



February 26, 2019

PHILIPPINE DEALING AND EXCHANGE CORPORATION

37th Floor Tower 1, The Enterprise Center
6766 Ayala Avenue, Makati City

Attention: **Atty. Joseph B. Evangelista**
Head – Issuer Compliance and Disclosure Department

Re: Matters approved by the Board and Stockholders on February 26, 2019 (Including Stockholder Approval of the Merger/Plan of Merger)

Dear Atty. Evangelista:

In compliance with the disclosure requirements of the Philippine Dealing and Exchange Corporation (“PDEX”), please find attached our disclosure on the matters approved by the Board and Stockholders on February 26, 2019, which includes the approval of the merger/Plan of Merger by at least 2/3 of the stockholders.

Thank you.

Sincerely yours,


JOYCE CORINE O. LACSON
Assistant Corporate Secretary

Encl: a/s

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)

Feb 26, 2019

2. SEC Identification Number

17514

3. BIR Tax Identification No.

320-000-599-760

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

894-9000

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

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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	1,935,628,775

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 4-30 - Material Information/Transactions
*References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Matters approved by the Board during its Regular Meeting on February 26, 2019
Matters approved by the stockholders during the Special Stockholders' Meeting on February 26, 2019

Background/Description of the Disclosure

Please be advised of the following items approved by the Board of Directors at its regular meeting held on February 26, 2019.

1. Audited Financial Statements

The Audited Financial Statements of Rizal Commercial Banking Corporation and RCBC—Trust and Investments Group as of year ended December 31, 2018, as audited by Punongbayan & Araullo, for final approval of the stockholders.

2. Declaration of cash dividends on convertible preferred shares amounting to P0.12054 per share or a total of P32,291.30, payable to holders of convertible preferred shares as of January 21, 2019.

3. Appointment of Mr. Laurito E. Serrano as Independent Director of the Bank, Member and Chairman of Audit and Compliance Committee, and Member and Vice Chairman of the Risk Oversight Committee, and approval of his interlocking positions.

Mr. Serrano is a corporate finance advisor with over 25 years of professional expertise. He is a certified public accountant with a Masters in Business Administration from the Harvard Graduate School of Business. He has been sitting as member and chairperson of the risk oversight committees of other publicly-listed companies such as 2GO Group, Atlas Consolidated Mining & Development Corporation, and Pacific Online Systems Corporation.

4. Appointment of Ms. Marita E. Bueno as Data Science and Analytics Group Head, with the rank of First Senior Vice President, effective March 18, 2019.

Ms. Bueno brings with her over 24 years of professional experience, gained from local and multinational banks/financial institutions including: Union Bank of the Philippines, Citibank N.A. (Philippines, Singapore and Hong Kong), and JP Morgan Chase, New York. She has expertise in the fields of data analytics and predictive modeling, risk management, program management, credit management, credit policy development and implementation, and portfolio risk management.

Please be advised of the following item approved by at least 2/3 of the stockholders at the special meeting held on February 26, 2019:

1. Approval of the merger between the Bank and RCBC Savings Bank Inc. (“RSB”) following the terms and conditions set forth in the Plan of Merger between RSB and the Bank; and authorizing/empowering any one of the Bank’s President and Chief Executive Officer, Mr. Gil A. Buenaventura, and/or the Bank’s Senior Executive Vice President for Strategic Initiatives and Asset Management & Remedial Group, Mr. John Thomas G. Deveras to do any and all acts, for and on behalf of the Bank for the purpose of implementing the aforementioned merger.

Other Relevant Information

Please see attached

Filed on behalf by:

Name	Joyce Lacson
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. February 26, 2019
Date of Report (Date of earliest event reported)
2. SEC Identification Number 17514 3. BIR TIN 320-000-599-760
4. RIZAL COMMERCIAL BANKING CORPORATION
Exact name of registrant as specified in its charter
5. Philippines 6. (Sec Use only)
Province, country or other jurisdiction of incorporation Industry Classification Code
7. 6819 Ayala cor. Gil J. Puyat Ave., Makati City 0727
Address of principal office Postal Code
8. 894-9000
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	1,935,628,775 (as of Feb. 26, 2019)

11. Indicate the item numbers reported herein: Item 9

Item 9. Other Events.

Please be advised of the following items approved by the Board of Directors at its regular meeting held on February 26, 2019.

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SIGNATURES

Pursuant to the requirements of 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: February 26, 2019


MA. CHRISTINA P. ALVAREZ
Corporate Information Officer