



Funding the Republic

REPUBLIKA NG PILIPINAS
KAGAWARAN NG PANANALAPI
KAWANIHAN NG INGATANG-YAMAN
(BUREAU OF THE TREASURY)
INTRAMUROS, MAYNILA

NOTICE OF OFFERING

To : All Government Securities Eligible Dealers and Holders of the following government securities:

ISIN	Series Name	Interest Rate	Maturity
PIBD0523C752	FXTN 05-75	5.500%	3/8/23
PIBD0723D588	FXTN 07-58	3.500%	4/21/23
PIBD2023E054	FXTN 20-05	11.875%	5/29/23

Date : 3 February 2023

Subject : **Issuance of Five and a half (5.5)-year Fixed Rate Retail Treasury Bonds Due 2028 with Exchange Offer**

Please be advised that the Republic of the Philippines (the "Republic") through the Bureau of the Treasury ("BTr"), will issue Peso-denominated five and a half (5.5)-year Fixed Rate Retail Treasury Bonds due 2028 ("RTB-29 Issuance", "RTB-29" or "New RTB due 2028") with a minimum aggregate nominal principal amount of Thirty Billion Pesos (PHP30,000,000,000.00) (the "Issue").

You are invited to participate in respect of the Issue subject to the provisions of this Notice of Offering, the Program Mechanics for the Issuance of Peso-Denominated Retail Treasury Bonds dated June 9, 2003 (the "Program Mechanics"), as may be amended from time to time, and the Principal Commercial Terms of RTB-29 Issuance attached as **Schedule 1**. The Program Mechanics, a copy of which is available for inspection at the BTr, shall be deemed to be incorporated by reference in, and to form part of this Notice of Offering. The contemplated Issue will be governed by the Applicable Terms as indicated in the Schedule 1 of this Notice of Offering (the "**Applicable Terms**"). The mechanics for the online ordering system is indicated in **Annex A** (the "RTB Online Channels Guidelines") with procedures outlined in **Annex A-1**, **Annex A-2**, **Annex A-3**, and **Annex A-4** of the Notice of Offering.

Further to such issue, the Republic invites holders of **FXTN 05-75**, **FXTN 07-58** and **FXTN 20-05** (the "Eligible Bonds") to submit offers to exchange their Eligible Bond holdings for New RTB due 2028 (the "Exchange Offer") as contemplated in the attached Terms of the Invitation for the Exchange Offer of Eligible Bonds for the New RTB due 2028 (**Schedule 2**), Exchange Offer Procedures (**Annex G**) of the Notice of Offering, and other relevant guidelines.

Please be advised that your submission of the Accession Letter, Bid/Proposal Notice (**Annex B**) and Letter of Instruction (**Annex G-1**) signifying your agreement to participate in the issue shall constitute an agreement on your part to be bound by the Applicable Terms in relation to such Issue.

Below is the timetable of activities relative to the captioned RTB-29 Issuance:

Auction Date	: 7 February 2023
Start of Public Offer Period	: 7 February 2023
End of Public Offer Period	: 17 February 2023 (or any earlier date within the Public Offer Period as determined by the BTr)
Issue Date/Settlement Date	: 22 February 2023

As regards the Exchange Offer, please be guided by the following dates:

Start of Submission of Offers	: 7 February 2023
End of Submission of Offers	: 17 February 2023 (or any earlier date within the Public Offer Period as determined by the BTr)
Issue Date/Settlement Date	: 22 February 2023

The Republic, through the BTr, reserves the right to revise the foregoing timetable. You will be notified through the BTr website, National Registry of Scripless Securities ("NRoSS") and other financial information service providers (e.g., Bloomberg, PDEX, etc.) of any change in the timetable of activities.

Further, a copy of this Notice of Offering and its annexes may be accessed through the BTr website: www.treasury.gov.ph.

For the RTB-29 Issuance, interested GSEDs shall submit their bids electronically through their respective NRoSS terminals on or before 1:00 p.m. on Auction Date.

For the Exchange Offer, Eligible Participants shall submit all offers to exchange electronically through their respective NRoSS terminals following the procedure and timetable set in Schedule 2 and Annex G of this Notice of Offering.

Terms not defined herein have the meanings set forth in the Program Mechanics and in the applicable terms set out in **Schedule 1** and **Schedule 2** of this Notice of Offering, as may be necessary.

