the Preferred Shares into unissued Common Shares (the "Conversion Shares") of the Corporation at any time after the Issue Date at the Conversion Price. The exercise of said conversion shall be subject to a 30-day irrevocable prior written notice to be given by the holder of the Preferred Shares to the Corporation.

The Conversion Price shall be equivalent to the adjusted ~~net~~ book value per share of the Corporation to be based on its latest available audited financial statements prepared in accordance with International Accounting Standards (IAS) adjusted by local regulations. Foreign exchange conversion rate shall be the PDS Exchange Rate on the date of the cut-off of the reference audited financial statements. The Conversion Price shall be subject to adjustments for, among other things, subdivisions or consolidations of the shares, bonus issues, rights issues and other dilutive events occurring subsequent to the issuance of the Preferred Shares. *(As amended on May 29, 2006)*

In the event that it may not be viable to convert all the Preferred Shares due to regulatory constraints, conversion shall be limited to those Preferred Shares for which conversion is permitted by regulation. Regulatory constraints include, but are not limited to, prohibitions that may be imposed by the Philippine Stock Exchange, Securities and Exchange Commission and/or the Bangko Sentral ng Pilipinas on ownership of the Corporation's Common Shares by non-Philippine nationals.

Preferred Shares shall not have a maturity ~~date~~, may not be redeemed at the option of the holder of Preferred Shares, and shall have no provision that will require future redemption of the issue.

If by provision of law the Corporation shall be required to make any incremental deduction or withholding on any sum payable to the holders ~~of~~ Preferred Shares or in the event there are amendments, modifications or changes in the interpretation by government or any taxing authority which will impose or subject the holders of Preferred Shares to a tax on the dividends received (other than what is applicable under laws in effect on October 1, 2005) and the Corporation shall be liable to pay or shoulder said deduction, withholding or taxes, the Corporation shall have the option to redeem the Preferred Shares, without penalty, on any Dividend Payment Date, by giving at least a thirty (30) day prior written notice to the holders of the Preferred Shares. The Corporation shall pay the holders of the Preferred Shares an amount equal to One Hundred Percent (100%) ~~of~~ the Issue Price of the Preferred Shares in cash. *(As amended on May 29, 2006)*

Redemption shall at all times ~~be~~ subject to regulation of the Bangko Sentral ng Pilipinas and shall require (i) prior approval of the Bangko Sentral ng Pilipinas; (ii) replacement with at least an equivalent amount of newly paid-in-shares; (iii) a lapse of at least five (5) years from the date of issuance; and (iv) solvency of the Corporation. Redemption shall not be allowed when the Corporation is insolvent or if such redemption will cause insolvency, impairment of capital or inability of the Corporation to meet its debts as they mature.

Redemption will be at the Issue Price of the Preferred Shares and will be paid in the same currency that they are issued. *(As amended on May 29, 2006)*

If so required under the rules and regulations of the Securities and Exchange Commission and the Bangko Sentral ng Pilipinas, the Corporation shall establish and maintain a Sinking Fund with the Trustee to cover full redemption of the Preferred Shares.

Holders of Preferred shares shall be given preference over holders of Common Shares in the (i) distribution of dividends and (ii) distribution of corporate assets in the event of liquidation. The preference in assets of the holders of Preferred Shares shall be up to the value of the issue price.

The foregoing features of the Preferred Shares shall be printed in the Stock Certificates to be issued by the Bank.

Holders of the capital stock, whether common or preferred, shall have no preemptive right to subscribe for or purchase any shares of any class (As amended by the Board of Directors on 21 May 2010 and Stockholders on 28 June 2010).

No liability for damages of any kind shall attach to the Corporation, its Board of Director or Officers by their refusal to register in the corporate books any issuance, sale or transfer of shares of stock of the Corporation, whether voluntarily or by operation of law, made in violation of the restrictions above set forth.

The foregoing provisions shall be printed on the Certificates of Stock to be issued by the Corporation.

EIGHTH - The amount of said capital stock which has been actually subscribed is THREE MILLION PESOS (P3,000,000.00), Philippine Currency, and the following persons have subscribed for the class and number of shares, and the amount of capital stock set out after their respective names, to wit:

<u>NAME</u>	<u>RESIDENCE</u>	<u>CLASS OF SHARE</u>	<u>NO. OF SHARE</u>	<u>AMOUNT</u>
Antonio delas Alas	22 Kanlaon, Quezon City	Common	7,500	P750,000
Juan J. Carlos	96 9th St., New Manila, Quezon City	Common	1,000	100,000
Bienvenido R. Medrano	651 E. Delos Santos Ave., Pasay City	Common	2,000	200,000
Fernando E. V. Sison	33 West Avenue, Diliman, Quezon City	Common	4,500	450,000

IN WITNESS WHEREOF, we have hereunto set our hands at the City of Manila, this 4th day of August, 1960.

