

# 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)  
Nov 10, 2021
2. SEC Identification Number  
147212
3. BIR Tax Identification No.  
000-323-228
4. Exact name of issuer as specified in its charter  
INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.
5. Province, country or other jurisdiction of incorporation  
Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
ICTSI Administration Building, Manila International Container Terminal, South Access  
Road, Manila  
Postal Code  
1012
8. Issuer's telephone number, including area code  
+63 2 82454101
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 Stock Outstanding	2,038,609,782
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.*



# International Container Terminal Services, Inc.

## ICT

**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
ICTSI ANNOUNCES THE TERMS AND CONDITIONS OF NEW SENIOR NOTES OF ITS SUBSIDIARY ICTSI TREASURY B.V.
Background/Description of the Disclosure

Further to the disclosures made on November 8, 2021 relating to the issuance, offer and sale (the “New Notes Offer”) by ICTSI Treasury B.V. (the “Issuer” or “ITBV”), a subsidiary of International Container Terminal Services, Inc. (“ICTSI” or “Company”), of new senior fixed rate notes guaranteed by ICTSI (the “New Notes”), the Board of Directors of the Company, in its meeting held yesterday, approved the following principal terms and conditions of the New Notes Offer and such other terms and conditions set out in the Final Offering Circular relating to the New Notes Offer dated November 9, 2021:

Issuer: ICTSI Treasury B.V.

Guarantor: International Container Terminal Services, Inc. (ICTSI)

Type: Senior unsecured guaranteed fixed rate notes

Amount: U.S.\$300,000,000

Issue Price: 100%

Coupon: 3.50%

Tenor: 10 years

Use of proceeds: Refinancing and general corporate purposes including, among others, to potentially fund a tender offer for certain existing senior guaranteed perpetual capital securities of Royal Capital B.V. guaranteed by the Company (ISIN: XS1740005811 and ISIN: XS1505134210) (collectively, the “Perpetual Securities”)

Joint Lead Managers (the “JLMs”): Citigroup Global Markets Limited and The Hongkong and Shanghai Banking Corporation Limited

Listing Details/Governing Law: SGX Listing, English Law

Others: Such other terms and conditions as set out in the relevant documentation

We report to you likewise that the Issuer and the Company signed with the JLMs today a subscription agreement in connection with the issuance of the New Notes (the “Subscription Agreement”). The pricing of the New Notes and the signing of the subscription agreement among the Issuer, Company and the JLMs for the purchase of, and subscription for, the New Notes comprise a financing condition for Royal Capital B.V.’s invitation to holders of the Perpetual Securities to submit tender offers for purchase for cash of said Perpetual Securities. The Issuer and the Company will further execute the Trust Deed and the Agency Agreement relevant to the New Notes Offer with the trustee and the agents, respectively, on or before the closing date stated in the Subscription Agreement.

The New Notes have not been and will not be registered with the Philippine Securities and Exchange Commission under the Securities Regulation Code of the Philippines (the “SRC”) and its implementing rules (“SRC Rules”).

Each of the JLMs for the New Notes Offer has represented, warranted and agreed that it has not and will not sell or offer for sale or distribution any New Notes in the Philippines except under circumstances in which the New Notes qualify as exempt securities or the transaction qualifies as exempt transaction under the SRC and the SRC Rules.

#### Other Relevant Information

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#### Filed on behalf by:

Name	Arthur Tabuena
Designation	Treasury Director and Head of Investor Relations