

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 20, 2020
2. SEC Identification Number
154675
3. BIR Tax Identification No.
948-229-000
4. Exact name of issuer as specified in its charter
CEBU AIR, INC.
5. Province, country or other jurisdiction of incorporation
Cebu City, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
Level 4 Unit 4030-4031, Robinsons Galleria Cebu, General Maxilom Avenue cor. Sergio
Osmena Boulevard, Cebu City
Postal Code
6000
8. Issuer's telephone number, including area code
(632) 8802-7000
9. Former name or former address, if changed since last report
N/A
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	600,316,700
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.

Cebu Air, Inc.

CEB

PSE Disclosure Form 4-14 - Stock Rights Offering
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Stock Rights Offering of Convertible Preferred Shares

Background/Description of the Disclosure

On October 7, 2020, the Board of Directors of Cebu Air, Inc. (the "Corporation") approved the:

1. Offer for sale or subscription of the Convertible Preferred Shares via a stock rights offering and delegation of authority to the Board of Directors to determine the terms and conditions of the offering, including the transaction price, the number of shares to be offered, and to engage the services of underwriters, advisors, legal counsel, and other agents as may be necessary, proper or desirable to ensure the success of the offering; and
2. Listing of the (a) Convertible Preferred Shares and the (b) underlying common shares of the Convertible Preferred Shares with the Philippine Stock Exchange ("PSE");

The airline industry faces significant challenges as a result of unprecedented events outside the control of the Corporation brought by the COVID-19 pandemic. Travel restrictions imposed by various governments, both local and abroad, have led to abrupt reduction in passenger traffic for the Corporation and casts uncertainty over the near term prospects of the Corporation despite its market leadership.

Due to this exceptional change in market conditions and industry dynamics, the Corporation saw the urgent need to fast track its transformation. It is currently implementing a business transformation exercise that involves right-sizing of network and fleet to meet new demand, and improvement of operations efficiency through process and policy enhancements and digitalization, among others. This places the Corporation in a better position to respond to this harsh reality.

As part of the business transformation exercise, the Corporation intends to undergo a fundraising plan (the "Business Transformation Fundraising Plan"), which will include, among others, a Convertible Preferred Shares stock rights offering for an aggregate proceeds of about USD250.0 million (or its equivalent in Philippine Peso).

The proposed Convertible Preferred Shares stock rights offering would be fair, transparent and equitable to all shareholders. All relevant approvals will be sought from, and appropriate disclosures would be made to, the Securities and Exchange Commission and the Philippine Stock Exchange.

This disclosure is being amended to reflect the approval of the stockholders at the Special Stockholders' Meeting held on 20 November 2020 as follows:

1. Offer for sale or subscription of the Convertible Preferred Shares via a stock rights offering and delegation of authority to the Board of Directors to determine the terms and conditions of the offering, including the transaction price, the number of shares to be offered, and to engage the services of underwriters, advisors, legal counsel, and other agents as may be necessary, proper or desirable to ensure the success of the offering, which was approved by stockholders representing 87.33% of the total outstanding capital stock of the Corporation; and
2. Listing of the (a) Convertible Preferred Shares and the (b) underlying common shares of the Convertible Preferred Shares with the Philippine Stock Exchange ("PSE"), which was approved by stockholders representing 87.36% of the total outstanding capital stock of the Corporation.

**Date of Approval by
Board of Directors**

Oct 7, 2020

Entitlement Ratio	TBA
Offer Price	TBA
Number of Shares to be Offered	TBA
Ex-Rights Date	TBA
Record Date	TBA
Start of Offer Period	TBA
End of Offer Period	TBA

Use of Proceeds

The proceeds from this stock rights offering shall be used to strengthen the balance sheet of the Corporation and for general corporate purposes.

Other Relevant Information

This disclosure is being amended to reflect the approval of the stockholders at the Special Stockholders' Meeting held on November 20, 2020 at 10:00 a.m. via video conferencing.

Filed on behalf by:

Name	Anne Romadine Tieng
Designation	Vice-President, Legal Affairs