



11 August 2021

Atty. Marie Rose M. Magallen-Lirio
Head - Issuer Compliance and Disclosure Department (ICDD)
PHILIPPINE DEALING & EXCHANGE CORP.
29/F BDO Equitable Tower
8751 Paseo de Roxas
Makati City

Dear Atty. Magallen-Lirio,

For the information of the Exchange.

Thank you.

Sincerely yours,

MICHAEL G. OLIVA
Vice President, Division Head / Financial and Business Planning
Corporate Planning Group
Rizal Commercial Banking Corporation

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 28, 2021

2. SEC Identification Number

17514

3. BIR Tax Identification No.

000-599-760-000

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 Puyat Ave Makati City 0727

Postal Code

0727

8. Issuer's telephone number, including area code

8894-9000

9. Former name or former address, if changed since last report

Not Applicable

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	1,935,628,896

11. Indicate the item numbers reported herein

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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 4-11 - Change in Number of Issued and Outstanding Shares *References: Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Change in Number of Issued and Outstanding shares

Background/Description of the Disclosure

On 28 Jun 2021, the RCBC Board of Directors approved the sale of 101,850,000 shares of RCBC common to SMBC. SMBC is one of the largest banks in Japan, and is the commercial banking arm of Sumitomo Mitsui Financial Group (SMFG), with USD2,215 billion in total assets and strong Capital Adequacy Ratio of 18.61% as of March 2021 on a group basis. SMBC operates globally in retail banking, corporate banking, and investment banking, with a presence in more than 40 countries. SMBC as a group, together with its group companies, is also engaged in the leasing, securities, credit card, investment, mortgage securitization, venture capital and other credit related businesses.

On 2 July 2021, RCBC was able to secure PSE approval of Listing of 315,287,248 Treasury Shares (reference to PSE Notice LN00145-2021) and the shares was eventually listed last 14 July 2021. This came from the Treasury shares resulting from the merger of RCBC and RCBC Savings Bank (see Circular Number C02807-2021).

On 23 July 2021, there was a block sale of shares to SMBC through RCBC Securities (Reference: PSE Memo " TPA - No. 2021-0026). This came from the treasury shares resulting from the merger of RCBC and RCBC Savings Bank. The sale of 101,850,000 Shares held by the Bank in treasury ("Sale Shares") which is equivalent to four point nine-nine-nine percent (4.9999%) of the total outstanding Common Stock of the Bank (after the sale of the Sale Shares) to SMBC at a price per Sale Share of PhP44.00 subject to the terms and conditions of the definitive agreement to be executed between the Bank and SMBC. Basis for the issue price of PhP44.00 per share - The price is 97% of RCBC Book Value per Share as of May 31, 2021 (P45.39).

The strategic investment by SMBC, which raises PHP4.48 billion of new Core Equity Tier 1 capital for the Bank, is part of the Bank's capital raising plan to support long-term asset growth and digital investments. The proceeds from the investment will allow the Bank to finance the different requirements of key customers in the Corporate, SME and consumer segments and expand the reach of its Sustainable Finance Framework.

Change(s) in Number of Issued and Outstanding Shares

Issued Shares

Type of Security /Stock Symbol	Before	After
RCB	2,250,916,144	2,250,916,144

Outstanding Shares

Type of Security /Stock Symbol	Before	After
RCB	1,935,628,896	2,037,478,896

Other Changes, if any

In percent	Before	After
Public float	23.75	23.75
Foreign Ownership level	32.97	31.3

Filed on behalf by:

Name	Antonio Jr. Madrid
Designation	Assistant Manager