



MEMORANDUM

TO : COMMON SHAREHOLDERS OF CITICORE ENERGY REIT CORP. (“CREIT” OR THE “COMPANY”)

FROM : **ATTY. RAYMUND JAY S. GOMEZ**
Compliance Officer

DATE : 16 March 2022

SUBJECT : *Tax Guidelines for the Availment of Preferential Tax Rates on the March 2022 Common Shares Cash Dividend Declaration*

A. CASH DIVIDEND DECLARATION.

On 9 March 2022, the Board of Directors of CREIT approved the declaration of cash dividends equivalent to PhP 227,926,167.71 out of the Company’s unrestricted retained earnings as of 31 December 2021, at PhP 0.035 per common share (the “Dividends”). The Dividends will be payable to the common shareholders on record as of **28 March 2022** and payable on **4 April 2022**.

B. TAX RATES ON DIVIDENDS.

The Dividends shall be subject to the following final withholding taxes (“FWT”):

SHAREHOLDER/TAXPAYER	FWT RATE*
Individual Citizens	Ten percent (10%)
Individual Resident Aliens	Ten percent (10%)
Non-Resident Alien Individuals (“NRAI”)	Ten percent (10%), unless entitled to claim a preferential withholding tax rate of less than ten percent (10%) pursuant to an applicable tax treaty
Domestic Corporations	Not subject to tax
Resident Foreign Corporations	Not subject to tax
Non-Resident Foreign Corporations (“NRFC”)	Ten percent (10%), unless entitled to claim a preferential withholding tax rate of less than ten percent (10%) pursuant to an applicable tax treaty

**Rates are based on Revenue Regulations No. 13-11, entitled: Implementing the Tax Provisions of Republic Act No. 9856, otherwise known as “The Real Estate Investment Trust Act of 2009”*

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C. DOCUMENTARY REQUIREMENTS.

In order to avail of preferential withholding tax rates or tax exemptions on dividend income, the respective shareholders are advised to submit the following documents:

1. For NRFC or NRAI shareholders entitled to preferential tax rates pursuant to a tax treaty between the Philippines and country of residence under the BIR Revenue Memorandum Order No 08-2017 ("RMO No. 08-2017"):
 - a. BIR Form 0901-D or Application Form for Treaty Purposes (hereinafter referred to as the "Application Form");
 - b. Tax Residency Certificate ("TRC") duly issued by the foreign tax authority;
 - c. Certificate of Entitlement of tax treaty relief issued by the BIR;
 - d. For NRFC, authenticated copy of Articles of Incorporation or equivalent document confirming its establishment or incorporation; and
 - e. Notarized or Consularized/Authenticated (if executed in a foreign country) Undertaking, substantially in the form attached as **Annex "A"**, which contains, among others, the obligations of the shareholder to indemnify CREIT in case of deficiency assessment by the BIR.
2. For Individual Resident Aliens shareholders:
 - a. Copy of the shareholder's Alien Certificate of Registration I-Card;
 - b. Copy of shareholder's Philippine visa (working or resident, as applicable); **or**
 - c. Copy of the Bureau of Immigration List of Registered Aliens.
3. For Certificated Domestic Shareholders:
 - a. Corporations – Certified true copy of the latest General Information Sheet; **and**
 - b. Individuals – Government Issued ID with photo.
4. For Brokers and Custodians Holding Scripless Shares:
 - a. In the case of shareholders whose shares are lodged with the Philippine Depository and Trust Corporation ("PDTC"), their respective brokers or custodian banks shall submit to the Company a Notarized or Consularized/Authenticated Certification (if executed in a foreign country) in substantially the same form as **Annex "B"** hereof.
 - b. The Company reserves the right to request for further documents to verify the information stated in the said Certification.

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D. SUBMISSION OF DOCUMENTARY REQUIREMENTS.

Please submit the original copies of the above-stated documentary requirements on or before **28 March 2022** (the "Submission Date") to:

PROFESSIONAL STOCK TRANSFER SERVICE, INC. ("PSTI")

10th Floor Telecom Plaza
316 Sen. Gil Puyat Avenue,
1209 Makati City

Contact Persons: **Ms. Jeneline P. Serafica** – jenny.serafica@professionalstocktransfer.com
Ms. Edelyn Jimeno – edelyn.jimeno@professionalstocktransfer.com

The Company will also accept duly signed and notarized scanned copies of the above-stated documentary requirements, submitted through electronic mail to the above PSTI's contact persons, provided that the original duly signed and notarized printed copies of the above-stated documentary requirements shall be submitted to PSTI on or before the Submission Date.

Failure to submit the aforementioned documentary requirements on or before the Submission Date will result in the automatic application of the regular tax rates on the Dividends as provided in Section B above.

E. CLARIFICATIONS.

All questions or clarifications with respect to this Memorandum should be coursed through:

CITICORE ENERGY REIT CORP.

11th Floor, Santolan Town Plaza
276 Col. Bonny Serrano Avenue
San Juan, Metro Manila

Telephone No.: (632) 8255-4600

ATTY. JAIME P. DEL ROSARIO – jdelrosario@crec.com.ph
Corporate Secretary

ATTY. JAMES A. JUMALON – jjumalon@crec.com.ph
Assistant Corporate Secretary

F. SIGNATURE.

A handwritten signature in black ink, appearing to read "Raymond Jay S. Gomez", is written over a horizontal line.