(SGD.) ANTONIO DE LAS ALAS

(SGD.) FERNANDO E. V. SISON

(SGD.) JUAN J. CARLOS

(SGD.) ROMEO VILLONCO

(SGD.) BIENVENIDO R. MEDRANO

SIGNED IN THE PRESENCE OF:

(SGD.) FE VILLAFUERTE

(SGD.) VALERIANO AQUINO

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

BEFORE ME, a Notary Public in and for the City of Manila, Philippines, this 5th day of August, 1960, personally came and appeared the following persons with their corresponding Residence Certificates set out opposite their names, to wit:

NAME	NUMBER	DATE	PLACE
Antonio de las Alas	A-23458	January 13, 1960	Manila
Juan J. Carlos	A-5094702	January 22, 1960	Q.C.
Bienvenido R. Medrano	A-237900	January 12, 1960	Manila
Fernando E. V. Sison	A-525	January 04, 1960	Manila
Romeo Villonco	A-146852	January 06, 1960	Manila

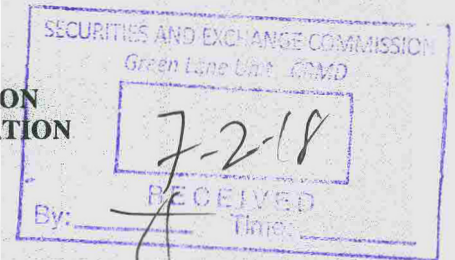
all personally known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation, and they acknowledged to me that the same is their true and voluntary act and deed.

WITNESS MY HAND AND OFFICIAL SEAL, on the date and place first above written.

Doc. No. 350;
Page No. 71;
Book No. XV;
Series of 1960.

(SGD.) CARLOS S. GAMALINDA
Notary Public
Until December 31, 1960

**DIRECTORS' CERTIFICATE OF AMENDMENT
TO THE AMENDED ARTICLES OF INCORPORATION
OF THE RIZAL COMMERCIAL BANKING CORPORATION**



KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, constituting at least a majority of the members of the Board of Directors, the Chairman and the Corporate Secretary of **RIZAL COMMERCIAL BANKING CORPORATION** (the "Bank"), a corporation organized and existing under the laws of the Republic of the Philippines, with address at the Yuchengco Tower, RCBC Plaza, 6819 Ayala Ave. cor. Sen. Gil Puyat Ave., Makati City, Metro Manila, do hereby certify that:

1. At the regular meeting of the Board of Directors held on 27 November 2017 at Makati City, at least a majority of the members of the Board of Directors of the Bank approved the increase in the authorized capital stock and the amendment of Article SEVENTH of the Articles of Incorporation of the Bank by the passing of the following resolutions:

"BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors approves management's proposal to increase the Bank's Authorized Capital Stock through the increase of the Authorized Common Shares from 1.4 Billion to 2.6 Billion.

"BE IT RESOLVED FURTHER, AS IT IS HEREBY RESOLVED, that the Board of Directors approves the amendment of the Bank's Articles of Incorporation for the principal purpose of reflecting the said increase in Authorized Capital Stock.

"BE IT RESOLVED FINALLY, AS IT IS HEREBY RESOLVED, that the Board of Directors approves the holding of a Special Stockholders' Meeting on January 29, 2018 for the purpose of endorsing to the Bank's stockholders the approval of the proposed increase in Authorized Capital Stock and the Amendment of the Articles of Incorporation."

2. On 29 January 2018, a special meeting of the stockholders of the Bank was held for the purpose of approving the aforementioned resolutions of the Bank's Board of Directors relating to the increase in the authorized capital stock and amendment of Article SEVENTH of the Articles of Incorporation. During such meeting, the following resolutions were adopted and approved by the affirmative vote of the stockholders present, in person or by proxy, representing at least two-thirds (2/3) of the Bank's outstanding capital stock, to wit:

"BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that the authorized capital stock of the Bank be increased by Twelve Billion Pesos (P12,000,000,000.00), or from Sixteen Billion Pesos (P16,000,000,000.00) divided into One Billion Four Hundred Million (1,400,000,000) Common shares of stock with a par value of Ten Pesos (P10.00) per share and Two Hundred Million (200,000,000) Preferred shares of stock with a par value of Ten Pesos (P10.00) per share to Twenty Eight Billion Pesos (P28,000,000,000.00) divided into Two Billion Six Hundred Million (2,600,000,000) Common shares of stock with a par value of Ten Pesos (P10.00) per share and Two Hundred Million (200,000,000) Preferred shares of stock with a par value of Ten Pesos (P10.00) per share, and, for this purpose, Article SEVENTH of the Articles of Incorporation of the Bank be amended to read as follows:

'SEVENTH - That the authorized capital of said Corporation is **TWENTY EIGHT BILLION PESOS (P28,000,000,000.00)** Philippine Currency, divided into the following classes of shares:

1. **Two Billion Six Hundred Million (2,600,000,000)** Common Shares of stock with a par value of Ten Pesos (P10.00) per share.
2. Two Hundred Million (200,000,000) Preferred Shares of stock with a par value of Ten Pesos (P10.00) per share. *aw*

x x x."

