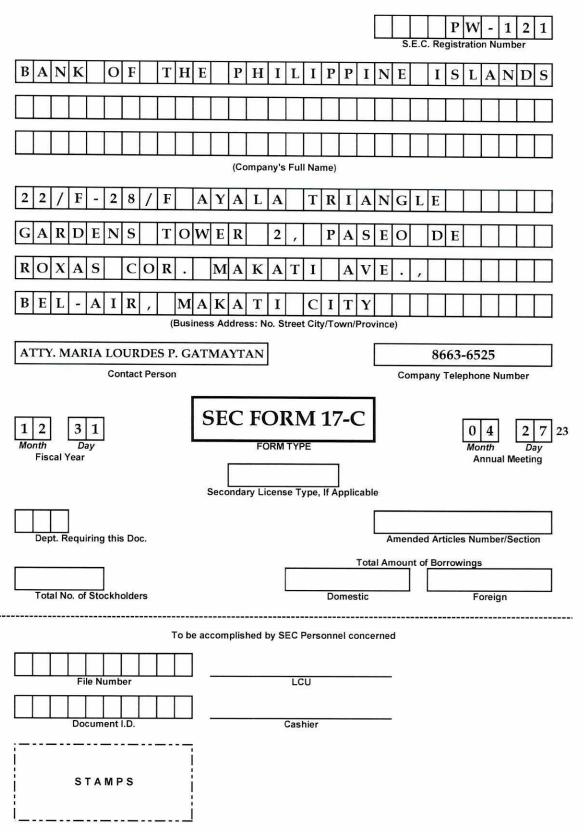
COVER SHEET

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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. 11 October 2023 Date of Report (Date of earliest event reported)
- 2. PW-121 SEC Identification Number
- 3. 000-438-366-000 BIR Tax Identification No.
- 4. BANK OF THE PHILIPPINE ISLANDS Exact name of registrant as specified in its charter
- MANILA, PHILIPPINES Province, country or other jurisdiction of Incorporation
- 6. Industry Classification Code (SEC Use Only)
- 22/F 28/F Ayala Triangle Gardens Tower 2, Paseo De Roxas Cor. Makati Ave., Bel-Air, Makati City (current business address) Address of principal office

1226 Postal Code

- 8. (632) 8663-6525 (CorpSec Off)/ (632) 8663-6733 (IR) Issuer's telephone number, including area code
- 9. N/A 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
	& Amount of Debt Outstanding

Common

4,945,197,291

11. Indicate the item numbers reported therein : Item 9

Item 9 - Other Events -

Please be informed that in a letter dated 04 October 2023, the Philippine Stock Exchange directed Bank of the Philippine Islands ("BPI" or the "Bank") to pay Php101,000.00 for alleged violation of Sections 4.2 and 14 of Article VII of the Disclosure Rules, due to the purported premature release to the media of the proposed merger between BPI and Robinsons Bank Corporation ("RBC"), without prior or simultaneous disclosure to the Exchange; and failure to observe the three (3) trading-day prior notice requirement for the investors' briefing held on 05 October 2022 to promptly address queries relating to the proposed merger.

As explained in the Bank's reply to the Exchange, the media release on the proposed merger between BPI and RBC did not come from BPI. In relation thereto, BPI timely filed PSE Disclosure Form 4-30 (Material Information) immediately upon the approval by its Board of Directors of the proposed merger and the execution of the definitive agreement. We understand that JG Summit Holdings, Inc. had admitted the inadvertence to the Exchange, explaining that the press release was provided ahead of time for editorial revision to prepare for its release after board approval and PSE disclosure in the afternoon, but the same was accidentally released because of miscommunication with the editor. There was no intention for the accidental release of the information.

On the matter of holding the investors' briefing, the Bank had sought guidance from the Exchange and requested leniency of the three (3)-trading day notice requirement due to the urgency of addressing the numerous demands/requests received from stockholders, analysts and investors of BPI. The Bank misconstrued the posting of the Notice of Analysts'/Investors' Briefing on PSE Edge as the Exchange's approval to not to wait for another day to complete the three (3)-trading day notice requirement.

