

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
 1 6 0 4

(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 6 0 6

Month Day
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

October 19, 2023

SECURITIES & EXCHANGE COMMISSION

7907 Makati Avenue, Salcedo Village
Barangay Bel-Air
Makati City, 1209

Attention: **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 ("MPIC") submits the attached SEC Form 17-C disclosing the results of the Special Board Meeting of MPIC held on October 17, 2023.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Pilares III", written over the printed name.

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

Item 4. Election of Registrant's Directors or Officers

A. Resignation and Election of Directors

During the Special Meeting of the Board of Directors of Metro Pacific Investments Corporation ("MPIC") held on October 17, 2023, the following directors tendered their resignation as directors of MPIC:

1. Artemio V. Panganiban;
2. Oscar J. Hilado;
3. Pedro O. Roxas;
4. Fr. Roberto C. Yap, S.J.;
5. Christopher H. Young; and
6. Ricardo M. Pilares III

After acceptance of the resignation of the above-mentioned members of the Board of Directors, the following individuals were elected by the remaining Directors of MPIC (which still constitute a quorum) to serve for the unexpired term of the resigned directors:

1. Jose Arnulfo A. Veloso;
2. Rodolfo G. del Rosario, Jr.
3. Yoshitoshi Iwami
4. Takehiko Ainoya
5. Ramon S. Ang
6. Stanley H. Yang

B. Appointment of Advisors

During the same meeting, the Board of Directors resolved to create a Council of Board Advisors which will provide MPIC's Board and Senior Management independent advise on the business of MPIC. The following were appointed as members of the Council of Board Advisors of MPIC:

1. Artemio V. Panganiban
2. Oscar J. Hilado
3. Pedro O. Roxas
4. Roberto C. Yap, S.J.
5. Christopher H. Young

C. Amendment of the Seventh Article of MPIC's Articles of Incorporation

Following the voluntary delisting of MPIC, and in view of completing the privatization (converting MPIC from a public company to a non-public and non-reporting company), the Board of Directors approved the reverse stock split or increase in par value for the shares in MPIC ("Reverse Stock Split") and the corresponding amendment to the Seventh Article of MPIC's Articles of Incorporation, as follows:

1. Increasing the par value of MPIC's Common Shares from One Peso (Php 1.00) per Common Share to Five Hundred Pesos (Php 500.00) per Common Share, thereby resulting in the reduction in the number of the authorized common shares from thirty eight billion five hundred million (38,500,000,000) to seventy seven million (77,000,000);

2. Increasing the par value of MPIC's Class "A" Preferred Shares from One Centavo (Php 0.01) per Class "A" Preferred Share to Five Pesos (Php 5.00) per Class "A" Preferred Share, thereby resulting in the reduction of the number of the authorized Class "A" Preferred Shares from Twenty Billion (20,000,000,000) to Forty Million (40,000,000); and
3. Increasing the par value of MPIC's Class "B" Preferred Shares from One Peso (Php 1.00) per Class "B" Preferred Share to Five Hundred Pesos (Php 500.00) per Class "B" Preferred Share, thereby resulting in the reduction in the number of the authorized Class "B" Preferred Shares from one billion three hundred fifty million (1,350,000,000) to two million seven hundred thousand (2,700,000).

The Board has likewise approved the following treatment of resulting fractional shares from the Reverse Stock Split, as follows:

1. All resulting fractional shares of MPIC shall be dropped and cancelled, and will be considered treasury shares. Affected shareholders (or those entitled to such fractional shares) shall be entitled to either be paid for their fractional shares in cash or be given an option to make additional subscription payment, in accordance with the paragraphs below.
2. Affected shareholders who will still own more than one (1) share in MPIC AND with resulting fractional shares (i.e., 2.33 shares) shall be paid by MPIC only for their fractional shares (i.e., .33 share) in cash, in an amount equivalent to Php5.20 (the "**Payout Price**") multiplied by the number of fractional shares in MPIC standing in their name as of the date immediately preceding the date of approval by the SEC of the Reverse Stock Split (the "**Cut-Off Date**"). After such payment, such affected shareholders shall continue to own whole number of shares in MPIC (i.e., 2 shares).
3. Affected shareholders whose shareholdings are reduced to less than one (1) share (the "**Fractional Shareholders**") shall be entitled to one of the following options, each to be exercised under such terms and procedures as MPIC may prescribe: (a) the Payout Option; or (b) the Differential Payment Option.

Payout Option

Fractional Shareholders shall be given the option (the "**Payout Option**") to be paid for their fractional shares in cash, equivalent to the Payout Price (as computed above), as of the Cut-off Date. Thereafter, such Fractional Shareholder shall cease to be a shareholder in MPIC.

Differential Payment Option

In addition and without prejudice to the Payout Option, Fractional Shareholders shall be given the option to remain as shareholders of MPIC by paying the Corporation in cash the difference between the resulting par value of their fractional shares and the new par value of such shares (the "**Differential Payment Option**"). The Differential Payment Option shall be exercisable within 30 days from the date of approval by the SEC of the Reverse Stock Split (the "**Effectivity Date**"). Fractional Shareholders who will exercise the Differential Payment Option shall continue to own one (1) share in MPIC.

4. Fractional Shareholders who (i) do not avail of the Differential Payment Option within 30 days from Effectivity Date; (ii) fail to avail of the Differential Payment

Option in accordance with the procedures prescribed by MPIC; (iii) do not qualify under the standards set by MPIC for the exercise of the Differential Payment Option; or (iv) do not exercise any of the above options, to be deemed to have exercised the Payout Option and shall be paid the Payout Price for their fractional shares.

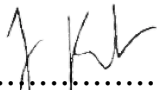
A special meeting of the stockholders of MPIC will be held on December 4, 2023, 1:30 p.m. at Multipurpose Hall, Meralco Compound, Ortigas Avenue, Brgy. Ugong, Pasig City to seek the approval of the shareholders to amend the Seventh Article of MPIC's Articles of Incorporation as discussed above. The record date shall be on October 31, 2023.

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

October 19, 2023
Date



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

From: [ICTD Submission](#)
To: [MPIC Compliance](#)
Subject: Re: Metro Pacific Investments Corporation_Form 17C_19 October 2023
Date: Thursday, October 19, 2023 10:03:59 AM

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

Thank you for reaching out to ictdsubmission@sec.gov.ph!

Your submission is subject for Verification and Review of the Quality of the Attached Document only for Secondary Reports. The Official Copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order through the SEC Express at <https://secexpress.ph/>. For further clarifications, please call (02) 8737-8888.

----- NOTICE TO
COMPANIES -----

Please be informed of the reports that shall be filed only through ictdsubmission@sec.gov.ph.

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at ictdsubmission@sec.gov.ph such as the following SECONDARY REPORTS:

1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15. BP-FCLC 20. S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <https://efast.sec.gov.ph/user/login>.

1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

Please be informed that the submission of the abovementioned eleven (11) reports through the ictdsubmission@sec.gov.ph shall no longer be accepted. For further information, please access this link Notice for guidance on the filing of reports:

Likewise, the following reports shall be filed through the Electronic Filing and Submission Tool (eFAST) at <https://efast.sec.gov.ph/user/login> :

1. AFS 7. IHFS 13. SSF
2. GIS 8. LCFS 14. AFS with Affidavit of No Operation

3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

For the submission and processing of compliance in the filing of Memorandum Circular No. 28 Series of 2020, please visit this link – <https://apps010.sec.gov.ph/>

For your information and guidance.

Thank you.