

BANK OF CHILE
Form 20-F
April 27, 2018
[Table of Contents](#)

As filed with the Securities and Exchange Commission on April 27, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

Commission file number 001-15266

BANCO DE CHILE
(Exact name of Registrant as specified in its charter)

BANK OF CHILE
(Translation of Registrant's name into English)

REPUBLIC OF CHILE
(Jurisdiction of incorporation or organization)

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Banco de Chile

Paseo Ahumada 251

Santiago, Chile

(562) 2637-1111

(Address of principal executive offices)

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Banco de Chile

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(Name, telephone, e-mail and/or facsimile number and address of company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
American Depositary Shares, each representing 600 shares of common stock, without nominal (par) value (ADSs)	New York Stock Exchange
Shares of common stock, without nominal (par) value	New York Stock Exchange (for listing purposes only)

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

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Shares of common stock: 99,444,132,192

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

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U.S. GAAP

International Financial Reporting Standards as issued by the
International Accounting Standards Board

Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Table of Contents

TABLE OF CONTENTS

	Page
<u>PART I</u>	6
<u>Item 1</u> <u>Identity of Directors, Senior Management and Advisors</u>	6
<u>Item 2</u> <u>Offer Statistics and Expected Timetable</u>	6
<u>Item 3</u> <u>Key Information</u>	6
<u>Item 4</u> <u>Information on the Company</u>	23
<u>Item 4A</u> <u>Unresolved Staff Comments</u>	128
<u>Item 5</u> <u>Operating and Financial Review and Prospects</u>	129
<u>Item 6</u> <u>Directors, Senior Management and Employees</u>	169
<u>Item 7</u> <u>Major Shareholders and Related Party Transactions</u>	187
<u>Item 8</u> <u>Financial Information</u>	196
<u>Item 9</u> <u>The Offer and Listing</u>	201
<u>Item 10</u> <u>Additional Information</u>	204
<u>Item 11</u> <u>Quantitative and Qualitative Disclosures About Market Risk</u>	226
<u>Item 12</u> <u>Description of Securities Other Than Equity Securities</u>	226
<u>Item 12A</u> <u>Debt Securities</u>	226
<u>Item 12B</u> <u>Warrants and Rights</u>	226
<u>Item 12C</u> <u>Other Securities</u>	226
<u>Item 12D</u> <u>American Depositary Shares</u>	226
<u>PART II</u>	228
<u>Item 13</u> <u>Defaults, Dividend Arrearages and Delinquencies</u>	228
<u>Item 14</u> <u>Material Modifications to the Rights of Security Holders and Use of Proceeds</u>	228
<u>Item 15</u> <u>Controls and Procedures</u>	228
<u>Item 16A</u> <u>Audit Committee Financial Expert</u>	229
<u>Item 16B</u> <u>Code of Ethics</u>	229
<u>Item 16C</u> <u>Principal Accountant Fees and Services</u>	229

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<u>Item 16D</u>	<u>Exemptions from the Listing Standards for Audit Committees</u>	230
<u>Item 16E</u>	<u>Purchases of Equity Securities by the Issuer and Affiliated Purchasers</u>	230
<u>Item 16F</u>	<u>Change in Registrant's Certifying Accountant</u>	230

Table of Contents

<u>Item 16G</u>	<u>Corporate Governance</u>	230
<u>Item 16H</u>	<u>Mine Safety Disclosure</u>	232
<u>PART III</u>		233
<u>Item 17</u>	<u>Financial Statements</u>	233
<u>Item 18</u>	<u>Financial Statements</u>	233
<u>Item 19</u>	<u>Exhibits</u>	234
<u>LIST OF EXHIBITS</u>		234

Table of Contents

FORWARD-LOOKING STATEMENTS

This annual report on Form 20-F contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Although we have based these forward-looking statements on our expectations and projections about future events, it is possible that actual results may differ materially from our expectations. In many cases, we include a discussion of the factors that are most likely to cause forward-looking statements to differ from actual results together with the forward-looking statements themselves. These statements appear throughout this annual report, including, without limitation, under Item 4. Information on the Company and Item 5. Operating and Financial Review and Prospects. Examples of such forward-looking statements include:

- projections of operating revenues, net income (loss), net income (loss) per share, capital expenditures, dividends, capital structure or other financial items or ratios;
- statements of our plans, objectives or goals, including those related to anticipated trends, competition and regulation;
- statements about market risks, including interest rate risk and foreign exchange risk;
- statements about our future economic performance or that of Chile or other countries in which we operate; and
- statements of assumptions underlying such statements.

