



107072014001030



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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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)

Ma. Fe P. Salamatin

Contact Person

8949000 loc 9090

Company Telephone Number

Month

Month

Day

Day

L E T T E R
A C G R

FORM TYPE

Month

Month

Day

Day
Annual Meeting

Secondary License Type, If Applicable

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

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STAMPS

07 July 2014

ACTING DIRECTOR JUSTINA F. CALLANGAN
Corporate Governance and Finance Department
Securities and Exchange Commission
SEC Building, EDSA, Greenhills,
Mandaluyong City

RE: Amendment to ACGR Report:
Annual Stockholders' Meeting 2014

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 last 30 June 2014:

- i. A.1)(a) Composition of the Board
- ii. A.5)(b) Voting Result of the Last Annual General Meeting
- iii. J. Rights of Stockholders

Very truly yours,


MA. FE P. SALAMATIN
Compliance Officer


ATTY. ELLA KATRINA R. MITRA
Assistant Corporate Secretary

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)	<u>June 30, 2014</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>11</u> years
Helen Y. Dee	NED	N/A	Corporate Governance Committee	Board Chairperson (June 2005) Director (March 2005)	<u>June 30, 2014</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>9</u> years
Lorenzo V. Tan	ED	N/A	Corporate Governance Committee	Director / President and CEO (February 1, 2007/April 1, 2007)	<u>June 30, 2014</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>7</u> years
Cesar E.A. Virata	NED	N/A	Corporate Governance Committee	Director (1995) Corporate Vice-Chairman (June 22, 2000)	<u>June 30, 2014</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>19</u> 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 30, 2014</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>15</u> years
Atty. Wilfrido E. Sanchez	NED	N/A	Corporate Governance Committee	March 27, 2006	<u>June 30, 2014</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>8</u> years
Atty. Ma. Celia H. Fernandez-Estavillo	ED	N/A	Corporate Governance Committee	Director (June 2005) Corporate Secretary (February 2005)	<u>June 30, 2014</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>9</u> years
Medel T. Nera	NED	N/A	Corporate Governance Committee	July 25, 2011	<u>June 30, 2014</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>3</u> years
<u>Yvonne S. Yuchengco</u>	NED	<u>N/A</u>	<u>Corporate Governance Committee</u>	<u>Director (June 2009- March 26, 2012)</u> <u>Advisory Board Member (May 1995-2009; March 26, 2012- June 30, 2014)</u>	<u>June 30, 2014</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>3</u> years
Minki Brian Hong	NED	Hexagon Investments B.V.	Corporate Governance Committee	June 27, 2011	<u>June 30, 2014</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>3</u> years
Tze Ching I. Chan	NED	Hexagon Investments B.V.	Corporate Governance Committee	November 28, 2011	<u>June 30, 2014</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>3</u> years

Francis G. Estrada	NED	N/A	Corporate Governance Committee	December 17, 2012	<u>June 30, 2014</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>1 1/2</u> years
Armando M. Medina	ID	N/A	Eduardo S. Lopez / not related	Independent Director February 26, 2003	<u>June 30, 2014;</u> <u>2 years</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>11</u> years
Francisco C. Eizmendi, Jr.	ID	N/A	Eduardo S. Lopez / not related	Independent Director May 2006	<u>June 30, 2014;</u> <u>2 years</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>8</u> years
Antonino L. Alindogan, Jr.	ID	N/A	Eduardo S. Lopez / not related	Independent Director <u>September 24, 2007</u>	<u>June 30, 2014;</u> <u>2 years</u>	Annual SH Meeting <u>June 30, 2014</u>	<u>7</u> years

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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

Name of Director	Votes Received
Please see reply below.	Please see reply below.

During the last annual shareholders' meeting held on 30 June 2014, all of the directors received votes of stockholders representing a total of 940,919,864 common and preferred shares of stocks or 73.76 % of the Corporation's outstanding 1,275,658,638 common and preferred shares entitled to vote.

J. RIGHTS OF STOCKHOLDERS

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

Below is the summary of questions/concerns raised and answers pertaining to the Annual Report/Audited Financial Statements of 2013:

- a. The Bank reported losses in securities. What do these losses pertain to?

These are unrealized losses which resulted from the swing of interest rates. These are temporary losses

- b. With increased number of ATM's, how is RCBC protecting shareholders from fraud? There is supposed to be a chip in the ATM cards?

The Bank establishes firewalls every year and makes use of hackers to test the Bank's firewalls. The chip-based card is required by the BSP and is for implementation in 2015.

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

Resolution	Approving	Dissenting	Abstaining
<u>14-01: Approval of the Minutes of the Annual Meeting of the Stockholders held on 24 June 2013</u>	<u>Stockholders representing a total of 940,919,864 common and preferred shares of stocks or 73.76% of the Corporation's outstanding 1,275,658,638 common and preferred shares entitled to vote</u>	None	None
<u>14-02: Approval of the Annual Report and the Audited Financial Statement for 2013</u>	-do-	-do-	-do-
<u>14-03: Ratification of the actions and proceedings of the Board of Directors, different Committees and Management during the year 2013</u>	-do-	-do-	-do-
<u>14-04: Confirmation of Significant Transactions with DOSRI and Related Parties for the year 2013</u>	-do-	-do-	-do-
<u>14-05: Election of Directors</u>	-do-	-do-	-do-

14-06: Appointment of External Auditor	-do-	-do-	-do-
14-07: Amendment of Article Three of the Articles of Incorporation on Principal Office Address	-do-	-do-	-do-

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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	<ol style="list-style-type: none"> 1. <u>Amb. Alfonso T. Yuchengco, Honorary Chairman</u> 2. <u>Ms. Helen Y. Dee, Chairperson</u> 3. <u>Mr. Cesar E.A. Virata, Vice Chairperson</u> 4. <u>Mr. Lorenzo V. Tan, President and CEO</u> 5. <u>Atty. Teodoro D. Regala</u> 6. <u>Atty. Wilfrido E. Sanchez</u> 7. <u>Atty. Ma. Celia H. Fernandez-Estavillo, Corporate Secretary</u> 8. <u>Mr. Medel T. Nera</u> 	30 June 2014	By poll	<p>Stockholders representing a total of 50,104 common and preferred shares of stocks or .0039% of the Corporation's outstanding 1,275,658,638 common and preferred shares entitled to vote</p>	<p>Stockholders representing a total of 940,869,760 common and preferred shares of stocks or 73.76% of the Corporation's outstanding 1,275,658,638 common and preferred shares entitled to vote</p>	<p>Stockholders representing a total of 940,919,864 common and preferred shares of stocks or 73.76% of the Corporation's outstanding 1,275,658,638 common and preferred shares entitled to vote</p>

	<p>9. <u>Mr. Francis G. Estrada</u></p> <p>10. <u>Ms. Yvonne S. Yuchengco</u></p> <p>11. <u>Mr. TC Chan</u></p> <p>12. <u>Mr. Minki Brian Hong</u></p> <p>13. <u>Mr. Armando M. Medina,</u> <u>Independent</u> <u>Director</u></p> <p>14. <u>Mr. Francisco C. Eizmendi, Jr.,</u> <u>Independent</u> <u>Director</u></p> <p>15. <u>Mr. Antonino L. Alindogan, Jr.,</u> <u>Independent</u> <u>Director</u></p>					
Special	None					

9. Sending of Notices

(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	<u>June 6, 2014</u>
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	<u>June 6, 2014</u>
State whether CD format or hard copies were distributed	Hard Copies
If yes, indicate whether requesting stockholders were provided hard copies	N/A