

COVER SHEET
For Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Form Type

SEC Form 18-A

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SEC Registration Number

R	O	B	I	N	S	O	N	S		R	E	T	A	I	L		H	O	L	D	I	N	G	S	,	I	N	C	.				

(Company's Full Name)

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B	A	G	U	M	B	A	Y	A	N	,		Q	U	E	Z	O	N		C	I	T	Y										

COMPANY INFORMATION

Company Email Address

corpsec@robinsonsbay.com.ph

Company's Telephone Number

8 635 0751 to 64

Mobile Number

09988465086

CONTACT PERSON INFORMATION

The designated person MUST be a Director/ Trustee/Partner/Officer/ Resident Agent of the Corporation

Name of Contact Person

Atty. Rosalinda F. Rivera

Email Address

corpsec@robinsonsbay.com.ph

Telephone Number/s

86350751 -64

Mobile Number

09988465086

Contact Person's Address

110 E. Rodriguez Jr. Ave., Bagumbayan, Quezon City

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by **Corporate Filing and Records Division (CFRD)** _____

Forwarded to:

☐

Corporate and Partnership Registration Division

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Green Lane Unit

☐

Financial Analysis and Audit Division

☐

Licensing Unit

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Compliance Monitoring Division

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 18-A

REPORT BY OWNER OF MORE THAN FIVE PERCENT

GENERAL INSTRUCTIONS

(a) Use of SEC Form 18-A

This SEC Form 18-A must be filed by any person who, after acquiring directly or indirectly the beneficial ownership of any equity security of a class which is specified in paragraph (1) of SRC Rule 18.1, is directly or indirectly the beneficial owner of more than five (5%) percent of such class.

(b) Preparation of Report

(1) This is not a blank form to be filled in. It is a guide to be used in preparing the report in accordance with SRC Rule 72.1. The Commission does not furnish blank copies of this Form to be filled in for filing.

(2) These general instructions are not to be filed with the report. The instructions to the various captions of the form are also to be omitted from the report as filed. The report shall contain the numbers and captions of all applicable items, but the text of such items may be omitted, provided the answers thereto are prepared in the manner specified in SRC Rule 72.1. All items that are not required to be answered in a particular report may be omitted and no reference thereto need be made in the report. All instructions shall be omitted.

(c) Incorporation by Reference

Information contained in exhibits to the statement may be incorporated by reference in conformance with the provisions of SRC Rule 12-2 in answer or partial answer to any item unless it would render such answer misleading, incomplete, unclear or confusing. Material incorporated by reference shall be clearly identified in the reference by page, paragraph, caption or otherwise. An express statement that the specified matter is incorporated by reference shall be made at the particular place in the form where the information is required. A copy of any information or a copy of the pertinent pages of a document containing such information which is incorporated by reference shall be submitted with this Form as an exhibit.

(d) Filing by Corporations, Partnerships, Syndicates, or other Groups

(1) If the Form is filed by a partnership, syndicate, or other group, the information called for by Items 2-5, inclusive, shall be given with respect to (A) each partner of such partnership; (B) each member of such syndicate or group; and (C) each person controlling such partner or member.

(2) If the form is filed by a corporation or if a person referred to in (A), (B), or (C) of subparagraph (d) (1) is a corporation, the information shall be given with respect to (A) each executive officer and director of such corporation; (B) each person controlling such corporation; and (C) each executive officer and director of any corporation or other person ultimately in control of such corporation.

(e) Signature and Filing of Report

(1) Five (5) complete copies of the report, including any exhibit or other papers or documents filed as a part thereof, shall be filed with the Commission. At least one complete copy of the report shall simultaneously be filed with a Stock Exchange if any class of the registrant's securities are listed therein.

(2) At least one complete copy of the report filed with the Commission and one such copy filed with an Exchange shall be manually signed. Copies not manually signed shall bear typed or printed signatures. See also SRC Rule 72.1(2) and (3) concerning copies, binding, signatures, paper, printing, language and pagination.

(f) Filing an Amendment

If this report amends a previously filed SEC Form 18-A, so indicate on the cover page and note the items to be amended. Only those items where there is a material change in the facts as required under paragraph (6) of SRC Rule 18.1 are required to be included in the amendment.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 18-A

REPORT BY OWNER OF MORE THAN FIVE PERCENT

Check the appropriate box:

☒ Initial Filing

☐ Amendment

Item/s amended by the Filing

1. Exact Name of Registrant as Specified in its Charter **BANK OF THE PHILIPPINE ISLANDS**

a. **22/F-28/F Ayala Triangle Gardens Tower 2, Paseo De Roxas cor. Makati Ave., Bel-Air, Makati**
City **1226**
Address of Principal Offices Postal Code

b. SEC Identification Number **PW-121**

c. (SEC Use Only)

Industry Classification Code

d. BIR Tax Identification Number **000-438-366-000**

2. **ROBINSONS RETAIL HOLDINGS, INC.**

Name of Reporting Person

a. **110 E. Rodriguez Jr. Avenue Bagumbayan, Quezon City, Metro Manila,** **1100**
Address of Reporting Person Postal Code

b. (632) 8635-0751 to 64
Telephone Number of Reporting Person

c. **Philippines**
Citizenship or Place of Organization of Reporting Person

Name, Address and Telephone Number of person authorized to receive notices and communications if reporting person is a partnership, corporation or other legal entity

