

COVER SHEET

C S 2 0 0 6 0 4 4 9 4

S.E.C. Registration Number

M E T R O P A C I F I C I N V E S T M E N T S
C O R P O R A T I O N

(Company's Full Name)

9 F T O W E R 1 R O C K W E L L B U S I N E S S
C E N T E R O R T I G A S A V E P A S I G C I T Y

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

RICARDO M. PILARES III

Contact Person

8888-0888

Company Telephone Number

1 2 3 1

Month Day
Fiscal Year

17C

FORM TYPE

0 5 2 7

Month Year
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS



METRO PACIFIC INVESTMENTS CORPORATION

01 July 2022

PHILIPPINE STOCK EXCHANGE

PSE TOWER
28th Street corner 5th Avenue
BGC, Taguig City

SECURITIES & EXCHANGE COMMISSION

G/F Secretariat Building
PICC Complex, Roxas Boulevard
Manila, 1307

Attention: **MS. ALEXANDRA D. TOM-WONG**
Offier-in-Charge, Disclosure Department

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

RE: SEC FORM 17-C
METRO PACIFIC INVESTMENTS CORPORATION ("MPIC")

Metro Pacific Investments Corporation submits the attached SEC Form 17-C to disclose the execution of an agreement to acquire a 40% equity interest in PT Jasamarga Jalanlayang Cikampekby PT Margautama Nusantara, a subsidiary of Metro Pacific Tollways Corporation.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Pilares III", written over a vertical line.

RICARDO M. PILARES III
Vice President for Legal/Compliance Officer

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. **01 July 2022**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CS200604494**
3. BIR Tax Identification No. **244-520-457-000**
4. **METRO PACIFIC INVESTMENTS CORPORATION**
Exact name of issuer as specified in its charter
5. **METRO MANILA, PHILIPPINES**
Province, country or other jurisdiction
of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **9TH FLOOR, TOWER 1, ROCKWELL BUSINESS CENTER, ORTIGAS AVENUE, PASIG
CITY, METRO MANILA, PHILIPPINES**
.....
Address of principal office
Postal Code 1604
8. **(632) 8888-0888**
Issuer's telephone number, including area code
9. **NA**
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 Outstanding	of Common and Amount of Debt Outstanding	Stock
COMMON SHARES OF STOCK	29,339,706,752*		

**as reported by the stock transfer agent as of 01 July 2022.*

11. Indicate the item numbers reported herein: **Item 9.**

Item 9. Other Items

On June 30, 2022, PT Margautama Nusantara (“MUN”), an indirect subsidiary of MPTC in which it holds an aggregate equity interest of 89.66%, entered into a Conditional Share and Purchase Agreement (the “Agreement”) with Perusahaan Perseroan (Persero) PT Jasa Marga (Indonesia Highway Corporatama), Tbk. (“JasaMarga”) to acquire 40% of the outstanding shares of Jasa Marga Jalanlayang Cikampek (“JJC”). MPTC is a subsidiary of Metro Pacific Investments Corporation.

JJC is the concession holder of Jakarta-Cikampek Elevated (“Japex”) toll road, which is a 38km fully elevated toll road forming part of the trans-java network, which serves as an entry/exit gate from Jakarta (capital city) to West, Central, and East Java. Japex has been in operation since December 12, 2019.

Following the completion of the transaction, MPIC will hold a 40% indirect interest in JJC which will be equity accounted as an associated company of the MPIC Group.

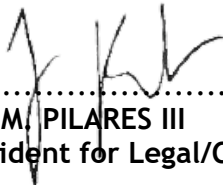
The PSE Disclosure Forms 4-2 (Acquisition or Disposition of Shares of Another Corporation) is attached herewith as Annex “A”.

SIGNATURES

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

METRO PACIFIC INVESTMENTS CORPORATION
MPIC or Issuer

01 July 2022
Date



.....
RICARDO M. PILARES III
Vice President for Legal/Compliance Officer

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)

Jul 1, 2022

2. SEC Identification Number

CS200604494

3. BIR Tax Identification No.

244-520-457-000

4. Exact name of issuer as specified in its charter

Metro Pacific Investments Corporation

5. Province, country or other jurisdiction of incorporation

Metro Manila, Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

9th Floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Pasig City

Postal Code

1604

8. Issuer's telephone number, including area code

(632) 8888-0888

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 Shares of Stock	29,339,706,752

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.



Metro Pacific Investments Corporation

MPI

PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Execution of an agreement to acquire a 40% equity interest in PT Jasamarga Jalanlayang Cikampek ("JJC") by PT Margautama Nusantara, a subsidiary of Metro Pacific Tollways Corporation ("MPTC")

Background/Description of the Disclosure

On June 30, 2022, PT Margautama Nusantara ("MUN"), an indirect subsidiary of MPTC in which it holds an aggregate equity interest of 89.66%, entered into a Conditional Share and Purchase Agreement (the "Agreement") with Perusahaan Perseroan (Persero) PT Jasa Marga (Indonesia Highway Corporatama), Tbk. ("JasaMarga") to acquire 40% of the outstanding shares of Jasa Marga Jalanlayang Cikampek ("JJC"). MPTC is a subsidiary of Metro Pacific Investments Corporation.