On 10 October 2023, the Bank settled the penalty in the amount of Php101,000.00 as evidenced by Official Receipt No. 00011552.

Please see attached PSE letter dated 04 October 2023 and Official Receipt No. 00011552.

Pursuant to the requirement of the Securities Regulation Code, 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

MARIA LOURDES P/GATMAYTAN Corporate Secretary

11 October 2023 Date



PSE – Restricted

October 4, 2023

Bank of the Philippine Islands

14/F Ayala North Exchange Tower 1 Ayala Avenue corner Salcedo Street Legaspi Village, Makati City

Attention:	Marie Lourdes P. Gatmaytan
	Corporate Secretary

Subject:

Violations of the Disclosure Rules

Gentlemen:

We write in connection with Bank of the Philippine Islands' ("BPI" or the "Bank") violations of Sections 4.2 and 14 of Article VII of the Consolidated Listing and Disclosure Rules of the Exchange, as amended (the "Rules"), due to the following:

- 1. Release to the media of the proposed merger between BPI and Robinsons Bank Corporation ("RBC"), without prior or simultaneous disclosure to the Exchange; and
- Failure to disclose the holding of the investors' briefing on October 5, 2022 at least three (3) trading days prior to the scheduled date.

I. Facts

On September 30, 2022 at 7:56 a.m., the Exchange sought clarification of a news article entitled "Ayalas, Gokongweis to merge bank units" posted on philSTAR.com (the "Philstar Article") on even date. The article reported, in part, that:

MANILA, Philippines – A possible merger is in the works between Ayala-led Bank of the Philippine Islands (BPI) and Robinsons Bank Corp. (RBC) of the Gokongwei Group to form the country's second largest lender in terms of assets.

Through a share swap agreement, an industry source said the Gokongweis would likely end up with a six percent stake in the 171-year-old bank led by the Ayala Group.

The board of directors of the Gokongwei-led bank is set to approve the execution of an agreement between Robinsons Retail Holdings Inc., JG Summit Capital Services Corp. and BPI. BPI confirmed it was in talks with Robinsons Bank over a potential collaboration.

'Please be informed that we are in discussions on a potential collaboration between BPI and Robinsons Bank. Further disclosures will be made at the appropriate time,' the bank said in a statement.

Under the planned consolidation, BPI would emerge as the surviving entity. BPI has close to 900 branches and more than 2,500 ATMs, while RBC has about 150 branches and 354 ATMs.

The transaction is subject to the approval of shareholders as well as regulators, including the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC), Philippine Deposit Insurance Corp. (PDIC) and the Philippine Competition Commission (PCC).

. . . .

In an article posted on spot.ph that was later taken down, RBC resident and CEO Elfren Antonio Sarte was quoted as saying 'this is a good opportunity to augment RBC's captured niche markets and consolidate that with the BPI ecosystem.'

'This merger is a testament to the mutual respect and excellent business relationship between the Gokongwei Group and Ayala Group. We will work with BPI to ensure a smooth transition and integration of our clients and operations into BPI. Together, we will maintain quality banking services and offer additional top-notch and innovative products to all RBC customers,' Sarte was quoted as saying in the article.

. . . .

Another industry source said the transaction benefits the Gokongwei Group as the book value of BPI, the basis for the swap-share arrangement, is triple that of RBC, which is not listed in the Philippine Stock Exchange (PSE).

The source added that BPI is after the digital banking license of GoTyme Bank, which was one of the six entities awarded digital banking licenses by the BSP. The Gokongweis own a 60 percent stake in GoTyme while Singapore-based digital banking group has the remaining 40 percent.

'I think that is why BPI is after Robinsons Bank is because of GoTyme,' the source said.

. . . .

It was further noted that the subject information was published in various newspapers on September 30, 2022.

In response to the Exchange's directive, the Bank filed its *PSE Disclosure Form* 4-13 – *Clarification of News Reports* at 8:37 a.m. on even date, explaining as follows:

. . . .

Please be informed that we are in discussions on a potential collaboration between BPI and [RBC]. Further disclosures will be made at the appropriate time.

. . . .