Words such as believe, anticipate, plan, aims, seeks, expect, intend, target, objective, estimate, project, potential, pred could, may, will, should and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. These statements may relate to (i) our asset growth and financing plans, (ii) trends affecting our financial condition or results of operations and (iii) the impact of competition and regulations, but are not limited to such topics. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ materially from those described in such forward-looking statements included in this annual report as a result of various factors (including, without limitation, the actions of competitors, future global economic conditions, market conditions, foreign exchange rates and operating and financial risks), many of which are beyond our control. The occurrence of any such factors not currently expected by us could significantly alter the results set forth in these statements.

Factors that could cause actual results to differ materially and adversely include, but are not limited to:

- changes in general economic, business, political or other conditions in Chile, or changes in general economic or business conditions in Latin America, the United States, Europe or Asia;
- changes in capital markets in general that may affect policies or attitudes towards lending to Chile or Chilean companies;
- increased costs;
- increased competition and changes in competition or pricing environments, including the effect of new technological developments;
- unanticipated increases in financing and other costs or the inability to obtain additional debt or equity financing on attractive terms;
- natural disasters;
- the effect of tax laws on our business; and
- the factors discussed under Item 3. Key Information Risk Factors.

Table of Contents

You should not place undue reliance on forward-looking statements, which speak only as of the date that they were made. This cautionary statement should be considered in connection with any written or oral forward-looking statements that we may issue in the future. We do not undertake any obligation to publicly release any revisions to such forward-looking statements after the filing of this annual report to reflect later events or circumstances or to reflect the occurrence of unanticipated events.

PRESENTATION OF FINANCIAL INFORMATION

We prepare our audited consolidated financial statements in Chilean pesos and in accordance with International Financial Reporting Standards (IFRS) in effect from time to time as issued by the International Accounting Standards Board (IASB).

Unless otherwise indicated, the financial information included in this annual report with respect to 2013, 2014, 2015, 2016 and 2017 has been derived from financial statements that have been prepared in accordance with IFRS. See Note 2(a) to our audited consolidated financial statements as of and for the year ended December 31, 2017 appearing elsewhere in this annual report. IFRS differs in certain significant respects from Chilean Generally Accepted Accounting Principles (the Chilean GAAP) as issued by the *Superintendencia de Bancos e Instituciones Financieras de Chile* (the Superintendency of Banks and Financial Institutions or SBIF). As a result, our financial information presented under IFRS is not directly comparable to any of our financial information presented under Chilean GAAP. Accordingly, readers should avoid such comparison.

In this annual report, references to \$, U.S.\$, U.S. dollars and dollars are to United States dollars, references to pesos or Ch\$ are to Chilean pesos (see Note 2(t)) to our audited consolidated financial statements as of and for the year ended December 31, 2017 appearing elsewhere in this annual report), and references to UF are to Unidades de Fomento. The UF is an inflation indexed Chilean monetary unit of account with a value in Chilean pesos that is linked to and adjusted daily to reflect changes in the Consumer Price Index (CPI) of the *Instituto Nacional de Estadísticas* (the Chilean National Statistics Institute). As of December 31, 2017 and April 20, 2018, one UF equaled Ch\$26,798.14 and Ch\$26,986.65, respectively.

This annual report contains translations of certain Chilean peso amounts into U.S. dollars at specified rates solely for your convenience. These translations should not be construed as representations that the Chilean peso amounts actually represent such U.S. dollar amounts, were converted from U.S. dollars at the rate indicated in our audited consolidated financial statements as of and for the year ended December 31, 2017 or could be converted into U.S. dollars at the rate indicated. Until November 30, 2011, Banco de Chile applied the observed exchange rate reported by the *Banco Central de Chile* (the Central Bank) in order to translate its financial statements from Chilean pesos to U.S. dollars. However, beginning December 1, 2011, Banco de Chile adopted the exchange rate of accounting representation, or spot exchange rate, for such matters. This is also described in Item 3. Key Information Selected Financial Data Exchange Rates. Thus, unless otherwise indicated, the U.S. dollar amounts have been translated from Chilean pesos based on the exchange rate of accounting representation as of December 31, 2017 as determined by our Treasury on a daily basis, based on the average of the daily closing bid and offer rates reported by Bloomberg for the Santiago Stock Exchange. As of December 31, 2017 and April 20, 2018, the exchange rates of accounting representation were Ch\$615.43 = U.S. \$1.00 and Ch\$596.05 = U.S.\$1.00, respectively. As of the same dates, the observed exchange rates, as published by the Central Bank, were Ch\$615.22 = U.S.\$1.00 and Ch\$594.42 = U.S.\$1.00, respectively.