Schedule 1

Principal Commercial Terms of the Bonds

Issuer	REPUBLIC OF THE PHILIPPINES
Dealers	Government Securities Eligible Dealers ("GSEDs") who have submitted an Accession Letter in the form attached hereto as Annex B and in accordance with the Program Mechanics.
Selling Agents	Dealers who have successfully placed bids for a minimum principal amount of Five Hundred Million Pesos (PHP500,000,000.00)
Issue Amount	<p>Minimum of Thirty Billion Pesos (PHP30,000,000,000.00)</p> <p>The Republic reserves the right to increase the overall size of the Issue.</p>
Auction Date	7 February 2023. The Republic, through the Auction Committee, reserves the right to accept or reject any or all tenders or part of tenders and to award less than the minimum Issue Amount.
Maximum Bid on Auction Date	<p>GSEDs will be allowed to submit one (1) bid per interest rate with a maximum volume of PHP10.00 Billion. Any other subsequent bid submission at the same rate will not be accepted by the auction system.</p> <p>For avoidance of doubt, GSEDs may submit a maximum of ten (10) bids at different rates capped at PHP10.00 Billion per bid. If the GSED would want to change the volume on each bid, the GSED should withdraw its earlier submission subject to cap and cut-off time.</p>
Public Offer Period	7 February to 17 February 2023. The Republic reserves the right to change/adjust the manner of accepting subscriptions during the Public Offer Period. When subscription has reached a level deemed sufficient by the BTr, the BTr- Securities Origination Division ("BTr-SOD") shall announce the termination and closure of the offer period through electronic financial information providers chosen by the BTr, such as the BTr website, NRoSS system, Bloomberg, PDEX, etc.
Issue Date/Settlement Date	22 February 2023 unless another date is announced by the Republic.
ISIN/SERIES CODE	PIID0528B176

Form and Denomination	The Retail Treasury Bonds ("RTBs") shall be issued in scripless form and will be sold during the Public Offer Period in minimum denominations of PHP5,000.00 and integral multiples thereof.
Maturity Date	22 August 2028, or if the Issue Date does not occur on 22 February 2023, the Maturity Date shall be the date that is five and a half (5.5) years following the Issue Date.
Issue Price	At par (or 100%)
Redemption Price	At par (or 100%)
Interest Rate	The final interest rate will be determined through a Dutch auction to be participated in by GSEDs.
Interest Rate Guidance	The Interest Rate shall be based on current market levels of comparable securities rounded down to the nearest one-eighth (1/8) of one percent (1%) . The Interest Rate shall be stated in three (3) decimal places.
Interest Payment Date	Interest on RTB-29, to be calculated on a 30/360-day basis, will be paid quarterly in arrears on the last day of each 3-month Interest Period. Each Retail Treasury Bond will cease to bear interest on the Maturity Date. If the Interest Payment Date is not a Business Day, interest will be paid on the next succeeding Business Day, without adjustment in the amount of interest to be paid.
Retail Investors	<p>Those persons other than Government Owned or Controlled Corporations (GOCC) including the GSIS, the SSS, the PHIC, and the HDMF (Pag-IBIG Fund), the BSP, LGUs, other domestic or foreign government offices and instrumentalities, GSEDs, Investment Houses, and subsidiaries of GSEDs and Investment Houses performing banking and/or quasi-banking functions/activities.</p> <p>Sale to GSEDs and Investment Houses and/or subsidiary corporations of GSEDs and Investment Houses performing banking and/or quasi-banking functions/activities shall not be considered as retail sales. However, the Dealer/Selling Agent may require the GSEDs and Investment Houses and/or subsidiary corporations to comply with the Retail Sales Volume, in which event the GSEDs and Investment Houses and/or subsidiary corporations shall be required to submit the corresponding bondholders' list to the Selling Agent to be included in the Selling Agent's reportorial volume to the Issuer.</p> <p>Dealers/Selling Agents are not allowed to sell RTBs to Government Owned and Controlled Corporations (GOCCs)</p>

