

# 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)  
Jan 27, 2023
2. SEC Identification Number  
A200201756
3. BIR Tax Identification No.  
216-203-212-000
4. Exact name of issuer as specified in its charter  
Robinsons Retail Holdings, Inc.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
43rd Floor, Robinsons Equitable Tower, ADB Avenue cor. Poveda Street, Ortigas  
Center, Pasig City  
Postal Code  
1600
8. Issuer's telephone number, including area code  
8635-0751
9. Former name or former address, if changed since last report  
N/A
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	1,478,426,200
11. Indicate the item numbers reported herein  
9

*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.*



# Robinsons Retail Holdings, Inc.

## RRHI

**PSE Disclosure Form 16-1- Update on Corporate Actions/  
Material Transactions/Agreements**  
*References: SRC Rule 17 (SEC Form 17-C) and  
Section 16 of the Revised Disclosure Rules*

### Subject of the Disclosure

Update on the Merger of BPI and Robinsons Bank which was approved by the Board of Directors of Robinsons Retail Holdings, Inc. on September 30, 2022

### Background/Description of the Disclosure

This refers to the disclosure filed by Robinsons Retail Holdings, Inc. (RRHI) last September 30, 2022 on the approval to enter into an agreement among the Bank of the Philippine Islands ("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"), subject to shareholders and regulatory approvals.

It was stated that, upon the effectivity of the Merger after receipt of all necessary corporate and regulatory approvals, the Robinsons Bank Shareholders will collectively hold approximately 6% of the resulting outstanding capital stock of BPI.

In a disclosure filed by BPI with the PSE it was indicated that, on December 14, 2022, the Board of Directors of BPI approved the issuance to the Robinsons Bank Shareholders of common shares pursuant to the Merger which shall, in no case, be more than 318,912,309 common shares.

As of December 15, 2022, the exact number of BPI common shares to be issued to RRHI has not yet been firmed up and will be subject to final determination on or before Closing Date.

On January 26, 2023, a Supplement to the Agreement for the Merger of Bank of the Philippine Islands and Robinsons Bank Corporation was executed by and among BPI, RRHI, JG Capital and Robinsons Bank Corporation. The Articles of Merger and the Plan of Merger were likewise executed on the same date by BPI and Robinsons Bank Corporation. The parties shall proceed with obtaining approval from the Philippine Competition Commission and filing the documents for the Merger with the Bangko Sentral ng Pilipinas and the Securities and Exchange Commission.

### Other Relevant Information

Further disclosures shall be made upon final determination of the number of BPI common shares to be issued to RRHI arising from the Merger.

This disclosure was updated in order to indicate the execution of a Supplement to the Agreement for the Merger of Bank of the Philippine Islands and Robinsons Bank Corporation, Articles of Merger and Plan of Merger.

Please find attached SEC Form 17-C dated December 15, 2022 and SEC Form 17-C dated January 27, 2023 on the matters stated herein.

### Filed on behalf by:

Name

Rosalinda Rivera

<b>Designation</b>	Corporate Secretary
--------------------	---------------------