. . . .

At 3:10 p.m. on the same day, the Bank filed a Press Release using *PSE Disclosure Form* 4-31 - *Press Release* entitled "Bank of the Philippine Islands and Robinsons Bank Corporation Announce Merger Plans". In its Press Release, the Bank stated that the board of directors of BPI, RBC, Robinson Retail Holdings, Inc., and JG Summit Capital Services Corporation approved in their respective meetings held on September 30, 2022 the execution of an agreement for the merger of BPI and RBC, with BPI as the surviving entity, subject to shareholders' and regulatory approvals. At 3:11 p.m. on even date, the Bank also filed its *PSE Disclosure Form* 4-30 *Material Information* disclosing that the Bank's Board of Directors approved the (i) proposed merger between BPI and RBC, with BPI as the surviving entity; and (ii) amendments to Article VII of the Bank's Articles of Incorporation.

Further, on October 3, 2022 at 2:49 p.m., the Bank initially filed its *PSE Disclosure Form* 14-1 – *Notice of Analysts'/Investors' Briefing* ("PSE Disclosure Form 14-1") disclosing that it will be holding an investors' briefing on October 5, 2022 to discuss the announced merger plans with RBC. However, the disclosure was rejected for the Bank to verify the date of the briefing, taking into account the requirement under Section 14, Article VII of the Rules. At 4:35 p.m. on even date, the Bank filed its *PSE Disclosure Form* 4-32 – *Reply to Exchange's Query* requesting for leniency on retaining the scheduled date for the investors' briefing, despite notifying the Exchange less than three (3) trading days prior thereto, due to the urgency of addressing the market and increasing investor demand for meetings since the announcement of the merger plans with RBC. On the same day at 4:37 p.m., BPI re-filed its PSE Disclosure Form 14-1 retaining October 5, 2022 as the date of the investors' briefing.

II. Request for Explanation

In a letter dated July 5, 2023, the Exchange directed the Bank to explain why the above actions do not constitute violations of the Rules. In response, the Bank submitted *PSE Disclosure Form 4-32 - Reply to Exchange's Query* on July 10, 2023, explaining as follows:

We respectfully respond to your request for explanation as follows:

• On the release to the media of the proposed merger between BPI and RBC without prior or simultaneous disclosure to the Exchange

BPI would like to clarify that the media release on the proposed merger between BPI and RBC made prior to BPI's disclosure to the Exchange did not come from BPI. BPI assures the Exchange that it made no communication to the press or any media outlet in relation to the proposed merger prior to its disclosure to the Exchange.

Instead, in compliance with the requirements of the Disclosure Rules, BPI filed PSE Disclosure Form 4-31 – Press Release and PSE Disclosure Form 4-30 Material Information within the prescribed period immediately upon the approval by its board of directors of the proposed merger and the execution of the corresponding definitive agreement.

• On the failure to disclose the holding of the investors' briefing at least three (3) trading days prior to the scheduled date

We note that the board of directors of BPI approved the proposed merger and the execution of the corresponding definitive agreement on 30 September 2022 (Friday). Immediately after board approval, BPI made the relevant disclosures to the Exchange in accordance with the rules of the Exchange. As a result thereof, BPI received several demands/requests from its stockholders, analysts, and investors to provide further information regarding the proposed merger. Given the urgency of addressing such demands/requests, the management of BPI deemed it prudent to conduct the analysts'/investors' briefing at the soonest available time, which was scheduled on 5 October 2022.

On the immediately following trading day, 3 October 2023, BPI filed PSE Form 14-1 – Notice of Analysts'/Investors' Briefing (the "Notice"). Upon receipt from the Exchange of instructions to "Please resubmit to verify Date of the Briefing in compliance with Section 14 of the Disclosure Rules," BPI immediately sought guidance from the Exchange, explaining the urgency to conduct the briefing in view of the clamor from the investing public but keeping itself open to reschedule the briefing if such was the preference of the Exchange in order to satisfy the 3-day requirement.