Name : **Rosalinda F. Rivera, Corporate Secretary**
Address : **110 E. Rodriguez Jr. Avenue Bagumbayan, Quezon City, Metro Manila**
Telephone Number: **0998 846 5086**

Item 1. Security and Issuer

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities. **Common shares issued by Bank of the Philippine Islands (BPI) with address at 22/F-28/F Ayala Triangle Gardens Tower 2, Paseo De Roxas cor. Makati Ave., Bel-Air, Makati City .**

Item 2. Identity and Background

If the person filing this Form or any person enumerated in subparagraph (d)(1) of the General Instructions to this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement or any person enumerated in (d)(1) of the General Instructions is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- (a) Name; **ROBINSONS RETAIL HOLDINGS, INC. (RRHI)**
- (b) Residence or business address; **110 E. Rodriguez Jr. Avenue Bagumbayan, Quezon City, Metro Manila**
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted; **HOLDING COMPANY**
- (d) Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case; **NO**
- (e) Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and **NO**
- (f) Citizenship. **FILIPINO**

Item 3. Purpose of Transaction

State the purpose or purposes of the acquisition of securities of the issuer.

- (a) **Direct acquisition of BPI shares - On January 5, 2023, RRHI disclosed that its Board of Directors approved the purchase of the 4.4% effective equity interest of Arran Investment Pte. Ltd. in BPI This corresponds to a total of 198,265,257 BPI shares consisting of (i) 148,698,943 BPI shares acquired by means of a block sale through the facilities of the PSE and (ii) 49,566,314 BPI shares representing the underlying BPI shares of redeemable preferred shares of Liontide Holdings, Inc. RRHI will be able to tap into the extensive consumer customer base of BPI to cross-sell products and services while in turn giving RRHI suppliers and service providers the capability to tap into BPI's vast financial products to help fund their working capital**

requirements as they expand their business, which should translate to better service levels. RRHI will likewise receive a steady stream of dividends from BPI.

- (b) BPI shares acquired pursuant to the merger of BPI and Robinsons Bank Corporation – On September 30, 2022, RRHI disclosed the approval to enter into an agreement among BPI, RRHI and JG Summit Capital Services Corporation (“JG Capital” and, together with RRHI, the “Robinsons Bank Shareholders”) for the merger of BPI and Robinsons Bank Corporation, with BPI emerging as the surviving entity (the “Merger”). Upon the effectivity of the Merger after receipt of all necessary corporate and regulatory approvals, the Robinsons Bank Shareholders collectively held approximately 6% of the resulting outstanding capital stock of BPI.

On October 20, 2023, a Supplement to the Plan of Merger was executed by BPI and Robinsons Bank Corporation providing the number of shares to be issued in favor of the Robinsons Bank Shareholders pursuant to the Merger. BPI issued a total of 314,003,992 common shares in relation to the Merger (“Merger Shares”). RRHI received a total of 125,599,249 Merger Shares.

Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer; **None**
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries; **None**
- (c) A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries; **None**
- (d) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; **None**
- (e) Any material change in the present capitalization or dividend policy of the issuer; **None**
- (f) Any other material change in the issuer's business or corporate structure; **None**
- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person; **None**
- (h) Causing a class of securities of the issuer to be delisted from a securities exchange; **None**
- (i) Any action similar to any of those enumerated above. **None**

Item 4. Interest in Securities of the Issuer

- (a) State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.

Transaction	No. of BPI Shares	% to Total Outstanding
(a) Direct acquisition by block sale through the PSE facilities	148,698,943	2.8%
(b) Property Dividend on (a)	13,329,307	0.3%
(c) BPI shares corresponding to Liontide redeemable preferred shares	49,566,314	0.9%
(d) Property Dividend on (c)	4,443,102	0.1%
(e) Shares issued as a result of the merger of BPI and Robinsons Bank	125,599,249	2.4%
TOTAL	341,636,915	6.5%

- (b) For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared. **RRHI has the sole power to vote for its directly owned BPI shares under (a), (b), and (e) and has economic rights for the shares under (c) and (d). RRHI will have the power to vote for the underlying BPI shares under (c) and (d) upon the redemption of the preferred shares.**
- (c) Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected. **None**
- (d) If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified. **None**
- (e) If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced. **Not applicable**

Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer


Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included. **None**

Item 6. Material to be Filed as Exhibits

None

SIGNATURE


After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in Quezon City on January 8, 2024.

By: 
Rosalinda F. Rivera
Corporate Secretary

The original report shall be signed by each person on whose behalf the report is filed or his authorized representative. If the report is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the report. The name and title of each person who signs the report shall be typed or printed beneath his signature.

SUBSCRIBED AND SWORN to before me this 08 JAN 2024 at Quezon City, affiant exhibiting to me her SSS ID with No.

Doc. No. 407
Page No. 83;
Book No. 1;
Series of 2024.


ATTY. MARIPOSA B. AGUILAR
Notary Public for Quezon City
Until December 31, 2025
IBP No. 390487 - Jan. 3, 2024
MCLE Compliance No. VII-0001663
Appointment No. NP-059 (2024-2025)
PTR No. 5555049 Jan. 2, 2024
Quezon City Roll No. 73209
28 Baker St., Fairmond Subd., Brgy.
North Fairview, Quezon City