

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

- 0 -

Foreign

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

25 May 2021

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.....	2,422,570,911 shares.....

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

Please refer to the attached letter to the Philippine Stock Exchange dated **May 25, 2021**.

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.

25 May 2021


ALLAN ACE R. MAGDALUYO
 Compliance Officer



25 May 2021

THE PHILIPPINE STOCK EXCHANGE, INC.

28th Street corner 5th Avenue
PSE Tower, Bonifacio Global City
Taguig City

Attention: **JANET A. ENCARNACION**
Head – Disclosure Department

Re: BOD's Approval on Preferred Shares Offering and
Extension of Shares Buy-Back Program

Gentlemen:

Please be advised that the Board of Directors' has approved the following:

- 1.) The offering and issuance of Non-voting Preferred Shares out of the authorized but unissued capital of the Corporation, with an aggregate issue amount of up to One Billion Five Hundred Million Philippine Pesos (₱1,500,000,000.00) (the "Preferred Shares") to be registered with the Securities and Exchange Commission ("SEC") and listed on the Philippine Stock Exchange, Inc. ("PSE"), and to designate and appoint PNB Capital and Investment Corporation as the sole issue manager.

The Preferred Shares offering and issuance is subject to the SEC's approval on the Company's amendment to the Articles of Incorporation approved by the Board on April 12, 2021 to create Preferred Shares by reclassifying its Authorized Capital Stock.

BRN may offer from time to time, within a period of three (3) years, up to 50,000,000 Preferred Shares in one (1) or more tranches in such amounts/issue price and under such terms and conditions as may be determined by BRN in light of prevailing market and other conditions at the time of sale.

- 2.) The extension of the share buy-back program for an additional amount of One Hundred Million Pesos (₱100,000,000.00) from the initial Fifty Million Pesos (₱50,000,000.00) worth of the Company's common shares which was approved on August 17, 2020 with the following terms and conditions:
 - a. The objective of the share buyback program is to enhance shareholder value. Through the buying back of common shares, capital is distributed back to the shareholders while taking advantage of the undervalued market price.
 - b. Subject to appropriate disclosures to the Philippine Stock Exchange and the Securities and Exchange Commission, the share buyback program shall commence upon approval by the Board of Directors of the Company and shall end upon utilization of the above-mentioned amount, or as may otherwise be determined by the Board of Directors.

- c. The share buyback program will be implemented in the open market through trading facilities of the Philippine Stock Exchange.
- d. Mr. Robertino E. Pizarro, President and CEO, and Mr. Paul B. Juat, Vice President have been authorized by the Board to implement the share buyback program.
- e. The share buyback program will not affect the Company's ability to invest in existing business and projects in development.

The program will be effective for a period of one (1) year from the date of approval of the Board of Directors. The fund sources will be the dividends from the investment in power companies and internally generated income.

The estimated number of BRN shares to be repurchased with the corresponding percentage to the Company's total outstanding shares is as follows:

*Assuming May 24, 2021, closing market price of Php 0.92/share:
 Estimated number of shares to be purchased: 108,695,652 shares*
 Percentage (%) to Company's total outstanding shares: 4.49%**

The latest information of the Company's shares are as follows:

<i>Issued shares</i>	2,477,668,925
<i>Outstanding shares</i>	2,422,570,911 *
<i>Listed shares</i>	2,477,668,925
<i>Treasury shares</i>	55,098,014 *

* - prior to the shares buy-back

Thank you for your kind attention.

Very truly yours,


ALLAN ACE R. MAGDALUYO
 Compliance Officer