JJC is the concession holder of Jakarta-Cikampek Elevated ("Japex") toll road, which is a 38km fully elevated toll road forming part of the trans-java network, which serves as an entry/exit gate from Jakarta (capital city) to West, Central, and East Java. Japex has been in operation since December 12, 2019.

Following the completion of the transaction, MPIC will hold a 40% indirect interest in JJC which will be equity accounted as an associated company of the MPIC Group.

Date of Approval by Board of Directors	Jun 30, 2022
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Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The transaction is being carried out pursuant to MPTC's plan to expand its toll road investment portfolio in Indonesia.

Details of the acquisition or disposition

Date	Jun 30, 2022
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Manner

MUN entered into the Agreement to acquire a total of 2,265,778 shares, representing approximately 40% of the outstanding shares of JJC, for a total consideration of up to IDR 4,389,000,000,000 (or Php 16,239,300,000). The acquisition will be implemented through secondary shares acquired from JasaMarga.

Description of the company to be acquired or sold

JJC is the concession holder of Japex toll road, which is a 38km fully elevated toll road forming part of the trans-java network, which serves as an entry/exit gate from Jakarta (capital city) to West, Central, and East Java. Japex has been in operation since December 12, 2019.

The terms and conditions of the transaction

Number of shares to be acquired or disposed	2,265,778
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Percentage to the total outstanding shares of the company subject of the transaction	40
Price per share	Approx. IDR 1,778,638.51 (Php 6,580.96) per share

Nature and amount of consideration given or received

The base consideration of the transaction is IDR 4,030,000,000,000 (Php 14,911,000,000), which shall be settled in several tranches.

An additional consideration (earn-out) of IDR 359,000,000,000 (Php 1,328,300,000) shall be paid subject to pre-agreed target level of tariff adjustment, with a long-stop date of December 31, 2024. Assuming that the earn-out becomes payable, the price per share shall be adjusted to IDR 1,937,082.98 (Php 7,167.21) per share.

Principle followed in determining the amount of consideration

The valuation was agreed by the parties taking into account the value of the assets and business of JJC.

Terms of payment

The total consideration of IDR 4,389,000,000,000 (Php 16,239,300,000) shall be settled as follows:

- (i) IDR 15,000,000,000 (Php 55,500,000) upon signing on June 30, 2022, which shall be non-refundable in case closing does not occur;
- (ii) IDR 791,000,000,000 (Php 2,926,700,000) upon closing on or about July 31, 2022;
- (iii) IDR 3,224,000,000,000 (Php 11,928,800,000) upon on or before December 20, 2022 and
- (iv) IDR 359,000,000,000 (Php 1,328,300,000) upon reaching a pre-agreed target level of tariff adjustment with a long-stop date of December 31, 2024.

Conditions precedent to closing of the transaction, if any

The closing of the transaction is subject to the satisfaction of customary closing conditions, including the completion of the technical due diligence to the satisfaction of MUN.

Any other salient terms

Between the signing and the closing of the Agreement, the Seller shall cause JJC to comply with certain undertakings and negative covenants which are customary to transactions of this nature.

In addition, from the closing until the full payment of the purchase price, MUN shall assign its voting rights in favor of JasaMarga, subject to certain exceptions to be agreed upon by the parties prior to closing.

Identity of the person(s) from whom the shares were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Perusahaan Perseroan (Persero) PT Jasa Marga (Indonesia Highway Corporatama), Tbk.	None

Effect(s) on the business, financial condition and operations of the Issuer, if any

The transaction is being carried out pursuant to MPTC's plan to expand its toll road investment portfolio in Indonesia. The transaction presents a growth opportunity for MPTC's business in Indonesia.

Other Relevant Information

The amounts indicated in Philippine Pesos were based on an exchange rate of IDR 1.00 = PHP 0.0037

From: [ICTD Submission](#)
To: [MPIC Compliance](#)
Subject: Re: Metro Pacific Investments Corporation_17C_01 July 2022
Date: Friday, July 1, 2022 8:48:54 AM

*****This is an External Email. Please be cautious in opening links even if it's from a trusted contact.*****

Your report/document has been SUCCESSFULLY ACCEPTED by ICTD.
(Subject to Verification and Review of the Quality of the Attached Document)
Official copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 15 days from receipt through the SEC Express System at the SEC website at www.sec.gov.ph

NOTICE

Please be informed that pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (PDF) **Secondary Reports** such as: 17-A, 17-C, 17-L, 17-Q, ICASR, 23-A, 23-B, I-ACGR, Monthly Reports, Quarterly Reports, Letters, through email at

ictdsubmission@sec.gov.ph

Note: All submissions through this email are no longer required to submit the hard copy thru mail, eFAST/OST or over- the- counter.

For those applications that require payment of filing fees, these still need to be filed and sent via email with the SEC RESPECTIVE OPERATING DEPARTMENT.

Further, note that other reports shall be filed thru the **ONLINE SUBMISSION TOOL (OST)** such as: AFS, GIS, GFFS, LCFS, LCIF, FCFS, FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC_AO, AFS WITH NSPO FORM 1,2,3 AND 4,5,6, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS)

FOR MC28, please email to:

<https://apps010.sec.gov.ph>

For your information and guidance.

Thank you and keep safe.