JAN 29 2018

SUBSCRIBED AND SWORN to before me this ____ day of January 2018 at Makati City, affiants who are personally known to me exhibiting to me the following:

Name	Competent Evidence of Identity	
	Type of ID and Number	Expiry Date
Helen Y. Dee	Passport No. EB9694250 (Philippines)	Nov. 26, 2018
George Gilbert G. dela Cuesta	IBP Lifetime Member No. 03276	No expiry
Cesar E. A. Virata	Passport No. EB8339839 (Philippines)	June 6, 2018
Gil A. Buenaventura	Passport No. P1316244A (Philippines)	Dec. 18, 2021
Tze Ching Chan	Passport No. KJ0167637 (Hong Kong)	Apr. 29, 2021
Richard G. A. Westlake	Passport No. LL227741 (New Zealand)	Apr. 14, 2020
John Law	Passport No. 11CF38543 (France)	July 12, 2021
Yuh-Shing (Francis) Peng	Passport No. 305092071 (China)	Jan. 13, 2022
Florentino M. Herrera, Jr.	Passport No. EC3606842 (Philippines)	Mar. 6, 2020
Armando M. Medina	Passport No. EC4279016 (Philippines)	May 27, 2020
Melito S. Salazar	Passport No. EB7979636 (Philippines)	Apr. 25, 2018
Adelita A. Vergel	Passport No. EB8789113 (Philippines)	July 25, 2018
Amb. Lilia R. Bautista	Passport No. EC1817562 (Philippines)	Aug. 5, 2019
Gabriel S. Claudio	Passport No. EC3575904 (Philippines)	Mar. 2, 2020
Vaughn F. Montes	Passport No. EC1633576 (Philippines)	July 14, 2019
Juan B. Santos	Passport No. EB8773428 (Philippines)	July 23, 2018


ATTY. CATALINO VICENTE L. ARABIT

Notary Public

Appointment No. M-20(2017-2018)

Until 31 December 2018

PTR NO. 6616390;01-04-18; Makati City

IBP NO. 020208;01-04-18; Makati City

ROLL NO. 40145

21st Floor Yuchengco Tower 2, RCBC Plaza

Ayala Avenue, Makati City

Doc. No. 159;
Page No. 39;
Book No. 388;
Series of 2018.



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. 17514

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

RIZAL COMMERCIAL BANKING CORPORATION

from P16,000,000.00 divided into 1,400,000,000 common shares and 200,000,000 preferred shares both of the par value of P10.00 each, to P28,000,000,000.00 divided into 2,600,000,000 common shares and 200,000,000 preferred shares both of the par value of P10.00 each, approved by majority of the Board of Directors on November 27, 2017 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on January 29, 2018 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980 and Sec. 14 of R.A. No. 8791. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 4th day of July, Twenty Eighteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
**INCREASE OF CAPITAL
STOCK**

SEC Registration Number
1 7 5 1 4

Former Company Name
RIZAL COMMERCIAL BANKING CORPORATION

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town) Province)
**YUCHENGO TOWER, RCBC PLAZA,
6819 AYALA AVENUE, MAKATI CITY**

COMPANY INFORMATION

Company's Email Address Company's Telephone Number/s Mobile Number

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Resident Agent of the Corporation

Name of Contact Person Email Address Telephone Number/s Mobile Number
SHIREE AMOR P. ROMA **accra@accralaw.com** **830-8000**

Contact Person's Address
**22ND FLOOR, ACCRALAW TOWER, 2ND AVE. COR. 30TH ST., CRESCENT PARK WEST, BONIFACIO
GLOBAL CITY, TAGUIG CITY**

To be accomplished by CRMD Personnel

Assigned Processor: Ms. Yee Date: 2/5/18 Signature: _____

Document I.D. _____

Received by Corporate Filing and Records Division (CFRD) _____

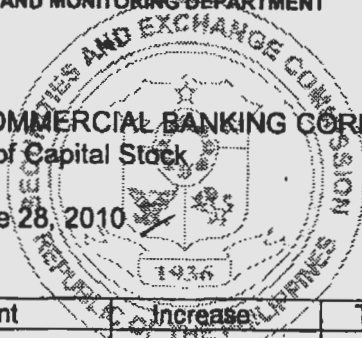
Forwarded to:
 Corporate and Partnership Registration Division
 Green Lane Unit
 Financial Analysis and Audit Division
 Licensing Unit
 Compliance Monitoring Division

