



January 26, 2026

PHILIPPINE DEALING AND EXCHANGE CORPORATION

29/F, BDO Equitable Tower,
8751 Paseo de Roxas, Makati City

Attention: **ATTY. SUZY CLAIRE R. SELLEZA**
Head – Issuer Compliance and Disclosure Department

Subject: Material Information/Transactions/Corporate Actions
*(Disclosure on the Item/s Approved during the January 26, 2026
Board Meeting)*

Dear Atty. Selleza:

In compliance with the disclosure requirements of the Philippine Dealing and Exchange Corporation, please find attached our disclosure on the item/s approved during the January 26, 2026 Board Meeting.

Thank you.

Sincerely yours,


ROSANNA E. ESPIÑO
Assistant Corporate Secretary

Encl: a/s

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 26, 2026
2. SEC Identification Number
17514
3. BIR Tax Identification No.
000-599-760-000
4. Exact name of issuer as specified in its charter
RIZAL COMMERCIAL BANKING CORPORATION
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
6819 Ayala cor. Gil J. Puyat Ave., Makati City
Postal Code
0727
8. Issuer's telephone number, including area code
8894-9000
9. Former name or former address, if changed since last report
Not Applicable
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 | 2,419,536,530 |

11. Indicate the item numbers reported herein
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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.





Rizal Commercial Banking Corporation
RCB

PSE Disclosure Form 4-30 - Material Information/Transactions
*References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Significant item approved by the Board of Directors at the regular meeting held on January 26, 2026.

Background/Description of the Disclosure

Please be advised of the significant item approved by the Board of Directors at the regular meeting held on Jan. 26, 2026.

1. Appointment of Dir. Erika Fille T. Legara, PhD (“Dir. Legara”) as new Advisory Board Member, to take effect at the close of business on Jan 26, 2026 (subject to BSP/other regulatory approvals, as may be required)

Dir. Legara currently serves as an Independent Director of the Bank, a position she has held since July 25, 2022. Dir. Legara has contributed significantly to the Bank’s ongoing digitization efforts, offering strategic insight and technical guidance within the scope of her independent role. Her relinquishment of the Independent Director post and appointment to the Advisory Board will enable deeper engagement and more hands-on collaboration, allowing the Bank to more fully benefit from her expertise as it advances its initiatives in artificial intelligence and data science.

2. Appointment of Mr. Alberto M. de Larrazabal (“Mr. de Larrazabal”) as Independent Director, to take effect on the close of business of Jan. 26, 2026, and his interlocking positions subject to BSP/other regulatory approvals, as may be required.

Mr. de Larrazabal will fill the vacancy arising from the appointment of Director Legara to the Advisory Board. He will take over the roles currently held by Director Legara as Member of each of the following Committees: Risk Oversight Committee, Audit and Compliance Committee, Corporate Governance and Nominations Committee, and Related Party Transactions Committee.

Mr. de Larrazabal has over two decades of experience in corporate finance, strategy, and operations. Up to the end of December 2025, Mr. de Larrazabal was Senior Managing Director and Chief Finance Officer/Finance Group Head of Ayala Corporation. He was also Vice Chairman, President and Chief Executive Officer of AC Ventures Holdings Corporation, and Director and President of AYC Finance Limited and AC International Finance Ltd. He also held various roles in Globe Telecom, Inc. including Head of Treasury, Chief Financial Officer and Treasurer, and Chief Commercial Officer. Among his other stints are senior finance roles at San Miguel Corporation, and Marsman Drysdale Corporation, as well as Head of Consumer Sector in JP Morgan Hong Kong. Mr. de Larrazabal is currently the Executive Director, President and CEO of AREIT, Inc. and AC Infrastructure Holdings Corporation. He is Chairperson of Integrated Micro-Electronics, Inc. and holds directorships in several other companies.

In November 2025, he was named Chief Financial Officer of the year by ING and the Financial Executives Institute of the Philippines. He graduated from the De La Salle University with a Bachelor of Science Degree in Industrial Management Engineering in 1978 and completed the Financial Management Program of Stanford University in 1993. He is an MBA Candidate of the Ateneo Graduate School of Business.

3. Appointment of Mr. Kaoru Furuya (“Mr. Furuya”) as Director, to take effect on the close of business of Jan. 26, 2026, and his interlocking positions subject to BSP/other regulatory approvals, as may be required.

Mr. Furuya will take the place of Director Gayatri P. Bery in view of the sale of the International Finance Corporation’s shares to SMBC. Mr. Furuya will sit as Member of the Risk Oversight Committee and Advisor of the Audit and Compliance Committee.

Mr. Furuya is the Managing Director and Senior General Manager of SMBC’s Global Banking Unit. He is also a Director of ACLEDA Bank. He started out as a Marketing Officer of SMBC’s Machida Branch in 1989 and has held various SMBC roles over the years in Tokyo, Hong Kong, New York, London, and Singapore, including General Manager of the Corporate Banking Department, APAC Division (Singapore). He previously served as Deputy President, Director, and Chief Strategy Officer of PT Bank SMBC Indonesia Tbk (Jakarta).

Other Relevant Information

Please see attached.

Filed on behalf by:

| | |
|--------------------|-------------------------------|
| Name | Rosanna Espiño |
| Designation | Assistant Corporate Secretary |

**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. January 26, 2026
Date of Report (Date of earliest event reported)
2. SEC Identification Number 17514 3. BIR TIN 000-599-760-000
4. RIZAL COMMERCIAL BANKING CORPORATION
Exact name of registrant as specified in its charter
5. Philippines 6. (Sec Use only)
Province, country or other Industry Classification Code
jurisdiction of incorporation
7. 6819 Ayala cor. Gil J. Puyat Ave., Makati City 0727
Address of principal office Postal Code
8. 8894-9000
Registrant's telephone number, including area code
9. Not Applicable
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the RSA

| <u>Title of Each Class</u> | <u>Number of Shares of Common Stock Outstanding and Amt. of Debt O/S</u> |
|--------------------------------|--|
| Common Stock, P10.00 par value | 2,419,536,530 (as of Jan. 26, 2026) |
11. Indicate the item numbers reported herein: Item 9

Item 9. Other Events.

Please be advised of the significant item approved by the Board of Directors at the regular meeting held on January 26, 2026.

1. Appointment of Dir. Erika Fille T. Legara, PhD ("Dir. Legara") as new Advisory Board Member, to take effect at the close of business on January 26, 2026 (subject to BSP/other regulatory approvals, as may be required)

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and appointment to the Advisory Board will enable deeper engagement and more hands-on collaboration, allowing the Bank to more fully benefit from her expertise as it advances its initiatives in artificial intelligence and data science.

2. Appointment of Mr. Alberto M. de Larrazabal ("Mr. de Larrazabal") as new Independent Director, to take effect on the close of business of January 26, 2026, and his interlocking positions subject to BSP/other regulatory approvals, as may be required.

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SIGNATURES

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

RIZAL COMMERCIAL BANKING CORP.
Registrant

Date: January 26, 2026


ROSANNA E. ESPÍÑO
Assistant Corporate Secretary