	<p>and Local Government Units (LGUs) as the terms are defined under Department Order No. 141-95 during the Public Offer Period unless allowed by the BTr in a separate announcement.</p> <p>Further, Dealers/Selling Agents are to sell RTBs in its original form and current structure during the Public Offer Period. Any attempt or intention to introduce variants and derivatives thereof, or to use it as underlying assets for another product, or to create a wrap-around structure to repackage the same, shall constitute a material breach of the selling agency obligation under the Program Mechanics and this Notice of Offering, and shall result in the automatic termination of services as Dealer/Selling Agent, as well as forfeiture of the corresponding Selling Agency Fee (as defined below). The foregoing penalties are without prejudice to other administrative, civil and criminal actions that the Issuer may institute as warranted.</p>
Retail Sales Volume (RSV)	Each Selling Agent shall sell to Retail Investors (as defined above but exclusive of Individual Investors) in aggregate value of its subscription or award (as allocated to it by the Issuer) at any time within the Public Offer Period. For clarity, RSV is exclusive of the Individual Sales Volume.
Individual Investors	Refers to a natural person under Philippine law. For this purpose, trust accounts and/or private banking arrangements representing funds of natural persons or a group of natural persons, such as but not limited to employee retirement or trust funds, provident funds, cooperatives, associations and Investment Management Accounts, are considered Individual Investors. Sales to individuals coursed through Trust and Private Banking arrangements such as retirement funds, provident funds, cooperatives and Investment Management Accounts (IMA) for individuals or families shall be certified by a Trust Officer in the form attached as Annex E-1 .
Individual Sales Volume (ISV)	<p>Each Selling Agent shall sell to Individual Investors (as defined above) in aggregate value of its subscription or award (as allocated to it by the Issuer) at any time within the Public Offer Period. For clarity, ISV is not included in the RSV.</p> <p>For purposes of computing the ISV, the individual investors who purchased via the RTB Online Channels shall be considered as sales of the Selling Agent.</p>

Reliance on Accuracy	In case the Selling Agent submits a falsified Sales Report/Bondholders' list, such Selling Agent shall be excluded from participating in future issuances of the Republic. This is without prejudice to the filing of appropriate administrative, civil and criminal charges and other sanctions provided for by law.
Waiver of Confidentiality	<p>The Issuer shall have the right to rely and consider accurate all information and documents supplied by the holder/investor through the Dealer/Selling Agent. Further, the Issuer shall be deemed to have been granted the authority to verify the truthfulness and accuracy of the information and documents supplied by a holder/investor and the Dealer/Selling Agent.</p> <p>All information relative to the bondholders shall be treated with absolute confidentiality as provided for by law.</p>
Responsibilities of Selling Agent	<p>Each Selling Agent is required to submit to BTr-Scriptless Securities Registration Division ("BTr-SSRD"), as may be required, an electronic copy (PDF File) of the Investor Undertaking (form of Investor Undertaking attached hereto as Annex C-1) duly executed by the Investors in connection with the new purchase and delivery of the Bonds. For investors purchasing through the RTB Online Channels, please refer to Annex A-1, Annex A-2, Annex A-3, and Annex A-4 of the Notice of Offering.</p> <p>During the Public Offer Period, each Selling Agent shall submit the bids or orders for new money/subscriptions in the NRoSS system with the procedures set out in Annex D.</p>
Selling Agency Fees	Selling Agents shall be paid a Selling Agency Fee in accordance with the Schedule set out in Annex E hereof. No Selling Agent shall cede, pay, share, or compensate third-party investors or purchasers any Selling Agency Fees in exchange for the purchase of RTB-29. Any Selling Agency Fee due to Selling Agents shall be paid in accordance with the BTr's "Settlement Procedures for the RTB-29 Public Offering", attached as Annex F of this Notice of Offering.
Reporting and Other Obligations for New Subscriptions	<p>As per Program Mechanics and this Notice of Offering:</p> <p>The BTr shall have the sole discretion of determining the amount of RTB-29 to be offered for each day of the Public Offer Period. Such daily RTB-29 volume shall be allocated by the BTr in its sole discretion.</p> <p><u>For the First Day of the Public Offer Period</u></p>