① cont. of Sec. Form 201
file submission to the SEC
② TSP
③ report
④ cont. of papers (must be
held in record)



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, Metro Manila

COMPANY REGISTRATION AND MONITORING DEPARTMENT



16380.0008.0028

1. Name of Corporation : RIZAL COMMERCIAL BANKING CORPORATION ✓
2. Application : Increase of Capital Stock
3. Form of Payment : Cash
4. Date of stockholders' meeting : June 28, 2010
5. Capital Structure :

	Present	Increase	Total
Authorized, Par P10			
Common	P11,000,000,000	P3,000,000,000	P14,000,000,000
Preferred	2,000,000,000	-	2,000,000,000
	<u>P13,000,000,000</u>	<u>P3,000,000,000</u>	<u>P16,000,000,000</u>
Subscribed			
Common	P10,193,959,260*	P 750,000,000	P10,943,959,260
Preferred	26,127,670*	-	26,127,670
	<u>P10,220,086,930</u>	<u>P 750,000,000</u>	<u>P10,970,086,930</u>
Paid-Up			
Common	P10,193,959,260*	P 187,500,000	P10,381,459,260
Preferred	26,127,670*	-	26,127,670
	<u>P10,220,086,930</u>	<u>P 187,500,000</u>	<u>P10,407,586,930</u>

* As of August 31, 2011 per Secretary's Certificate and trial balance as of August 31, 2011, inclusive of 5,821,548 common shares held in treasury.

6. List of subscriber/s:

Name	Amount Subscribed	Amount Paid	Proof of Payment	Date Received
Hexagon Investments B.V. ✓	P750,000,000	P187,500,000	Swift Advice	08-09-2011

The amount of P187,500,000 is part of the P187,550,553 wire transfer on August 9, 2011 and credited to the Bank's BSP clearing account.

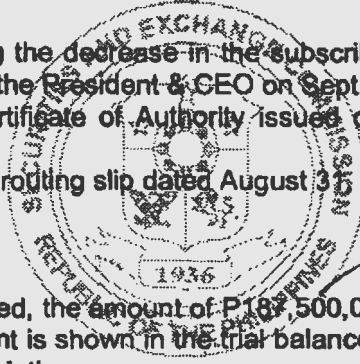
7. Documents submitted:

1. Secretary's Certificate showing the outstanding common and preferred shares, treasury shares and percentage of foreign equity as of August 31, 2011.
2. Certified true copies of Swift Advice and BSP Clearing account bank statement as of August 9, 2011 evidencing the receipt and deposit of P187,500,000.
3. Citibank letter dated July 21, 2011 evidencing the receipt of P187,500,000 from Hexagon Investments B.V. ✓
4. Auditor's report on the verification of payment subscription dated August 24, 2011 rendered by Benjamin P. Valdez of Punongbayan & Araullo (accredited CPA) and covering letter from the auditor. ✓
5. Statement of Management Representation. ✓
6. Audited financial statements as of December 31, 2010 certified by Romualdo V. Murcia III also of Punongbayan & Araullo. ✓
7. Trial balance as of August 31, 2011 certified by the First Vice-President/Head-Controllership Group and reconciliation of 06 months earnings/surplus also from the Head, Controllership Group. ✓
8. Certification on subscription amount executed by the Treasurer on September 5, 2011. ✓

www.sec.gov

08-09-2011 Time: 3:33:39 PM

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- 9. Affidavit of undertaking regarding the decrease in the subscribed and paid-up preferred shares executed by the President & CEO on Sept. 12, 2011.
- 10. Bangko Sentral Ng Pilipinas Certificate of Authority issued on August 24, 2011.
- 11. Corporation Finance Department routing slip dated August 31, 2011.

8. Remarks:

Based on the documents submitted, the amount of P187,500,000 represents fresh and additional capital. Said amount is shown in the trial balance as of August 31, 2011 under Deposit for Stock Subscription.

It was noted that the amount paid-up is P187,500,000 while the amount credited to the account of the bank is P187,550,553. In this connection, attached is a certification from Treasurer which states that the amount of P50,553 represents earned interest from the time the amount of P187,500,000 was placed in escrow with Citibank to the time the BSP approved the increase and said amount is considered as interest earnings of the bank.

It was also noted that there was a decrease in the subscribed and paid-up preferred stock. The records of the Commission shows that as of the last of increase of capital stock approved on March 2, 2007, the subscribed and paid-up preferred amounted to P1,054,940,030 or 105,494,003 shares as against the outstanding shares of 2,612,767 as of August 31, 2011 per Secretary's Certificate.

Relative to the above, submitted is Affidavit of Undertaking which states that on previous dates, the Corporation converted a total of 102,881,236 preferred shares (representing the decrease) to common shares pursuant to and in accordance with the procedure laid down in the Articles of Incorporation. It further states that the Corporation undertakes to amend the Articles of Incorporation to reflect the authorized capital stock following the conversion of the preferred shares to common shares.

