



Bank of Commerce

An affiliate of San Miguel Corporation



16 September, 2024

ATTY. SUZY CLAIRE R. SELLEZA

Head - Issuer Compliance and Disclosure Department
Philippine Dealing & Exchange Corp.
29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City 1226

Re : Amendments to By-Laws

Relative to the above subject, we are transmitting herewith the following for Bank of Commerce – Amendment to the Bank's By-laws (BSP Certification).

Please acknowledge receipt hereof.

EVP Antonio S. Laquindanum
Chief Financial 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)
Sep 13, 2024
2. SEC Identification Number
24221
3. BIR Tax Identification No.
000-440-440-000
4. Exact name of issuer as specified in its charter
BANK OF COMMERCE
5. Province, country or other jurisdiction of incorporation
PHILIPPINES
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
SAN MIGUEL PROPERTIES CENTER NO. 7 ST. FRANCIS STREET MANDALUYONG
CITY
Postal Code
1550
8. Issuer's telephone number, including area code
89826000
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	1,403,013,920
11. Indicate the item numbers reported herein
ITEM 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.

Bank of Commerce
BNCOM

PSE Disclosure Form 4-4 - Amendments to By-Laws
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Amendment to the Bank's By-laws and Approval to Delegate Amendment, Repeal, or Enactment of New By-laws to the Board of Directors

Background/Description of the Disclosure

On February 28, 2023 the Board of Directors of the Bank approved to amend Section 2 Article II, and Sections 1, 4, 5, 8, and 9 of Article III of the Bank's By-laws. Subsequently, the Stockholders of the Bank approved the same on April 25, 2023.

On February 27, 2024, the Board of Directors of the Bank approved further amendments to Section 2 Article II, Section 5 Article III, Section 2 Article VII, Section 1 Article VIII and Section 1 Article XI of the Bank's By-laws to address the comments of the Bangko Sentral ng Pilipinas. Further, the Board of Directors approved to endorse to the Stockholders for approval the authority to delegate to the Board of Directors the power to amend, repeal, or enact new by-laws.

These further amendments were approved by the Stockholders in the Annual Meeting held on April 30, 2024.

Date of Approval by Board of Directors	Feb 28, 2023
Date of Approval by Stockholders	Apr 25, 2023
Other Relevant Regulatory Agency, if applicable	Bangko Sentral ng Pilipinas
Date of Approval by Relevant Regulatory Agency, if applicable	Aug 22, 2024
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
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Section 2 of Article II	Section 2. Annual Meeting. – The annual meeting of the stockholders shall be held in the month of April on such day and at such time and place as the Board of Directors may determine. (As amended on 22 September 1988.)	*Section 2. Annual Meeting. – The annual meeting of the stockholders shall be held on the last Tuesday of May of each year, if not a legal holiday; otherwise, the next business day following, at such time and place as the Board of Directors may determine. (As amended on 22 September 1988.) (*As amended on 30 April 2024).
Section 1 of Article III	Section 1. Number, Qualification and Election. – The corporate powers of the Corporation shall be exercised, its business conducted, and its property controlled and held by the Board of Directors, consisting of fifteen (15) members, at least twenty percent (20%) but not less than two (2) members of the Board of Directors shall be Independent Directors, provided, that any fractional result from applying the required minimum proportion, i.e., twenty percent (20%), shall be rounded up to the nearest whole number. The members of the Board of Directors shall be elected annually by the stockholders entitled to vote and to serve until the election and qualification of their successors. (As amended on 24 April 2012).	*Section 1. Number, Qualification and Election. – The corporate powers of the Corporation shall be exercised, its business conducted, and its property controlled and held by the Board of Directors, consisting of fifteen (15) members, at least one-third (1/3) but not less than five (5) members of the Board of Directors shall be Independent Directors, provided, that any fractional result from applying the required minimum proportion, i.e., one-third (1/3), shall be rounded up to the nearest whole number. The members of the Board of Directors shall be elected annually by the stockholders entitled to vote and to serve until the election and qualification of their successors. (As amended on 24 April 2012). (*As amended on 25 April 2023).
Section 4 of Article III	-please see attached SEC Form 17-C-	-please see attached SEC Form 17-C-
Section 5 of Article III	-please see attached SEC Form 17-C-	-please see attached SEC Form 17-C-
Section 8 of Article III	-please see attached SEC Form 17-C-	-please see attached SEC Form 17-C-
Section 9 Article III	-please see attached SEC Form 17-C-	-please see attached SEC Form 17-C-
Section 2 Article VII	-please see attached SEC Form 17-C-	-please see attached SEC Form 17-C-
Section 1 Article VIII	-please see attached SEC Form 17-C-	-please see attached SEC Form 17-C-
Section 1 Article XI	-please see attached SEC Form 17-C-	-please see attached SEC Form 17-C-

Rationale for the amendment(s)

The amendments are being made to align with relevant rules and regulations, such as MORB Section 132 and Sec. 34 of the Revised Corporation Code. The further amendments are to address the BSP comments to the Bank's request for amendment of its By-laws, and to correct found typographical errors. Please see the attached SEC Form 17C for additional details.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

N/A

Other Relevant Information

The disclosure has been amended to reflect the approval by the Stockholders on April 30, 2024 of the further amendments approved by the Board of Directors on February 27, 2024 to address the comments of the Bangko Sentral ng Pilipinas. These amendments are subject to the approval of the relevant government agencies, where applicable.

Please see attached SEC Form 17-C dated February 27, 2024 and February 28, 2023, respectively.

The Bank received on September 13, 2024 the Certificate of Authority (COA) dated August 22, 2024 from the Bangko Sentral ng Pilipinas. Attached hereto is a copy of the CoA. The Bank will now proceed to submit its request for amendment to the SEC for its approval.

Filed on behalf by:

Name	Evita Caballa
Designation	Corporate Secretary