



100 YEARS OF ADVANCING BUSINESS AND COMMUNITIES

April 28, 2020

SECURITIES AND EXCHANGE COMMISSION

Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307

ATTENTION : **DIR. VICENTE GRACIANO P. FELIZMENIO, JR.**
Markets and Securities Regulation Department

via PSE EDGE

PHILIPPINE STOCK EXCHANGE, INC.
PSE Tower, 28th Street, cor. 5th Avenue,
Bonifacio Global City, Taguig City

ATTENTION : **MS. JANET A. ENCARNACION**
Head, Disclosure Department

via electronic mail

PHILIPPINE DEALING & EXCHANGE CORP.
Market Regulatory Services Group
29th Floor BDO Equitable Tower
8751 Paseo de Roxas, Makati City

ATTENTION : **ATTY. MARIE ROSE M. MAGALLEN-LIRIO**
Head - Issuer Compliance and Disclosures Department

Gentlemen:

Please see attached the SEC Form 17-C (Current Report) of Aboitiz Equity Ventures Inc. filed in compliance with the Securities Regulation Code, its 2015 Implementing Rules and Regulations, the Revised Disclosure Rules of the Philippine Stock Exchange (PSE), and the Issuer Disclosure Operating Guidelines of the Philippine Dealing Exchange Corp. (PDEX).

Kindly acknowledge receipt hereof.

Thank you.

Very truly yours,

ABOITIZ EQUITY VENTURES INC.

By:

A handwritten signature in blue ink, appearing to read "Mailene".

MAILENE M. DE LA TORRE
Assistant Corporate Secretary

COVER SHEET

C E O 2 5 3 6

S.E.C. Registration Number

A B O I T I Z E Q U I T Y V E N T U R E S I N C .

(Company's Full Name)

3 2 N D S T R E E T , B O N I F A C I O G L O B A L

C I T Y , T A G U I G C I T Y , M E T R O M A N I L A

P H I L I P P I N E S

(Business Address: No. Street City / Town / Province)

MANUEL ALBERTO R. COLAYCO

Contact Person

(02) 8 886-2338

Company Telephone Number

1 2 3 1

Month Day

Fiscal Year

1 7 - C

FORM TYPE

4th Monday of April

0 4 2 7

Month Day

Annual Meeting

N/A

Secondary License Type, if Applicable

SEC

Dept. Requiring this Doc

N/A

Amended Articles Number/Section

Total No. of Stockholders

x

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier


STAMPS

Remarks = Pls. use black ink for scanning purposes

SECURITIES & EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE (SRC)
AND SRC RULE 17.2(c) THEREUNDER

1. **April 28, 2020**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CEO2536** 3. BIR TIN **003-828-269-V**
4. **ABOITIZ EQUITY VENTURES INC.**
Exact name of registrant as specified in its charter
5. **Philippines** 6. 
Province, country or other jurisdiction of incorporation Industry Classification Code
7. **32nd Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines** **1634**
Address of principal office Postal Code
8. **(02) 8 886-2800**
Registrant'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 4 and 8 of the RSA
- | Title of Each Class | Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding |
|---|--|
| Common Stock ₱1 Par Value | 5,630,225,457 |
| Amount of Debt Outstanding (December 31, 2019) | ₱310,590,437,000.00 |
11. Indicate the item numbers reported herein: 9
- Item 9: Other Matters**
- Please see attached.

SIGNATURE (S)

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ABOITIZ EQUITY VENTURES INC.

By:



Mailene M. de la Torre
Assistant Corporate Secretary

Date: April 28, 2020

PSE Disclosure Form 4-3 Amendments to Articles of Incorporation

References: SRC Rule 17 (SEC Form 17-C) and Sections 4.4 of the Revised Disclosure Rules

**DISCLOSURE
Amendment to Articles of Incorporation**

Subject of the Disclosure	Amendment to Article II, IV, and VII of the Aboitiz Equity Ventures Inc. (AEV) Articles of Incorporation	
Background/Description of the Disclosure	Proposed amendment to the Articles of Incorporation to: 1. Include in the Primary Purpose the power to act as guarantor or surety for the loans and obligations of its Affiliates and Associates 2. Amend the corporate term to perpetual existence 3. Amend the features of the preferred shares	
Date of Approval by Board of Directors	March 6, 2020	
Date of Approval by Stockholders	<u>April 27, 2020</u>	
Other Relevant Regulatory Agency, if applicable	N/A	
Date of Approval by Securities and Exchange Commission	TBA	
Date of Receipt of SEC approval	TBA	
Amendment(s)		
Article and Section Nos.	From	To
Article II	<p>“SECOND: That the purposes for which the said corporation is formed are:</p> <p align="center">PRIMARY PURPOSE</p> <p>To invest in, hold, own, purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell, exchange, or otherwise dispose of real and personal properties of every kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, form, or entity, domestic or foreign, where necessary or appropriate, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned, without acting as, or engaging in, the business of an investment company, or dealer or broker in securities, and to act as managers or managing agents of persons, firms, associations, corporations, partnerships, and other entities; to provide management, investment and</p>	<p>“SECOND: That the purposes for which the said corporation is formed are:</p> <p align="center">PRIMARY PURPOSE</p> <p>To invest in, hold, own, purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell, exchange, or otherwise dispose of real and personal properties of every kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, form, or entity, domestic or foreign, where necessary or appropriate, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned, without acting as, or engaging in, the business of an investment company, or dealer or broker in securities, and other entities; to provide management, investment and technical advise for commercial, industrial and other kinds of enterprises; and to undertake, carry on, assist or participate in the promotion, organization, management, liquidation, or</p>