Per Secretary's Certificate, foreign equity as of August 31, 2011 is 14.04%. After considering the increase, foreign equity is 20.88%.

9. Recommendation:

In view of the foregoing, the increase in the authorized capital stock of the corporation may be given due course insofar as the subscription of P750,000,000 worth of shares and partial payment thereon of P187,500,000 in cash are concerned.

Date: 15-2-2018 Time: 3:4:23 PM

Submitted by:

Reviewed and approved by:

WWW.S ELDISA CASING
Securities Financial Specialist IV

YOLANDA L. TAPALES 06mfryee
Asst. Director - FAAD

September 13, 2011

4



30 January 2018

BANGKO SENTRAL NG PILIPINAS
A. Mabini St., Malate
1004 Manila

Attention : **Ms. Mary Ann L. Cube**
Officer-in-Charge
Central Point of Contact Department IV
Supervision and Examination Sub-Sector II

Re : Request for favorable endorsement in connection with
the Application for the Amendment of the Articles of
Incorporation of Rizal Commercial Banking
Corporation

Gentlemen:

We write in connection with the proposed further amendment of the Amended Articles of Incorporation ("AOI") of Rizal Commercial Banking Corporation ("RCBC") to reflect the increase in its authorized capital stock from ₱16,000,000,000.00 to ₱28,000,000,000.00.

At the regular meeting of the Board of Directors of RCBC held on 27 November 2017, a majority of the directors approved the increase in RCBC's authorized capital stock as aforesaid. On 29 January 2018, during its regular meeting, a majority of the Board of Directors of RCBC approved a stock rights offering from the increase in the authorized capital stock of RCBC to eligible stockholders of RCBC as of Record Date, a date set no less than fifteen (15) days from the approval by the Philippine Stock Exchange of RCBC's listing application for the Rights Shares. The subscription payments to the stock rights offering shall be used to support the increase in RCBC's authorized capital stock. At the Special Stockholders' Meeting of RCBC also held on 29 January 2018, stockholders representing 85% of the outstanding capital stock, or 1,192,688,845 shares, ratified and approved the increase in RCBC's authorized capital stock.

In view of the foregoing, we respectfully request for the approval by the *Bangko Sentral ng Pilipinas* to the proposed increase in RCBC's authorized capital stock and the corresponding amendments to its AOI. We likewise respectfully request the issuance of the relevant Certificate of Authority which is necessary for the filing of the application for approval of the aforesaid amendment with the Securities and Exchange Commission ("SEC"). Attached herewith are the following documents in support of our request for the increase in the authorized capital stock of RCBC:

- 1) Amended Articles of Incorporation (Annex "A-1");
- 2) Certified true copy of the present Articles of Incorporation with machine-validated certification from the SEC (Annex "A-2");
- 3) General Information Sheet (Annex "A-3");
- 4) List of Stockholders and their stockholdings as of 29 January 2018 (Annex "A-4");
- 5) Directors' Certificate (Annex "A-5");
- 6) Certificate of Increase of Authorized Capital Stock (Annex "A-6");
- 7) Minutes of the Stockholders' Meeting held on 29 January 2018 (Annex "A-7");
- 8) Minutes of the Directors' Meetings held on 27 November 2017 and 29 January 2018 (Annex "A-8"); and
- 9) Secretary's Certificate certifying on the denial of pre-emptive rights (Annex "A-9").

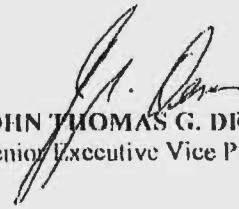
With respect to the Treasurer's Sworn Statement and the Schedule of Stockholdings after the stock rights offering, the details required to be included in the foregoing documents can only be determined after the completion of the stock rights offering. In line with this, we undertake to submit the foregoing documents after the completion of the stock rights offering.

We trust that our aforementioned request for approval will merit your office's prompt and favorable response. Should you have any question or require clarification on the foregoing, please do not hesitate to let us know.

Very truly yours,

RIZAL COMMERCIAL BANKING CORPORATION

By:


JOHN THOMAS G. DEVERAS
Senior Executive Vice President



30 January 2018

BANGKO SENTRAL NG PILIPINAS

A. Mabini St., Malate

1004 Manila

Attention : **Ms. Mary Ann L. Cube**
Officer-in-Charge
Central Point of Contact Department IV
Supervision and Examination Sub-Sector II

Re : **Proposed Rights Offer to Eligible Stockholders
of Rizal Commercial Banking Corporation**

We write in connection with the intended stock rights offering (the "Rights Offer") of Rizal Commercial Banking Corporation ("RCBC") to its eligible stockholders, which was approved by the Board of Directors of RCBC in its regular board meeting held on 29 January 2018. Said Rights Offer shares will be coming from the increase in the authorized capital stock of RCBC, which was approved by the majority of the directors in its regular board meeting held on 27 November 2017 and by RCBC's stockholders representing at least two-thirds (2/3) of RCBC's outstanding capital stock and entitled to vote at a special stockholders meeting held on 29 January 2018, and subject of a separate application before your office.