	<p>Each Selling Agent shall submit to the Issuer their orders from 2:00 p.m. – 4:00 p.m. on 7 February 2023 through the NRoSS system. Allocation and confirmation of the orders shall be notified through the NRoSS system.</p> <p>The BTr shall announce the accepted orders no later than 5:00 p.m.</p> <p><u>For the Subsequent Days of the Public Offer Period</u></p> <p>Orders for the second day of the Public Offer Period up to 16 February 2023 shall be submitted to the BTr through the NRoSS system from 9:00 a.m. until 4:00 p.m. daily.</p> <p>The BTr shall announce daily the accepted orders of the same day no later than 5:00 p.m.</p> <p>The end of submission for orders of RTB-29 is on the last day of the Public Offer Period, 17 February 2023 (4:00 p.m.) unless another date/time is announced by the Republic. The BTr shall announce the accepted orders no later than 5:00 p.m. of the last day of the Public Offer Period.</p>
Taxation	<p>Prevailing final withholding tax on coupon payment shall be for the account of the bondholders. Tax Exempt Institutions (TEIs) without a tax-exempt NRoSS Securities Account purchasing RTBs shall submit a valid BIR tax ruling.</p> <p>Documentary stamp tax (DST) on original issue shall be for the account of the Issuer.</p>
Status	<p>The RTB-29 constitutes direct, unconditional, unsubordinated, and general obligations of the Republic and shall at all times rank <i>pari passu</i> and without any preference among themselves.</p>
Sinking Fund	<p>The Republic may set up and maintain a sinking fund with the BTr in order to accumulate the amounts necessary to pay the principal of RTB-29 on the Maturity Date.</p>
Eligibility	<p>The RTB-29 qualifies in the same manner as all other Treasury Notes and Bonds in respect of: (i) the liquidity floor requirement for government funds and reserves for trust duties under <i>Bangko Sentral ng Pilipinas</i> rules and regulations; (ii) insurance reserves under the Insurance Commission rules and regulations; and (iii) performance and judicial bonds.</p>

Settlement Procedures	Settlement shall follow the procedures prescribed in the Settlement Procedures for the Peso-Denominated RTB-29 Public Offering (Annex F).
NRoSS Securities Account	All Selling Agents shall open and maintain a Securities Account in NRoSS for all holders of RTB-29.
Confirmation of Sale ("COS")	The COS shall be made available by Selling Agents to Bondholders within thirty (30) calendar days from the Issue Date.
Listing	The RTB-29 shall be listed on the Philippine Dealing and Exchange Corp. (PDEX).
Dates and Time	All dates and time stated herein pertains to Philippine Standard Time ("PST").


Schedule 2

Terms of the Invitation for the Exchange Offer of FXTN 05-75, FXTN 07-58 and FXTN 20-05 for the New RTB due 2028

Purpose of the Exchange Offer	The purpose of the invitation is to present a reinvestment opportunity for holders of the Eligible Bonds given its forthcoming maturity dates. The Exchange Offer is likewise intended to manage refinancing risk in the debt portfolio of the Republic and is an integral part of its overall liability management program.																			
Eligible Bonds	<table><tr><th>ISIN</th><th>Series Name</th><th>Interest Rate</th><th>Maturity</th></tr><tr><td>PIBD0523C752</td><td>FXTN 05-75</td><td>5.500%</td><td>3/8/23</td></tr><tr><td>PIBD0723D588</td><td>FXTN 07-58</td><td>3.500%</td><td>4/21/23</td></tr><tr><td>PIBD2023E054</td><td>FXTN 20-05</td><td>11.875%</td><td>5/29/23</td></tr></table>				ISIN	Series Name	Interest Rate	Maturity	PIBD0523C752	FXTN 05-75	5.500%	3/8/23	PIBD0723D588	FXTN 07-58	3.500%	4/21/23	PIBD2023E054	FXTN 20-05	11.875%	5/29/23
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Eligibility Criteria	<p>Holders of FXTN 05-75, FXTN 07-58 and FXTN 20-05 (“Eligible Holders”) may offer to exchange such bonds for the New RTB due 2028 with ISIN PIID0528B176 (“New RTB due 2028”).</p> <p>Offers must be made in accordance with the procedures set out in this Notice of Offering, this Schedule and applicable Annexes.</p>																			
Exchange Ratio	<p>The Exchange Ratio of the Eligible Bond accepted by the BTr for exchange for the New RTB due 2028 shall be as follows:</p> <table><tr><th>ISIN</th><th>Eligible Bonds</th><th>Exchange Ratio</th></tr><tr><td>PIBD0523C752</td><td>FXTN 05-75</td><td>1.000</td></tr><tr><td>PIBD0723D588</td><td>FXTN 07-58</td><td>1.000</td></tr><tr><td>PIBD2023E054</td><td>FXTN 20-05</td><td>1.000</td></tr></table>				ISIN	Eligible Bonds	Exchange Ratio	PIBD0523C752	FXTN 05-75	1.000	PIBD0723D588	FXTN 07-58	1.000	PIBD2023E054	FXTN 20-05	1.000				
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Form and Denomination of Exchange Offer	<p>Each Exchange Offer shall be in a minimum amount of PHP5,000.00 in multiples of PHP 0.01.</p> <p>Depending on the resulting New RTB due 2028, the Republic will issue the corresponding bond in amounts of up to 2 decimal places. Should the resulting New RTB due 2028 indicate an amount with more than 2 decimal places, the Republic shall only recognize the first two decimal digits which shall not be rounded up or down.</p>																			
Eligible Participants	Government Securities Eligible Dealers (“GSEDs”)																			
Procedure for Submission of Offers	While the invitation for offer is open, all offers must be made in accordance with the procedure set out in the Procedures of the Exchange Offer (Annex G).																			