The Federal Reserve Bank of New York does not report a noon buying rate for Chilean pesos.

Unless otherwise specified, all references in this annual report to total loans are to loans to customers before deducting allowances for loan losses, and they do not include loans to banks or contingent loans. In addition, all market share data and financial indicators for the Chilean banking system as compared to Banco de Chile's financial information presented in this annual report are based on information published periodically by the SBIF which is published under Chilean GAAP and prepared on a consolidated basis, unless otherwise indicated. For more information see Item 4. Information on the Company Business Overview Competition.

In this annual report, past due loans are any loans for which the counterparty has failed to make a payment when contractually due, including installments that are overdue, plus the remaining balance of principal and interest on such loans. In order to distinguish between different overdue time periods, the corresponding time period is included after the term Past due Loans (for example, Past due Loans 90 days or more). For more information, please see Item 4. Information on the Company Selected Statistical Information Classification of Loan Portfolio Based on the Borrower's Payment Performance.

Table of Contents

According to Chilean regulations and for the purposes of this annual report, regulatory capital (Regulatory Capital) consists of:

- basic capital, which is composed of our paid-in capital, reserves and retained earnings, excluding capital attributable to subsidiaries and foreign branches (Basic Capital); and
- supplementary capital, which is composed of the following: (i) our subordinated bonds, considered at issue price (reduced by 20% for each year during the period commencing six years prior to maturity), but not exceeding 50% of our Basic Capital; plus (ii) our voluntary allowances for loan losses (up to 1.25% of risk-weighted assets to the extent voluntary allowances exceed those that banks are required to maintain by law or regulation); minus (iii) our goodwill and unconsolidated investments in companies (Supplementary Capital).

Certain figures included in this annual report and in our audited consolidated financial statements as of and for the year ended December 31, 2017 have been rounded for ease of presentation. Percentage figures included in this annual report have not in all cases been calculated on the basis of such rounded figures but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this annual report may vary slightly from those obtained by performing the same calculations using the figures in our audited consolidated financial statements as of and for the year ended December 31, 2017. Certain other amounts that appear in this annual report may similarly not sum due to rounding.

Inflation figures are those reported by the Chilean National Statistics Institute, unless otherwise stated herein or required by the context.

MACRO-ECONOMIC AND MARKET DATA

In this annual report, all macro-economic data relating to the Chilean economy is based on information published by the Central Bank. All market share data, financial indicators and other data relating to the Chilean financial system are based on information published periodically by the SBIF, which is published under Chilean GAAP and prepared on a consolidated basis.

Table of Contents**PART I****Item 1 Identity of Directors, Senior Management and Advisors**

Not Applicable.

Item 2 Offer Statistics and Expected Timetable

Not Applicable.

Item 3 Key Information**SELECTED FINANCIAL DATA**

The following tables present historical financial information about us as of the dates and for each of the periods indicated. The following tables should be read in conjunction with, and are qualified in their entirety by reference to, our audited consolidated financial statements as of and for the year ended December 31, 2017 appearing elsewhere in this annual report. The financial information for the years ended December 31, 2013, 2014, 2015, 2016 and 2017 is presented under IFRS.

Our audited consolidated financial statements have been prepared in accordance with IFRS for the years ended December 31, 2013, 2014, 2015, 2016 and 2017.

	2013		2014		For the Year Ended December 31, 2015		2016		2017			
	(in millions of Ch\$, except share and per share data)		(in millions of Ch\$, except share and per share data)		(in millions of Ch\$, except share and per share data)		(in millions of Ch\$, except share and per share data)		(in thousands of U.S.\$)(1)			
IFRS:												
CONSOLIDATED												
STATEMENT OF INCOME												
DATA												
Interest revenue	Ch\$	1,765,942	Ch\$	2,045,604	Ch\$	1,908,457	Ch\$	1,916,992	Ch\$	1,886,700	ThU.S.\$	3,065,661
Interest expense		(704,371)		(788,788)		(680,169)		(690,259)		(652,005)		(1,059,430)