Thereafter, BPI was advised by the Exchange to resubmit the Notice of Briefing together with PSE Form 4-32 requesting for leniency to allow the conduct of the investor briefing as scheduled, which BPI did. BPI's PSE Form 4-32 stated in relevant part:

"We respectfully respond to your remarks 'Please resubmit to verify Date of the Briefing in compliance with Section 14 of the Disclosure Rules. (I)n view of the urgency of addressing the market as regards to the recently announced merger plans, we request leniency in retaining the scheduled date despite notifying your good office less than three trading days as required. *** We look forward to your positive response in granting this exemption given the above circumstances but will await your advise if PSE's preference is for BPI to reschedule the briefing to the soonest later date which satisfies the requirement. Thank you." (Emphasis supplied.)

The Notice of Briefing was thereafter posted by the Exchange in the PSE EDGE. BPI likewise did not receive any further advice to defer the briefing. As such, BPI understood the posting of the Notice as approval by the Exchange to proceed with the scheduled briefing.

III. The Exchange's Resolution

Selective disclosure of material information

Pursuant to Section 4.2 of Article VII of the Rules, the Bank is prohibited from communicating material non-public information to any person, unless it simultaneously discloses the material non-public information to the Exchange. The Bank, further, has the duty to establish and implement internal controls to ensure that its officers, staff and other persons who are privy to material non-public information comply with the said requirement. In this case, the information on the merger between BPI and RBC was communicated to the media and was published in various newspapers without prior or simultaneous disclosure by BPI to the Exchange. The Bank only filed the relevant disclosure after the Exchange sought for clarification and confirmation on the Philstar Article.

In its response to the Exchange's letter dated July 5, 2023, the Bank explained that the media release on its proposed merger with RBC did not come from BPI and that "it made no communication to the press or any media outlet in relation to the proposed merger prior to its disclosure to the Exchange". However, being a party to the merger and a listed company, BPI must be held responsible for the release to the media of information regarding the transaction without prior or simultaneous disclosure to the Exchange. We highlight that the information on the merger could have only come from the parties to the transaction as the persons privy to the same; hence, as the listed company, BPI had the obligation to ensure that all persons aware of the material information complies with the requirement under Section 4.2, Article VII of the Rules and should have taken measures to ensure that material non-public information is not disclosed without simultaneous disclosure to the Exchange. Given the publication of the Philstar Article prior to any disclosure by the Bank to the Exchange, it is evident that there was a failure on the part of BPI to establish and/or implement effective control mechanisms to ensure compliance with its disclosure obligations to the Exchange. Accordingly, the Bank cannot be relieved from liability for the release of material information without prior or simultaneous disclosure to the Exchange.

After a careful evaluation of the attendant facts and circumstances, the Exchange finds that the Bank committed a violation of the Rules. Since the required disclosure under Section 4.2 of Article VII of the Rules is an unstructured report, Section 2 of Article VIII (Penalties and Fines) of the Rules applies. Thus, the applicable penalty for the release to the media of the proposed

merger between BPI and RBC without prior or simultaneous disclosure to the Exchange is a basic fine of Php50,000.00. The total penalty for BPI's violation of Section 4.2 of Article VII of the Rules amounts to **Fifty Thousand Pesos (Php 50,000.00)**.

Delayed disclosure of investors' briefing

Under Section 14 of Article VII of the Rules, the Bank must notify the Exchange of its analysts'/investors' briefing at least three (3) trading days prior to the scheduled date. In this case, the Bank scheduled its analysts'/investors' briefing on October 5, 2022. However, the relevant disclosure was filed only on October 3, 2022. We note that the Exchange had previously communicated with the Bank regarding the required notice period of three (3) trading days prior to the conduct of an investor's briefing. Nonetheless and despite knowledge that proceeding with an October 5 briefing schedule is a clear violation of the Rules, the Bank retained the briefing date on October 5, 2022.

Contrary to the Bank's statement that "BPI likewise did not receive any further advice to defer the briefing", prior to the posting of the Notice of Briefing on October 4, 2022, the Exchange's representative had spoken to the Bank's Assistant Corporate Secretary, Emeliana Elisa F. Navarro ("Ms. Navarro"), to inform BPI that the decision on the setting of the schedule of the briefing is well-within the Bank's discretion but assuming the October 5, 2022 schedule is retained, BPI runs the risk of violating the disclosure requirements. Ms. Navarro confirmed the schedule, despite knowledge of the potential disclosure violation.