	<p>technical advise for commercial, industrial and other kinds of enterprises; and to undertake, carry on, assist or participate in the promotion, organization, management, liquidation, or reorganization of corporations, partnerships and other entities</p>	<p>reorganization of corporations, partnerships and other entities, <u>and to perform all acts necessary and incidental to the furtherance of the foregoing primary purpose, including, but without limitation, to guarantee and act as surety to its affiliated companies, subsidiaries, and associates, and to allow the creation of lien upon all or any part of the properties and assets owned by the corporation, in order to meet the necessary financial requirements of its businesses, as may be authorized by its Board of Directors.</u></p>
<p>Article IV</p>	<p>FOURTH. That the term for which said corporation is to exist is Fifty (50) years from and after the date of incorporation.</p>	<p>“FOURTH. That the term for which said corporation is to exist is perpetual from and after the date of incorporation, <u>as provided in Section 11 of the Revised Corporation Code of the Philippines.</u></p>
<p>Article VII</p>	<p>SEVENTH. That the authorized capital stock of said corporation is TEN BILLION (P10,000,000,000.00) PESOS, and said capital stock is divided into:</p> <ol style="list-style-type: none"> 1. Nine Billion Six Hundred Million (9,600,000,000) COMMON SHARES with a par value of One Peso (P1.00) per share; 2. Four Hundred Million (400,000,000) PREFERRED SHARES with a par value of One Peso (P1.00) per share. (As amended by the stockholders on November 27, 1993, February 22, 1994, June 25, 1994, May 13, 1996 and further amended on July 21, 1999 by the written assent of the stockholders in accordance with Section 16 of the Corporation Code.) <p>PREFERRED shares shall be non-voting, non-participating, non-convertible, redeemable, cumulative, reissuable and may be issued from time to time by the Board in one or more series. The designations, relative rights, preferences, privileges and limitations of the PREFERRED</p>	<p>“SEVENTH. That the authorized capital stock of said corporation is TEN BILLION (P10,000,000,000.00) PESOS, and said capital stock is divided into:</p> <ol style="list-style-type: none"> 1. Nine Billion Six Hundred Million (9,600,000,000) COMMON SHARES with a par value of One Peso (P1.00) per share; 2. Four Hundred Million (400,000,000) PREFERRED SHARES with a par value of One Peso (P1.00) per share. (As amended by the stockholders on November 27, 1993, February 22, 1994, June 25, 1994, May 13, 1996 and further amended on July 21, 1999 by the written assent of the stockholders in accordance with Section 16 of the Corporation Code.) <p>PREFERRED shares shall be <u>non-voting, non-convertible, and shall have preference over common shares in case of liquidation or dissolution of the corporation. The Board of Directors or the Executive Committee is expressly authorized to issue preferred shares</u> in one or more series, <u>establish and designate each particular series of preferred shares, fix the number of shares to</u></p>

shares and/or particularly the shares of each series thereof, may be similar to or may differ from those of any other series. The Board of Directors is hereby expressly authorized to issue from time to time PREFERRED shares in one or more series and to fix before issuance thereof, the number of shares in each series and all designations, relative rights, preferences and limitations of the shares in each series subject to the provisions of this Article. The holders of the Preferred Shares are entitled to receive dividends payable out of the unrestricted retained earnings of the Corporation at a rate based on the offer price that is either fixed or floating from date of issuance to final redemption. In either case, the rate of dividend, whether fixed or floating, shall be referenced, or be a discount or premium to a market-determined benchmark as the Board of Directors may determine at the time of issuance with due notice to the Securities & Exchange Commission (SEC).

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the PREFERRED shares shall be entitled to be paid in full the offer price of their shares before any payment in liquidation is made upon the holders of the COMMON shares.

No holder of shares of the capital stock of any class of the corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the corporation whether now or hereafter authorized, other than such, if any, as the Board of Directors, in its discretion, may from time to time determine and at such price as the Board of Directors may from time to time set.

be included in the series, and to determine the dividend rate, issue price, designations, relative rights, preferences, privileges and limitations of the preferred shares and/or series of shares. Preferred shares may or may not be cumulative, participating, or redeemable, as may be determined by the Board of Directors or the Executive Committee.

Upon redemption, preferred shares (whether unissued, issued and outstanding, including all existing treasury shares) shall not be considered retired, but may be reissued under such terms and conditions as may be determined by the Board of Directors or the Executive Committee.

No holder of shares of the capital stock of any class of the corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the corporation whether now or hereafter authorized, other than such, if any, as the Board of Directors, in its discretion, may from time to time determine and at such price as the Board of Directors may from time to time set.”

Rationale for the amendment(s)	The proposed amendments are intended to (i) expressly state the perpetual term of the Company in its Articles of Incorporation, as now allowed by the Revised Corporation Code, and (ii) effectively give the Company better flexibility and leverage in the ordinary conduct of its business and transactions, which includes fund raising activities.
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	None. The preferred shares are not issued and outstanding.
Other Relevant Information	Amended to reflect the stockholders' approval during the Company's 2020 Annual Stockholders' Meeting.