Pursuant to the indicative terms of the Rights Offer, RCBC intends to offer up to Three Hundred Sixty Four Million (364,000,000) from the aforementioned increase in the authorized capital stock of RCBC (the "Rights Shares") to eligible stockholders as of Record Date, a date set no less than fifteen (15) days from approval by the Philippine Stock Exchange ("PSE") of RCBC's listing application for the Rights Shares. The rights offer price shall be computed based on the volume weighted average of RCBC's common shares listed on the PSE within a certain period prior to the pricing date, subject to a discount. The subscription ratio shall be determined after the pricing date. Following the mandatory round of offer to eligible stockholders, the unsubscribed Rights Shares shall be taken up by the appointed underwriters, and eventually by qualified buyers ("QIBs") as an exempt transaction under Section 10.1(1) of the Securities Regulation Code, and by offshore investors. The take up by the underwriters, QIBs and offshore investors shall comply with the requirement of having a fully subscribed Rights Offer under the Listing Rules of the Philippine Stock Exchange ("PSE").

From the Rights Offer, RCBC expects to raise up to [Fifteen Billion Pesos (P15,000,000,000.00)] in fresh Common Equity Tier 1 ("CET1") capital in order to strengthen RCBC's capital ratios under the Basel III standards and to support its asset growth. Upon completion of the Offer, RCBC's CET1 is estimated to be 15.23%.

In compliance with the PSE Listing Rules, RCBC is required to inform the *Bangko Sentral ng Pilipinas* ("BSP") of its intention to carry out the Rights Offer, and to request for the issuance of a confirmation by the BSP that the BSP has no objection for RCBC to carry out the Rights Offer. Thereafter, RCBC is required to submit to the PSE a certified true copy of the said confirmation letter from the BSP informing RCBC that the BSP has no objection to the Rights Offer.

In view of the foregoing, we hereby request for the issuance by the BSP of its confirmation that it has no objection to the Rights Offer.

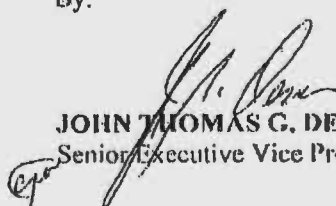
We look forward to your favorable action on this request. If there is anything we could be of any further assistance in order to see the approval through of our request, please do not hesitate to contact us through the following:

Telephone Nos.: (632) 894-[9881]
Facsimile No.: (632) 878-[3492]
Email Address: jdeveras@rcbc.com

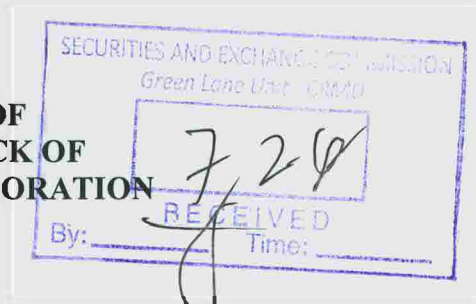
Thank you.

Very truly yours,
RIZAL COMMERCIAL BANKING CORPORATION

By:


JOHN THOMAS G. DEVERAS
Senior Executive Vice President

**CERTIFICATE OF INCREASE OF
THE AUTHORIZED CAPITAL STOCK OF
RIZAL COMMERCIAL BANKING CORPORATION**



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting at least a majority of the Board of Directors, the Chairman and the Corporate Secretary of **RIZAL COMMERCIAL BANKING CORPORATION**, a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at the Yuchengco Tower, RCBC Plaza, 6819 Ayala Ave. cor. Sen. Gil Puyat Ave., Makati City, Metro Manila (hereinafter referred to as the “Bank”), do hereby certify that:

1. At the regular meeting of the Board of Directors held on 27 November 2017 at the principal office of the Bank, an increase in the authorized capital stock of the Bank was approved by at least a majority of the Board of Directors of the Bank with the passing of the following resolutions:

“BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors approves management’s proposal to increase the Bank’s Authorized Capital Stock through the increase of the Authorized Common Shares from 1.4 Billion to 2.6 Billion.

“BE IT RESOLVED FURTHER, AS IT IS HEREBY RESOLVED, that the Board of Directors approves the amendment of the Bank’s Articles of Incorporation for the principal purpose of reflecting the said increase in Authorized Capital Stock.

“BE IT RESOLVED FINALLY, AS IT IS HEREBY RESOLVED, that the Board of Directors approves the holding of a Special Stockholders’ Meeting on January 29, 2018 for the purpose of endorsing to the Bank’s stockholders the approval of the proposed increase in Authorized Capital Stock and the Amendment of the Articles of Incorporation.”

