

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 12-1-SR

REGISTRATION STATEMENT FOR SUBSEQUENT TRANCHES OF SHELF REGISTRATION

GENERAL INSTRUCTIONS

I. Eligibility Requirement for Use of Form

This instruction set forth registration requirements and transactions requirements for the use of SEC Form 12-1 SR. Any registrant which meets the requirements below may use this Form for the registration of securities under the continuous or delayed basis which are offered in any transactions specified in I.B. below provided that the requirements applicable to the specified transactions are met.

A. Registrant Requirements. Registrant must meet the following conditions in order to use this form for registration under the Securities Regulation Code offered in the transactions specified in I.B. below:

1. The registrant is registered and has its principal business operation in the Philippines.
2. The registrant has a class of securities registered pursuant to Section 8 and Section 12 of the SRC or is required to file reports pursuant to Section 17 of the SRC.
3. The registrant:
 - a) Has been subject to the requirements of Section 17 of the SRC and has filed all material required to be filed for a period of at least twelve calendar months immediately preceding the filing of the registration statement on this Form; and
 - b) Has filed in a timely manner all reports required to be filed during the twelve calendar months and any portion of a month immediately preceding the filing of the registration statement, other than a report that is required.
 - c) Has demonstrated that it meets the Commission's requirements as to its size, listing history and track record.

B. Transaction Requirements. Securities which are intended to be issued in tranches at more than one instance after the registration statement has been rendered effective by the Commission, may be registered for an offering to be made on a continuous or delayed basis in the future, for a period not exceeding five (5) years from the effective date of the registration statement under which they are being offered or sold.

1. *Primary Offering.* Securities to be offered for cash by or on behalf of a registrant, or outstanding securities to be offered for cash.
2. If the remaining registered but unsold securities shall be offered after the completion or termination of the offering, an updated RS using Form 12-1 SR shall be filed with the Commission prior to said offering or sale.

II. Application of General Rules and Regulations

General Rules and Regulations under SEC Memorandum Circular No. 9, Series of 2025 contains the general requirements regarding the preparation and filing of registration statement.

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 12-1 SR
(Subsequent Tranche of Shelf Registration)

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number
2.
Exact name of registrant as specified in its charter
3.
Province, country or other jurisdiction of
incorporation or organization
4.
BIR Tax Identification Number
5.
General character of business of registrant.
6. Industry Classification Code: (SEC Use Only)
7.
Address, including postal code and telephone number of registrant's principal offices
8.
If the registrant is not resident in the Philippines, or its principal business is outside the Philippines,
state name and address including postal code and telephone number, including area code, and email
address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day) :

Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed Maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
--	----------------------------	--	--	-------------------------------

Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

Maximum aggregate price of securities to be offered	Amount of filing fee
Not more than P500 Million	0.10% of the maximum aggregate price of the securities to be offered
More than P500 Million but not more than P750 Million	P500,000 plus 0.075% of the excess over P500 Million
More than P750 Million but not more than P1 Billion	P687,500 plus 0.05% of the excess over P750 Million
More than P1 Billion	P812,500 plus 0.025% of the excess over P1 Billion

A legal research fee of 1% of the filing fee paid for filings made pursuant to [SRC Rule 8.1](#) shall also be paid at the time of the filing.

PART I - INFORMATION REQUIRED IN PROSPECTUS

Information about the Prospectus, in accordance with the requirements under Annex C to Rule 12 of the Implementing Rules and Regulations to the Securities Regulation Code, as amended:

This prospectus is part of a registration statement that (name of company) filed with the Securities and Exchange Commission, using the SEC's shelf registration process. Under this shelf registration process, the Company may sell any securities described in this prospectus in one or more offering for up to an aggregate offering of Php x x,x x x,x x x.xx, and may offer and sell up to (number of shares) share of (class of securities). This prospectus provides a general description of the securities the company may sell. Each time the company sells securities under this prospectus, the company will provide a prospectus and/or offer supplement that will contain specific information about the terms of that offering. The prospectus and/or offer supplement may also add, update or change information contained in this prospectus. If so, the prospectus and/or offer supplement should be read as superseding this prospectus. Read this prospectus, the applicable prospectus supplement, and the additional information "Incorporated by Reference"

