

*Annex “A”*

**IMPLEMENTING GUIDELINES FOR THE RESERVATION AND ALLOCATION OF  
CITICORE ENERGY REIT CORP. (CREIT) OFFER SHARES  
TO THE ELIGIBLE TRADING PARTICIPANTS OF THE PHILIPPINE STOCK EXCHANGE, INC.  
 (“PSE” or the “Exchange”) THROUGH THE LEAD LOCAL UNDERWRITERS**

*These implementing guidelines (“**Eligible TP Guidelines**”) supplement and do not replace, supersede or revoke, and must be read in conjunction with the Terms and Conditions of the Application to Subscribe/Purchase Forms (“**Application**”) and the Final REIT Plan of Citicore Energy REIT Corp. (“**CREIT**” or the “**Company**”) dated January 27, 2022 (the “**Final REIT Plan**”) prepared in relation to the initial public offering of CREIT’s Firm Shares consisting of primary offer of 1,047,272,000 and secondary offer of 1,134,547,000 common shares (“**Firm Shares**”) with an over-allocation option of up to 327,273,000 common shares (“**Option Shares**”); the Firm Shares and Option Shares will be known as the “**Offer Shares**” or the “**Offer**”) which shall be distributed prior to the start of the Offer Period at an offer price of Php2.55 per share. All requirements stated in the Application Form must be complied with, except when clearly inconsistent herewith. Unless otherwise defined herein, all capitalized terms used have the same meanings ascribed to them in the Final REIT Plan, which is uploaded on the Company’s website, <https://creit.com.ph/#clickthru-process>, as may be amended or supplemented.*

All Trading Participants of the PSE (“**TPs**” or “**Trading Participants**”) who are classified by the Exchange as Eligible Trading Participants by January 27, 2022 will be provided a copy of these Eligible TP Guidelines and Sales Kits. Only Trading Participants who are qualified as eligible brokers pursuant to Section 14 of the Amended Listing Rules for Real Estate Investment Trusts (the “**Eligible Trading Participants**” or “**Eligible TPs**”), may submit a Firm Undertaking to the Receiving Agent through their designated representative(s) pursuant to item 6 below.

For the purpose of ensuring and facilitating a fair, orderly, and transparent distribution of the Offer Shares in connection with the Offer for and on behalf of Unicapital, Inc. (“**Unicapital**”) as Joint Global Coordinator, Joint Bookrunner and Lead Underwriter (the “**Joint Global Coordinator, Joint Bookrunner and Lead Underwriter**”), BDO Capital & Investment Corporation (the “**Joint Global Coordinator, Joint Bookrunner and Lead Local Underwriter**”) (and together with Unicapital, the “**Joint Global Coordinators**”), and PNB Capital and Investment Corporation (collectively referred to as the “**Lead Local Underwriters**”), and the Eligible Trading Participants, the following guidelines shall be implemented:

1. **On January 20, 2022**, the Exchange posted in the PSE Edge website the corporate website hyperlink to the preliminary REIT Plan dated January 19, 2022 (“**Preliminary REIT Plan**”) prepared in relation to the Offer. Such Preliminary REIT Plan is uploaded in CREIT’s website: <https://creit.com.ph/#clickthru-process>. Such Preliminary REIT Plan contains, among others, the following:
  - a. Summary terms and conditions of the Offer;
  - b. Total number of shares to be distributed through the Exchange; and
  - c. Number of Offer Shares which may be distributed by each Eligible TP (the “**Allocation per TP**”).
2. **On January 27, 2022 and January 28, 2022**, CREIT advised the Exchange on the final Offer Price of ₱2.55 per share applicable on the Offer Shares. The Listings Department of the Exchange (the “**PSE Listings Department**”) has announced the Offer Price through a PSE Listing Notice posted on the PSE EDGE website (“**PSE Listings Notice**”) and announced the same on the electronic board in the PSE BGC Tower trading floor.
3. **On January 27, 2022 and January 29, 2022**, CREIT advised the Exchange on the final terms and conditions of the Offer. The PSE Listings Department announced the final terms and conditions of the Offer through a PSE Listing Notice.
4. **On January 31, 2022**, the PSE Listings Department posted on the PSE EDGE website the hyperlink to CREIT’s website <https://creit.com.ph/#clickthru-process> where CREIT’s Final REIT Plan is uploaded and is available for downloading through a PSE Listing Notice which shall include, among others, the following information:
  - a. Final Issue Size and Final Offer Price;
  - b. Final Summary Terms and Conditions of the Offer;
  - c. Total number of shares to be distributed; and
  - d. Allocation per TP.

