

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)
Sep 15, 2022
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 J. Puyat Ave., Makati City
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	2,037,478,896

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 4-3 - 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 Amendments of the Articles of Incorporation (AOI)
BSP Approval

The 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 June 27, 2022 Annual Stockholders' Meeting.

The amendment is to update the information regarding BSP's approval received today.

Background/Description of the Disclosure

On April 25, 2022, the Board of Directors approved the proposal to amend Articles Seventh and Fourth of the AOI.

The amendments shall be subject to stockholder and other regulatory approvals and/or requirements.

On June 27, 2022, the Amendments to the Bank's Articles of Incorporation were approved by at least 2/3 of the stockholders during the Annual Stockholders' Meeting.

The Bank received today BSP's approval dated August 26, 2022.

Date of Approval by Board of Directors	Apr 25, 2022
Date of Approval by Stockholders	Jun 27, 2022
Other Relevant Regulatory Agency, if applicable	BSP
Date of Approval by Relevant Regulatory Agency, if applicable	Aug 26, 2022
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article No.	From	To

Seventh	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.	Deletion of the said paragraphs
Fourth	The term for which said Corporation is to exist is for another fifty (50) years from 23 September 2010.	The Corporation shall have perpetual existence.

Rationale for the amendment(s)

The amendment of Article Seventh of the AOI is to allow foreign ownership of the Bank to exceed 40% while the amendment of Article Fourth is to be consistent with R.A. No. 11232 (which grants perpetual corporate terms to corporations).

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	TBA
Expected date of SEC approval of the Amended Articles of Incorporation	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

RCBC management continuously explores various capital raising opportunities. Some of these opportunities include foreign investors. RCBC is amending its Articles of Incorporation in order to accommodate any capital to be provided in the future by a new/existing foreign investors into RCBC.

Other Relevant Information

Please see attached.

The 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 June 27, 2022 Annual Stockholders' Meeting.

The amendment is to update the information regarding BSP's approval received today.

Filed on behalf by:

Name	Maria Cecilia Chaneco-Lonzon
Designation	Assistant Corporate Secretary

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. June 27, 2022
Date of Report (Date of earliest event reported)
2. SEC Identification Number 17514 3. BIR TIN 000-599-760-000
4. RIZAL COMMERCIAL BANKING CORPORATION
Exact name of registrant as specified in its charter
5. Philippines 6. (Sec Use only)
Province, country or other Industry Classification Code
jurisdiction of incorporation
7. 6819 Ayala cor. Gil J. Puyat Ave., Makati City 0727
Address of principal office Postal Code
8. 8894-9000
Registrant'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 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding and Amt. of Debt O/S</u>
Common Stock, P10.00 par value	2,037,478,896 (as of Jun. 27, 2022)
11. Indicate the item numbers reported herein: Item 9

Item 9. Other Events.

Please be advised of the Amendments to the Bank's Articles of Incorporation as approved by our Stockholders at their Annual meeting held on June 27, 2022.

Amendments to the Articles of Incorporation

1. Amend Article Fourth to be consistent with R.A. No. 11232 (which grants perpetual corporate terms to corporations)

FROM:

FOURTH: The term for which said Corporation is to exist is for another fifty (50) years from 23 September 2010.

TO:

FOURTH: The Corporation shall have perpetual existence.

2. Deletion of the following paragraphs from Article Seventh:

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 foregoing amendments shall be subject to other regulatory approvals and/or requirements.

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.

RIZAL COMMERCIAL BANKING CORP.
Registrant

Date: June 27, 2022


MARIA CECILIA V. CHANECO-LONZON
Assistant Corporate Secretary