1. Front of the Registration Statement and Outside Front Cover Page of Prospectus.
2. Use of Proceeds
3. Determination of Offering Price
4. Dilution, *if applicable*
5. Selling Security Holders, *if applicable*
6. Plan of Distribution
7. Interest of Named Experts and Counsel

If the required information for each of the parts listed below has no update or change from the previously approved Prospectus and/or Offer Supplement, make an express statement of such fact and refer to the specific pages of the previously approved where such information appears.

8. Inside Front Cover and First Two or More Pages of Prospectus.
9. Risk Factors and Other Information
10. Description of Securities to be Offered
11. Information with Respect to the Registrant, including the following:
 - a. Description of Business;
 - b. Description of Property;
 - c. Legal Proceedings;
 - d. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters;
 - e. Management's Discussion and Analysis or Plan of Operation;
 - f. Changes in and Disagreements With Accountants On Accounting and Financial Disclosure;
 - g. Directors, Executive Officers, Promoters and Control Persons;
 - h. Executive Compensation;
 - i. Security Ownership of Certain Record and Beneficial Owners and Management;
 - j. Certain Relationships and Related Transactions.
12. Financial Information
13. Other Material Changes
 - a. Aside from the Items above, describe any material changes in the registrant's affairs which have occurred since the end of the latest fiscal year for which audited financial statements were included in the last annual report to security holders.

- b. Include in the prospectus, if not incorporated by reference therein from the reports filed under Section 17 of the SRC, a proxy or information statement filed pursuant to Section 20 of the SRC, a prospectus previously filed pursuant to Section 12 of the SRC.

14. Incorporation of Certain Information by Reference

- a. The registrant's latest annual report on Form 17-A filed contains financial statements for the registrant's latest fiscal year.
- b. Copies of any information or financial statement incorporated in a registration statement or other report by reference, or copies of the pertinent pages of the document containing such information or statements, shall be filed as an exhibit to the statement or report, except if the same have already been duly filed with the previously approved Registration Statement/s for the shelf registration.

PART II INFORMATION NOT REQUIRED IN THE PROSPECTUS

15. Other Expenses of Issuance and Distribution

Furnish the information required by Part VI, paragraph (M) of "Annex C, as amended".

16. Exhibits

Furnish or incorporate by reference the exhibits required by Part VII of "Annex C, as amended" and as listed in the SEC Form 12-1-SR Checklist.

SIGNATURES

Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of _____ on _____, 20__.

By:

Principal Executive Officer

Comptroller

Principal Operating Officer

Corporate Secretary

Principal Financial Officer

Principal Accounting Officer

SUBSCRIBED AND SWORN to before me this _____ day of _____ 200__ affiant(s) exhibiting to me his/their Residence Certificates, as follows:

NAMES	/RES. CERT.NO.	DATE OF ISSUE	PLACE OF ISSUE
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Notary Public

CALCULATION OF FILING FEES TABLE

	Type of Securities	Class of Securities	Fee Calculation	Amount Registered	Proposed Max Offer Price	Maximum Aggregate Price	Amount of Registration Fee
<i>Newly Registered Securities</i>							
Fees to be Paid	x	x	x	x	x	x	x
Fees Previously Paid	x	x	x	x	x	x	x
<i>Carry Forward Securities</i>							
Carry Forward Securities ¹							
Total Offering Amount							
Total Fees Previously Paid							
Net Fee Due							

¹ Carry Forward Securities refer to the securities registered under the shelf offering (including the current prospectus and/or offer circular) but still unsold.