No later than end of business hours on January 31, 2022, the selling kits in relation to the Offer (the “**Selling Kits**”) shall

be emailed to the Eligible TPs by the Company, through the Joint Global Coordinators, with physical copies available upon request made via email at [project-comet@unicapital-inc.com](mailto:project-comet@unicapital-inc.com) or [projectcomet@bdo.com.ph](mailto:projectcomet@bdo.com.ph). Each Selling Kit shall contain soft copies of at least: (i) the Final REIT Plan; (ii) the Eligible TP Guidelines; (iii) the Sales Report template; (iv) the Application Form; and (v) the corresponding Signature Cards.

Upon receipt of the Selling Kits referred to above, each Eligible Trading Participant is deemed to have agreed to the terms and conditions set out in these Eligible TP Guidelines and to the procedures relative to the Eligible TP Guidelines.

Eligible Trading Participants should request no later than February 2, 2022, 12:00 noon for the physical copies for pick-up. On February 3, 2022, 12:00 noon, Eligible Trading Participants who have requested for hard copies may pick-up printed copies of the Final REIT Plan, Application Form and Signature Cards at (i) the PSE's office in Bonifacio Global City, Taguig City; or (ii) at the offices of the Joint Global Coordinators at 3<sup>rd</sup> Floor Majalco Building, Benavidez corner Trasierra Streets, Makati City, or 46F BDO Corporate Center Ortigas, 12 ADB Avenue, Ortigas Center, Mandaluyong, Philippines. Only those eligible Trading Participants who have requested for hard copies on or before 12:00 noon on February 2, 2022 in response to the distribution of the Final REIT Plan will be granted their request.

5. **No later than 11:00 a.m. on February 4, 2022**, Eligible Trading Participants participating in the Offer (each a "**Participating Eligible TP**") may submit to the designated representative(s) of the Receiving Agent through electronic communication, three (3) sets of the duly-accomplished and signed "Firm Undertaking to Purchase Offer Shares of Citicore Energy REIT Corp." (the "**Firm Undertaking**"), in the form attached as Annex "B" to these Eligible TP Guidelines.

Participating Eligible TPs must also attach to the Firm Undertaking a copy of the Proof of Authority to Sign of its authorized signatory(ies) which shall be in a form of a Sworn Corporate Secretary's Certificate containing the Board Resolution confirming the authority of the person(s) designated therein to sign and execute the papers or documents for and on behalf of such Participating Eligible TP, and the Specimen Signature(s) of such authorized signatory(ies) (the "**Proof of Authority to Sign**"), unless the Proof of Authority to Sign has already been provided in the records of the Exchange. **The TPs should read the terms of the Firm Undertaking and abide by its commitments under the Firm Undertaking.**

- a. The number of Offer Shares to be indicated in the Firm Undertaking shall be the total number of Offer Shares which the Participating Eligible TP shall unconditionally commit to purchase (the "**Firm Order**"), including Additional Shares (as defined below), if any.
- b. The Participating Eligible TP may opt to submit a Firm Order that is more than, equal to, or less than the TP Allocation. Any order in excess of the TP Allocation shall be referred to as the "**Additional Shares**".
- c. The number of Offer Shares to be indicated in the Firm Undertaking must be compliant with the minimum order size and incremental lot size as described in item 13 below.

**The scanned copies of the original documents shall be submitted to the Receiving Agent through electronic communication at [creitipo@professionalstocktransfer.com](mailto:creitipo@professionalstocktransfer.com) no later than 11:00am on February 4, 2022. The emails should have a subject heading ("CREIT IPO Firm Undertaking – [Name of Eligible TP]") and the sender should request for a Read Receipt and a Delivery Status Notification to ensure that the email has been sent to the Receiving Agent and for proper documentation.**

**The 11:00 a.m. deadline on February 4, 2022 shall be strictly followed. The original copies, originally signed, shall be submitted to the office of the Receiving Agent via registered mail/courier within thirty (30) calendar days from the submission of the scanned copies.**

Two (2) copies of the Firm Undertaking shall be retained by the Receiving Agent while the third copy, duly stamped received by the Receiving Agent, shall be returned to the Participating Eligible TP. One (1) copy of the retained Firm Undertaking shall be delivered via electronic mail, on the same day, to the Joint Global Coordinator for the allocation of Offer Shares to the Participating Eligible TPs.

