

COVER SHEET

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S.E.C. Registration Number

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[illegible][illegible]

(Company's Full Name)

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

ATTY. MARIA LOURDES P. GATMAYTAN

Contact Person

8246-5902

Company Telephone Number

1 2 3 1

Month **Day**
Fiscal Year

SEC FORM 17-C

FORM TYPE

0	4
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2	8
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22

Month **Day**
Annual Meeting

Secondary License Type, If Applicable

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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

[illegible]

File Number

LCU

LCU

[illegible]

Document I.D.

Cashier

Cashier

STAMPS

STAMPS

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. September 30, 2022
Date of Report (Date of earliest event reported)
2. SEC Identification Number PW-121 3. BIR Tax Identification No. 000-438-366-000
4. BANK OF THE PHILIPPINE ISLANDS
Exact name of issuer as specified in its charter
5. Philippines 6. (SEC Use Only)
Province, country, or other jurisdiction of incorporation Industry Classification Code:
7. Ayala North Exchange Tower 1, 6796 Ayala Avenue cor. Salcedo St.,
Legaspi Village, Makati City, Metro Manila 1229
Address of principal office Postal Code
8. (632) 8246-5902 (CORSEC Office) / (632) 8246-5860 (IR)
Issuer's telephone number, including area code
9. Not applicable
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
<u>Common</u>	<u>4,513,128,255</u>

11. Indicate the item numbers reported herein: Item 9

Item 9. Other Events

Please be advised that during its special meeting held on September 30, 2022, the Board of Directors of Bank of the Philippine Islands ("BPI") approved (i) the proposed merger between BPI and Robinsons Bank Corporation ("RBC") with BPI as the surviving bank, and (ii) the amendments to Article SEVENTH of the Articles of Incorporation of BPI, both matters being subject to shareholders and regulatory approvals, and, in connection thereto, the Board likewise approved the following:

- a. The execution of the Agreement for the Merger of Bank of the Philippine Islands and Robinsons Bank Corporation, among BPI, RBC and JG Summit Capital Services Corp. and Robinsons Retail Holdings, Inc. as the RBC Shareholders (the "Agreement");
- b. The execution of the Plan of Merger and Articles of Merger by and between BPI and RBC, with BPI as the surviving bank;

- c. Designation of certain authorized signatories and representatives to give effect to the aforementioned resolutions; and
- d. Calling for a special stockholders' meeting.

In addition to the foregoing, the Board likewise approved the amendment to Article SEVENTH of the Articles of Incorporation of BPI to:

- a. Increase BPI's Authorized Capital Stock in the amount of Four Billion Pesos (Php4,000,000,000.00) or from Fifty Billion Six Hundred Million Pesos (Php50,600,000,000.00) to Fifty Four Billion Six Hundred Million Pesos (Php54,600,000,000.00) divided into Common Stock consisting of Five Billion Four Hundred Million (5,400,000,000) shares with a par value of Ten Pesos (Php10.00) per share and Preferred Stock consisting of Sixty Million (60,000,000) Preferred "A" shares with a par value of Ten Pesos (P10.00) per share;
- b. Combine the allocation of authorized common shares for Executive Stock Option Plan and Stock Purchase Plan into a 3% allocation for all employee stock incentive plans; and
- c. Deny the pre-emptive rights over the Four Hundred Six Million One Hundred Seventy-Nine Thousand Two Hundred Seventy-Six (406,179,276) treasury shares which shall be disposed of by BPI in accordance with Republic Act No. 8791, otherwise known as the General Banking Law of 2000.

On the same day, the Bank entered into the Agreement with RBC and the RBC Shareholders.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code/the Revised Securities Act, 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

Date: September 30, 2022


MARIA LOURDES P. GATMAYTAN
Corporate Secretary 