2. On 29 January 2018, a special meeting of the stockholders of the Bank was held at its principal place of business at the Alfonso Sycip Executive Lounge 47th Floor, Yuchengco Tower, RCBC Plaza, Ayala Ave. cor. Gil Puyat Ave. Makati City, for the purpose of approving the aforementioned resolutions of the Bank’s Board of Directors relating to the increase in the authorized capital stock and amendment of Article SEVENTH of the Articles of Incorporation. During such meeting, where a quorum was present and acting throughout, the foregoing resolutions were approved by the affirmative vote of stockholders owning and/or representing at least two-thirds (2/3) of the Bank outstanding capital stock, to wit.

Vertical handwritten notes in blue ink on the left margin:
- A checkmark
- A signature
- The name 'Milla' written vertically
- The name 'Vanna' written vertically
- The name 'Randy' written vertically

“BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that the authorized capital stock of the Bank be increased by Twelve Billion Pesos (₱12,000,000,000.00), or from Sixteen Billion Pesos (₱16,000,000,000.00) divided into One Billion Four Hundred Million (1,400,000,000) Common shares of stock with a par value of Ten Pesos (₱10.00) per share and Two Hundred Million (200,000,000) Preferred shares of stock with a par value of Ten Pesos (₱10.00) per share to Twenty Eight Billion Pesos (₱28,000,000,000.00) divided into Two Billion Six Hundred Million (2,600,000,000) Common shares of stock with a par value of Ten Pesos (₱10.00) per share and Two Hundred Million (200,000,000) Preferred shares of stock with a par value of Ten Pesos (₱10.00) per share, and, for this purpose, Article SEVENTH of the Articles of Incorporation of the Bank be amended to read as follows:

SEVENTH - That the authorized capital of said Corporation is TWENTY EIGHT BILLION PESOS (₱28,000,000,000.00) Philippines Currency, divided into the following classes of shares:

1. **Two Billion Six Hundred Million (2,600,000,000)**
Common Shares of stock with a par value of Ten Pesos (₱10.00) per share.
2. Two Hundred Million (200,000,000) Preferred Shares of stock with a par value of Ten Pesos (₱10.00) per share.

x x x."

3. At the time of the aforementioned stockholders' meeting, the stockholders of record as of 28 December 2017 listed in the attached Annex "A" held the number of shares indicated opposite their respective names.

4. The amount of increase in the authorized capital stock of the Bank is Twelve Billion Pesos (₱12,000,000,000.00) or from Sixteen Billion Pesos (₱16,000,000,000.00) divided into One Billion Four Hundred Million (1,400,000,000) Common shares of stock with a par value of Ten Pesos (₱10.00) per share and Two Hundred Million (200,000,000) Preferred shares of stock with a par value of Ten Pesos (₱10.00) per share to Twenty Eight Billion Pesos (₱28,000,000,000.00) divided into Two Billion Six Hundred Million (2,600,000,000) Common shares of stock with a par value of Ten Pesos (₱10.00) per share and Two Hundred Million (200,000,000) Preferred shares of stock with a par value of Ten Pesos (₱10.00) per share.

5. At least twenty five percent (25%) of the increase in authorized capital stock have been subscribed by the stockholders of the Bank by way of stock rights offering. Out of the Twelve Billion Pesos (₱12,000,000,000.00) divided into One Billion Two Hundred Million (1,200,000,000) common shares with a par value of Ten Pesos (₱10.00) per share increase in the capital stock, Three Hundred Thirty Five Million One Hundred Fifty Three Thousand Five Hundred Seventy Three (335,153,573) common shares of stock with a total par value of Three Billion Three Hundred Fifty One Million Five Hundred Thirty Five Thousand Seven Hundred Thirty Pesos (₱3,351,535,730.00) has been subscribed and the amount of Nine Billion Three Hundred Eighty Four Million Three Hundred Thousand Forty Four Pesos (₱9,384,300,044.00), inclusive of additional paid-in capital of Six Billion Thirty Two Million Seven Hundred Sixty Four Thousand Three

Hundred Fourteen Pesos (₱6,032,764,314.00), has been actually paid in cash. Attached herein as Annex "B" is the list of stockholders subscribing to the common shares of the Bank and the corresponding number of shares they subscribed and paid-up during the first day of the offer period of the stock rights offer.

6. The increase in the authorized capital stock was made for the purpose of ensuring that the Bank is able to meet its projected 16% increase in its Risk Weighted Assets in 2018 based on its forecast for the full year 2017 level. The Bank will need to raise capital within 2018 so as not to fall below the minimum capital thresholds.