ATTY. RAYMUND JAY S. GOMEZ
Compliance Officer



ANNEX "A" UNDERTAKING

[Shareholder/Beneficial Owner], with address at [_____], [represented herein by the undersigned Name and Designation], (the "Shareholder"), after having been sworn in accordance with law hereby declares that:

1. The Shareholder is the [registered and/or beneficial owner] in fee simple of [number of shares] of Citicore Energy REIT Corp. ("CREIT") common shares (the "Shares").
2. The Shareholder is entitled to receive cash dividend declared last 9 March 2022 in the amount of PHP 0.035 per Share.
3. The Shareholder represents and warrants to CREIT that it is [entitled to a preferential tax rate of ten percent (10%) pursuant to Section 14 of the Real Estate Investment Trust Act of 2009 ("REIT Law") and Section 13 of the Bureau of Internal Revenue ("BIR") Revenue Regulations No. 13-11; *or* tax exempt pursuant to Section [_____] of the National Internal Revenue Code of the Philippines ("NIRC"); *or* entitled to a tax treaty relief in accordance with [_____] as evidenced by the attached supporting documents, in compliance with the Memorandum of CREIT on the "***Tax Guidelines for the Availment of Preferential Tax Rates on the March 2022 Common Shares Cash Dividend Declaration***" dated 16 March 2022.
4. The Shareholder undertakes and warrants that it shall promptly advise CREIT of any change in its circumstance that may or would result in the dividend income of the Shares being ineligible to the [preferential tax rate; *or* tax exemption; *or* tax treaty relief] stated in paragraph 3 above.
5. The Shareholder hereby authorizes CREIT to rely solely on the foregoing representations in all of the Shareholder's holdings, transactions, and dealings in respect of the Shares.
6. The Shareholder hereby holds CREIT free and harmless from, and undertakes to indemnify CREIT against, any and all obligations (including any tax obligation), actions, charges, claims, costs and other expenses that CREIT may incur or be subjected to on account of its reliance on the foregoing representations and warranties. The Shareholder assumes all risks and liabilities arising out of its representations herein.
7. In the event that the BIR shall issue any demand letter or assessment notice against CREIT following a lawful and timely audit despite presentation/submission of documentary proof on the Shareholder's [preferential tax rate; *or* tax-exempt status], the Shareholder shall immediately pay such assessment or may enter into compromise agreement with BIR without recourse to CREIT. The Shareholder shall submit to CREIT proof of payment of the tax assessment duly stamped received by the BIR and such other proof of settlement of the tax assessment and/or tax audit termination without necessity of any demand.
8. Should the Shareholder violate any of the provisions of this Undertaking, or if any of the Shareholder's representations and warranties prove to be untrue, CREIT is hereby authorized to withhold the tax deemed by it to be applicable on the Shareholder's income arising from its ownership of the Shares, without liability either to the Shareholder or any person other than the Shareholder claiming title to the Shares.



9. The Shareholder hereby further represents and warrants that all necessary consents, permits and approvals for the execution of this Undertaking have been secured and are in full force and effect.

IN WITNESS WHEREOF, this Undertaking has been signed this _____ in _____.

[Name and signature of the Shareholder or Authorized Representative]

[NOTARIAL/AUTHENTICATION PORTION]

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**ANNEX "B"
CERTIFICATION**

I, [Name], of legal age, [Nationality], with office address at [_____], being the [Position] of [NAME OF BROKER OR CUSTODIAN BANK], an entity duly organized and existing under the laws of [_____], with office address at [_____], under oath, do hereby certify that:

- Below is the list of beneficial owners ("BO(s)") of [number of shares] common shares in Citicore Energy REIT Corp. ("CREIT") held by [NAME OF BROKER OR CUSTODIAN BANK] as of 28 March 2022, the record date for the cash dividend declaration of CREIT on 9 March 2022, and that we have applied the proper withholding tax rates on the BOs based on the files we have on record and the documents that the said BOs have submitted in accordance with the Memorandum of CREIT on the "**Tax Guidelines for the Availment of Preferential Tax Rates on the March 2022 Common Shares Cash Dividend Declaration**" dated 16 March 2022.

Complete Name of BO (Corporation/Individual)	Tax Identification Number	Nationality and Residence	No. of Shares	Gross Dividends	FWT Rate	Amount of FWT	Net Dividends

- [NAME OF BROKER OR CUSTODIAN BANK] hereby undertakes to indemnify and hold harmless CREIT, its affiliates and respective directors, officers, agents, and employees against any and all obligations, actions, charges, losses, claims, costs and other expenses that it may incur or be subjected to on account of its reliance on the foregoing representation, including, without limitation, deficiency taxes, penalties and interest relating to or arising out of this Certification.



3. [NAME OF BROKER OR CUSTODIAN BANK] further agrees and acknowledges that it will be solely liable for, and will promptly pay when due, any taxes, fees, charges or other amounts (including interest and penalties) due to the Bureau of Internal Revenue (“BIR”) with respect to the dividends payable to its clients as indicated in this Certification. For this purpose, [NAME OF BROKER OR CUSTODIAN BANK] undertakes to pay to CREIT, upon written notice, the amounts that CREIT may be required to pay to the BIR for any deficiency in the amount of tax withheld and remitted.

4. [NAME OF BROKER OR CUSTODIAN BANK] further represents and warrants that all necessary consents, permits and approvals for the execution of this Certification have been secured and are in full force and effect.

IN WITNESS WHEREOF, this Certification has been signed this _____ in _____.

[NAME OF BROKER OR CUSTODIAN BANK]

By:

[SIGNATURE OVER PRINTED NAME]
[POSITION OF AUTHORIZED SIGNATORY]

[NOTARIAL/AUTHENTICATION PORTION]

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