

3 1 1 6 8  
SEC Registration Number

A B R O W N C O M P A N Y , I N C .  
(Company's Full Name)

X A V I E R E S T A T E S U P T O W N  
A I R P O R T R O A D B A L U L A N G

C A G A Y A N D E O R O C I T Y

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

Allan Ace Magdaluyo  
Contact Person

02-8631 8890  
Company Telephone Number

1 2 / 3 1  
Month Day  
Fiscal Year

1 7 - C  
FORM TYPE

0 6  
Month Day  
Annual Meeting

Secondary License Type, if applicable

M S R D  
Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings  
  
Domestic Foreign  
- 0 -

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To be accomplished by SEC Personnel concerned

File number

\_\_\_\_\_  
LCU

Document I.D.

\_\_\_\_\_  
Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER

05 February 2024

1. .... 002-724-446-000
2. SEC Identification Number. 31168 3. BIR Tax Identification No. ....
- A BROWN COMPANY, INC.**
4. ....  
Exact name of issuer as specified in its charter  
Metro Manila
5. .... 6. .... (SEC Use Only)  
Province, country or other jurisdiction Industry Classification Code:  
Xavier Estates Uptown, Airport Road, Balulang, Cagayan de Oro City 9000
7. ....  
Address of principal office  
Liaison Office - (02) 8631-8890 / (02) 8633-3135
8. ....
9. ....  
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 of Common Stock Outstanding and Amount of Debt Outstanding
.....Common Stock.....	2,372,367,911 shares.....
.....Preferred Stock.....	13,264,900 shares.....

11. Indicate the item numbers reported herein: **Item No. 9**

Please refer to the attached letter to the Securities and Exchange Commission dated February 05, 2024.

**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.

**A BROWN COMPANY, INC.**

05 February 2024

  
**ALLAN ACE R. MAGDALUYO**  
Compliance Officer





05 February 2024

**SECURITIES AND EXCHANGE COMMISSION**

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

Attention: **VICENTE GRACIANO P. FELIZMENIO, JR.**  
*Director – Market and Securities Regulation Department*

Re: Preferred Shares Offering – Series B and C – Initial Dividend Rate

Gentlemen:

We wish to inform the Securities and Exchange Commission that on 05 February 2024, the Issuer authorized the domestic offer and issuance of 10,000,000 Preferred Shares – Series B and Series C with an oversubscription option of 5,000,000 Preferred Shares that will be issued out of its 50,000,000 Preferred Shares shelf registration under MSRD Order No. 76 Series of 2021, with the following Initial Dividend Rates:

**Series B Preferred Shares: 8.25% per annum**  
**Series C Preferred Shares: 8.75% per annum**

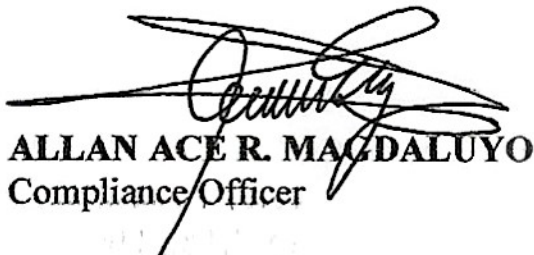
Dividend Rate Step-Up:

If the Preferred Shares shall not have been redeemed by the Issuer on the First Optional Redemption Date, in respect of the Series B Preferred Shares, three (3) years and six (6) months from the Issue Date (the “**Series B Step-Up Date**”), and in respect of the Series C Preferred Shares, five (5) years from the Issue Date (the “**Series C Step-Up Date**”), or on the next Banking Day in case the relevant Step-Up Date falls on a non-Banking Day, the dividends on each subseries will be adjusted as follows:

- (a) for the Series B Preferred Shares, the higher of (a) the simple average of the closing per annum rate of 10-year BVAL (or successor benchmark) for the three (3) consecutive Banking Days preceding and inclusive of the rate setting date, plus 5.00%; or (b) the floor rate of 9.75%. (the “**Series B Step-Up Dividend Rate**”); and
- (b) for the Series C Preferred Shares, the higher of (a) the simple average of the closing per annum rate of 15-year BVAL (or successor benchmark) for the three (3) consecutive Banking Days preceding and inclusive of the rate setting date, plus 5.00%; or (b) the floor rate of 11.50% (the “**Series C Step-Up Dividend Rate**”).

Thank you for your kind attention.

Very truly yours,

  
**ALLAN ACE R. MAGDALUYO**  
Compliance Officer