We further note that the Bank submitted a request for leniency on the three (3)-trading day notice requirement due to the urgency of addressing the market relative to BPI's merger with RBC. We stress that, following the submission of this request, BPI should have awaited the Exchange's decision on the same before proceeding with the conduct of the briefing. However, pending receipt of any advice from the Exchange, the Bank submitted its Notice of Briefing and confirmed that it is proceeding as scheduled despite that fact that it did not comply with the notice requirement under the Rules. Consequently, BPI's non-compliance with the notice period was made with full knowledge of the consequences.

It also bears emphasizing that the posting of the Notice of Briefing in the PSE EDGE cannot be deemed as the approval of the Exchange of the Bank's request for leniency on the conduct of the investors' briefing on October 5, 2022. The posting of disclosures in the PSE EDGE is for the purpose of disseminating material information to the investing public but is without prejudice to any regulatory action that the Exchange may take pursuant to its rules and regulations.

After a careful evaluation of the attendant facts and circumstances, the Exchange finds that the Bank committed a violation of the Rules. Since the required disclosure under Section 14 of Article VII of the Rules is an unstructured report, Section 2 of Article VIII (Penalties and Fines) of the Rules applies. Thus, the applicable penalty for the failure to disclose the holding of the investors' briefing at least three (3) trading days prior to the scheduled date is a basic fine of Php50,000.00 and a daily fine of Php1,000.00 for each trading day of non-compliance with the notice period requirement. In this case, the Bank's disclosure of the briefing was filed only two (2) trading days prior to the conduct of the investors' briefing. Thus, the total penalty for BPI's

violation of Section 14 of Article VII of the Rules amounts to Fifty One Thousand Pesos (Php51,000.00).

Below is a breakdown of the penalties for your reference:

Violation	Relevant Date	Submission	Penalty (Php)	From	То	No. of Days Delayed	Daily Fine (Php)	Total Daily Fines (Php)	Total Basic and Daily Fines (Php)
Release to the media of the proposed merger between BPI and RBC without prior or simultaneous disclosure to the Exchange	Sept. 30, 2022	Sept. 30, 2022	50,000.00	-	-1	-	2 -	-	50,000.00
Failure to disclose the holding of the investors' briefing at least three (3) trading days prior to the scheduled date	Oct. 5, 2022	Oct. 3, 2022	50,000.00	Sept. 30, 2022	Sept. 30, 2022	1	1,000.00	1,000.00	51,000.00
TOTAL Php101,000.0						Php101,000.00			

In view of the foregoing, the Bank is hereby directed to pay the amount of **One Hundred One Thousand Pesos (Php101,000.00)** within ten (10) calendar days from receipt of this letter. Any questions with respect to the matters discussed in this letter should be made known to the Exchange within the same period; otherwise, the assessed penalty shall be deemed final.

Further, please note that as provided under Section 2, Article VIII of the Rules, the failure of the Bank to pay the corresponding penalties within one (1) month from the imposition of the penalty will result in the suspension of the trading of the Bank's shares.

The foregoing resolution is rendered solely on facts and circumstances disclosed and relevant to the issue raised herein and shall not, in any way, be construed as setting a precedent. Furthermore, BPI's Compliance Officer is hereby reminded to diligently comply with the reportorial requirements of the Exchange.

The electronic copy of this letter shall be sent via PSE EDGE, with the physical copy to follow.

For your compliance.