	Eligible Holders who do not make a valid offer or whose offers are not accepted by the Republic for any reason will continue to own such Eligible Bond and the Republic will continue to pay interest and principal according to their existing schedule.
Responsibility of Eligible Holders	Each Eligible Holder is required to submit a Letter of Instruction in the format attached hereto as Annex G-1 .
Responsibility of Eligible Participants	<p>All offers shall be submitted by the Eligible Participants through the NRoSS for acceptance by the BTr. Once submitted and after the period to modify or withdraw the offer has lapsed, the offer constitutes a firm commitment on the part of the Eligible Participant to deliver sufficient securities on Issue Date/Settlement Date. The BTr may impose penalties for any settlement failure arising from insufficient securities in designated securities account/s.</p> <p>The BTr shall have the sole discretion of accepting offers submitted.</p> <p><u>For the First Day of the Exchange Offer Period</u></p> <p>Each Eligible Participant shall submit to the Issuer their offers from 2:00 p.m. – 4:00 p.m. on 7 February 2023, through the NRoSS. The BTr shall announce the accepted orders no later than 5:00 p.m.</p> <p><u>For the Subsequent Days of the Exchange Offer Period</u></p> <p>Offers for the second day up to 16 February 2023 shall be submitted to the BTr thru NRoSS from 9:00 a.m. until 4:00 p.m. daily. The BTr shall announce the accepted orders no later than 5:00 p.m. daily.</p> <p>The end of submission for the exchange offer is on the last day of the Public Offer Period, 17 February 2023, at 12:00 noon unless another date/time is announced by the Republic. The BTr shall announce the accepted orders no later than 1:00 p.m. of the last day of the Public Offer Period.</p> <p>On Issue Date, Eligible Participants shall effect transfer of the exchanged RTB-29 to the proper NRoSS account of its clients.</p>
Exchange Offer Fees	GSEDs shall be paid the sum equivalent to 2 basis points of the aggregate principal amount of the New RTB due 2028 issued as a result of the Exchange Offer (excluding New RTB due 2028 issued as a result of the exchange of Eligible Bonds held by GOCCs). For avoidance of doubt, any Exchange Offer Fees due to Selling Agent GSEDs shall be paid in accordance with the "Settlement Procedures for the RTB-29 Public Offering", attached as Annex F of this Notice of Offering.

	For those non-Selling Agent GSEDs participating in the Exchange Offer, fees shall be paid separately by the BTr.
Start of Submission of Offers	7 February 2023 (2:00 p.m.) unless another date/time is announced by the Republic.
End of Submission of Offers	17 February 2023 (12:00 noon) unless another date/time is announced by the Republic.
Issue Date/Settlement Date	22 February 2023 unless another date is announced by the Republic.
Withdrawals	<p>The right to withdraw or revise an exchange offer will expire at 4:00 p.m. on a daily basis except for the last day of offer period wherein withdrawals will expire at 12:00 noon.</p> <p>For avoidance of doubt, exchange offers done within the day will only be allowed to be withdrawn on the same day.</p>
Issuance of RTB-29	<p>Issuance of RTB-29 and payment of the accrued interest due, as applicable will occur on 22 February 2023, unless another date is announced by the Republic.</p> <p>On the Settlement Date, RTB-29 will be delivered against good delivery of the Eligible Bonds.</p>
Accrued Interest on Eligible Bonds accepted for exchange	<p>On Settlement Date, the accrued interest on the Eligible Bonds accepted for exchange by the Republic will be credited to the demand deposit account of the settlement bank with the Bangko Sentral ng Pilipinas.</p> <p>Computation for accrued interest on Eligible Bonds accepted will be based on the prevailing market convention. In the case of TEIs they will receive accrued interest net of 20% final tax and reimbursement shall be made on the succeeding coupon payment of the Eligible Bond.</p>
Dates and Time	All dates and time stated herein pertains to Philippine Standard Time ("PST").


ROSALIA V. DE LEON
 Treasurer of the Philippines