7. No bonded indebtedness was created, incurred or increased during the said stockholders' meeting.


8. As of the date of the stockholders' meeting, the total liabilities of the Bank amounts to ₱378,098,809,554.

9. All requirements of Sections 16 and 38 of the Corporation Code of the Philippines have been complied with.

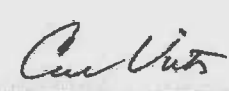
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Handwritten signatures in blue ink, appearing to be: "Bella Cruz", "Miguel", and "Rene".

IN WITNESS WHEREOF, I have signed this Certificate this JUN 25th day of 2018 at Makati City.

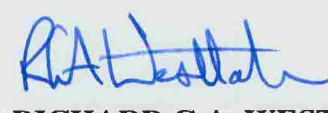

HELEN Y. DEE
Chairman
TIN: 101-562-982


GEORGE GILBERT G. DELA CUESTA
Corporate Secretary
TIN: 152-651-227


CESAR E.A. VIRATA
Director/Corporate Vice-Chairman
TIN: 167-999-197

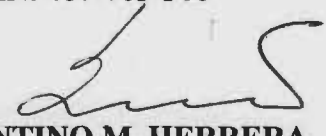

GIL A. BUENAVENTURA
Director / President / CEO
TIN: 106-903-830



TZE CHING CHAN
Director
TIN: 436-953-691

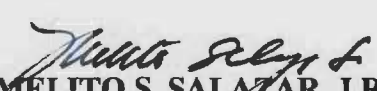

RICHARD G.A. WESTLAKE
Director
TIN: 458-346-757


JOHN LAW
Director
TIN: 467-705-580



YUH-SHING (FRANCIS) PENG
Director
TIN: 467-790-592


FLORENTINO M. HERRERA
Director
TIN: 10-098-926

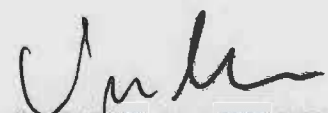

ARMANDO M. MEDINA
Independent Director
TIN: 106-572-777



MELITO S. SALAZAR, J.R.
Independent Director
TIN: 109-818-555


ADELITA A. VERGEL DE DIOS
Independent Director
TIN: 120-883-438


AMB. LILIA R. BAUTISTA
Independent Director
TIN: 120-436-744


GABRIEL S. CLAUDIO
Independent Director
TIN: 153-846-478


VAUGHN F. MONTES
Director
TIN: 106-905-477


JUAN B. SANTOS
Director
TIN: 125-382-111

SUBSCRIBED AND SWORN to before me this 25 day of JUN 25 2018 2018 at Makati City, affiants who are personally known to me exhibiting to me the following:

Name	Competent Evidence of Identity	
	Type of ID and Number	Expiry Date
Helen Y. Dee	Passport No. EB9694250 (Philippines)	Nov. 26, 2018
George Gilbert G. Dela Cuesta	IBP Lifetime Member No. 03276	No expiry
Cesar E.A. Viarata	Passport No. EB8339839 (Philippines)	June 6, 2018
Gil A. Buenaventura	Passport No. P1316244A (Philippines)	Dec. 18, 2021
Tze Ching Chan	Passport No. KJ0167637 (Hong Kong)	Apr. 29, 2021
Richard G.A. Westlake	Passport No. LL227741 (New Zealand)	Apr. 14, 2020
John Law	Passport No. 11CF38543 (France)	July 12, 2021
Yuh-Shing (Francis) Peng	Passport No. 305092071 (China)	Jan. 13, 2022
Florentino M. Herrera	Passport No. EC3606842 (Philippines)	Mar. 6, 2020
Armando M. Medina	Passport No. EC4279016 (Philippines)	May 27, 2020
Melito S. Salazar, J.R.	Passport No. EB7979636 (Philippines)	Apr. 25, 2018
Adelita A. Vergel De Dios	Passport No. EB8789113 (Philippines)	July 25, 2018
Amb. Lilia R. Bautista	Passport No. EC1817562 (Philippines)	Aug. 5, 2019
Gabriel S. Claudio	Passport No. EC3575904 (Philippines)	Mar. 2, 2020
Vaughn F. Montes	Passport No. EC1633576 (Philippines)	July 14, 2019
Juan B. Santos	Passport No. EB8773428 (Philippines)	July 23, 2018

Doc. No. 306 ;
 Page No. 75 ;
 Book No. 411 ;
 Series of 2018.


ATTY. CATALINO VICENTE L. ARABI
 Notary Public
 Appointment No. M-20(2017-2018)
 Until 31 December 2018
 PTR NO. 6616390;01-04-18; Makati City
 IBP NO. 020208;01-04-18; Makati City
 ROLL NO. 40145
 21st Floor Yuchengco Tower 2, RCBC Plaza
 Ayala Avenue, Makati City

George Gilbert G. Dela Cuesta

Annex "A"
List of Stockholders and their Stockholdings

George
Mitsun
P. dila
Ewert