Very truly yours,

Marigel M. Baniqued-Garcia Head, Issuer Regulation Division

	The Philippine Stock Exchange, Inc.	OFFICIAL RECEIPT					
PSE	The PSE Tower 5th Avenue cor. 28th Street, Bonifacio Global City, Taguig	***Subject to audit/review and confirmation***					
	City, Philippines 1634 PHL VAT REG. TIN: 002-333-130-000	No. OR00011552					
Name:	BANK OF THE PHILIPPINE ISLANDS	TIN: 000-438-366-000 Date: 10/10/2023					
Address:	AYALA NORTH EXCHANGE TOWER 1, 6796 AYA	LA AVENUE CORNER SALCEDO ST. LEGASPI VILLAGE, MAKATI CITY PHL					
Business Style:	BANK OF THE PHILIPPINE ISLANDS						
Received the su	um of: *** ONE HUNDRED ONE	THOUSAND AND 00/100 ONLY ***					
Representing pa	4.2 AND 14 OF ARTICLE	VII OF THE					
		VAT Sale90,178.57 VAT Exempt Sale					
	MTALICA 10/10/23	VAT Zero-rated Sale VAT 10,821.43					
Cash/Check BPI315955 Date 10/06/2023		Total Sales 101,000.00 Less: Withholding Tax					
11		Total Amount Paid / 101,000.00					

Acknowledgement Certificate No.: AC_125_112020_000019 Date Issued: 11/19/2020 Validity Date: 01/01/2021 Series Range: OR00000001 - OR999999999

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BANK OF THE PHILIPPINE ISLANDS_SEC FORM 17-C_110CTOBER2023

Lean P. Batalla <lpbatalla@bpi.com.ph> on behalf of BPI Corporate Secretary <corporate.secretary@bpi.com.ph> Wed 10/11/2023 6:25 PM To:ICTD Submission <ictdsubmission@sec.gov.ph> Cc:Lean P. Batalla <lpbatalla@bpi.com.ph>;Emeliana Elisa F. Navarro <efnavarro@bpi.com.ph> Bcc:Shiena Angela D. Aquino <sadaquino@bpi.com.ph>

1 attachments (4 MB) BANK OF THE PHILIPPINE ISLANDS_SEC FORM 17-C_110CTOBER2023.pdf;

Good day!

Please see attached SEC Form 17-C, re: **Philippine Stock Exchange Assessment Letter.** Kindly acknowledge receipt of this email once received. Thank you.

Bank of the Philippine Islands (BPI) Lean P. Batalla Tel. No. +632-8-6636521 email add: corporate.secretary@bpi.com.ph lpbatalla@bpi.com.ph

Re: BANK OF THE PHILIPPINE ISLANDS_SEC FORM 17-C_11OCTOBER2023

ICTD Submission < ictdsubmission + canned.response@sec.gov.ph>

Wed 10/11/2023 6:26 PM

To:Lean P. Batalla <lpbatalla@bpi.com.ph>

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Thank you for reaching out to ictdsubmission@sec.gov.ph!

Your submission is subject for Verification and Review of the Quality of the Attached Document only for Secondary Reports. The Official Copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order through the SEC Express at <u>https://secexpress.ph/</u>. For further clarifications, please call (02) 8737-8888.

COMPANIES ------ NOTICE TO

Please be informed of the reports that shall be filed only through ictdsubmission@sec.gov.ph.

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at ictdsubmission@sec.gov.ph such as the following SECONDARY REPORTS:

1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15.BP-FCLC 20.S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <u>https://efast.sec.gov.ph/user/login</u>.

1. FORM MC 18 7. Completion Report

2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009

- 3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
- 4. ACGR 10. Certification of Attendance in Corporate Governance

5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors

(Appointment)

6. MRPT

Please be informed that the submission of the abovementioned eleven

(11) reports through the ictdsubmission@sec.gov.ph shall no longer be

accepted. For further information, please access this link Notice for guidance on the filing of reports:

Likewise, the following reports shall be filed through the Electronic Filing and Submission Tool (eFAST) at <u>https://efast.sec.gov.ph/user/login</u> :

AFS 7. IHFS 13. SSF
GIS 8. LCFS 14. AFS with Affidavit of No Operation
BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
FCFS 10. OPC_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
FCIF 11. PHFS 17. FS - Parent
GFFS 12. SFFS 18. FS – Consolidated

For the submission and processing of compliance in the filing of Memorandum Circular No. 28 Series of 2020, please visit this link – <u>https://apps010.sec.gov.ph/</u>

For your information and guidance.

Thank you.