6. Based on the Firm Undertaking submitted by the Participating Eligible TP, the Receiving Agent shall accomplish the following:

- a. Verify the signature on each Firm Undertaking received against the records of the Exchange or the Proof of Authority to Sign submitted by each Participating Eligible TP to the Exchange (the “**PSE Records**”) or against the copy of the Proof of Authority to Sign that is attached to the Firm Undertaking submitted by a Participating Eligible TP to the Receiving Agent;
  - b. Verify that the number of shares indicated in the Firm Undertaking are in accordance with the PSE board lot table;
  - c. Verify that the total number of Offer Shares indicated does not exceed the aggregate number of Offer Shares allocated to all Eligible Trading Participants under the Offer (the “**TP Allocation**”).
  - d. Coordinate with any and all Participating Eligible TP in case of any deficiency or defect in the submitted Firm Undertaking or any other attached documents, and ensure that such Participating Eligible TP submits a properly completed Firm Undertaking, with the necessary supporting documents (if applicable); and
  - e. Notify the Participating Eligible TP via email to acknowledge receipt of such Firm Undertaking and attachment (if any). Such email response shall serve as a confirmation to the Participating Eligible TP that their Firm Undertaking has been considered for processing by the Receiving Agent;
7. **No later than 2:00 p.m. on February 4, 2022**, the Receiving Agent shall submit to the Joint Global Coordinator, Joint Bookrunner and Lead Underwriter a summary report of the Firm Orders based on the Firm Undertakings submitted by the Participating Eligible TPs.

**No later than 3:00 p.m. on February 4, 2022**, after noting the Firm Orders received from each Participating Eligible TP, the Joint Global Coordinators, shall conduct the allocation of the Offer Shares for Participating Eligible TPs, as described under the Mechanics of Distribution of the TP Allocation section below. The Joint Global Coordinators shall verify that the total number of Offer Shares indicated in the TP Final Allocation List does not exceed the aggregate Offer Shares allocated to all Eligible TPs (the “**TP Allocation**”).

9. **No later than 4:00 p.m. on February 4, 2022**, the Joint Global Coordinators as Joint Bookrunner shall submit to the Exchange, through electronic communication, a report signed by the authorized representatives of the Lead Local Underwriters containing the list of Participating Eligible TPs with the corresponding number of Offer Shares allocated to them by the Joint Global Coordinators as Joint Bookrunner (the “**Final TP Allocation Report**”). The Final TP Allocation Report shall be sent to the following:
- a. PSE Listings Department (email: [listings@pse.com.ph](mailto:listings@pse.com.ph)).
  - b. Unicapital, Inc. (email: [project.comet@unicapital-inc.com](mailto:project.comet@unicapital-inc.com))
  - c. BDO Capital & Investment Corporation (email: [projectcomet@bdo.com.ph](mailto:projectcomet@bdo.com.ph))
  - d. PNB Capital and Investment Corporation (email: [projectcomet.pnb@pnb.com.ph](mailto:projectcomet.pnb@pnb.com.ph))
  - e. Professional Stock Transfer Inc. (email: [creitipo@professionalstocktransfer.com](mailto:creitipo@professionalstocktransfer.com))

10. **No later than 9:00 a.m. on February 7, 2022**, the Joint Global Coordinators as Joint Bookrunner shall deliver, through electronic communication, the notices of final allocation to each Participating Eligible TP (each a “**Notice of Final Allocation**”).

The original copies of the notice of final allocation will be delivered to each Participating TP within thirty (30) calendar days from February 7, 2022.

11. **No later than 12:00 noon on February 8, 2022**, each Participating Eligible TP shall submit the following documents to the representatives of the Receiving Agent, through electronic communication at [creitipo@professionalstocktransfer.com](mailto:creitipo@professionalstocktransfer.com) with a subject heading (“**CREIT IPO Application – [Name of Eligible TP]**”):
- a. Scanned copies of the original documents:
    - i. Duly-accomplished Application reflecting the aggregate total orders under its name;
    - ii. The required attachments as enumerated in the Application;
    - iii. Two (2) properly filled-out signature cards, each bearing the specimen signatures of the Participating Eligible TP’s designated signatories, duly authenticated and certified by its Corporate Secretary;
    - iv. One (1) government issued IDs of the authorized signatories, duly authenticated and certified true copy by

- the Participating Eligible TP’s Corporate Secretary;
  - v. Duly-accomplished Sales Report in both Excel **and** PDF formats duly-certified by the authorized signatory(ies) of the Participating Eligible TP showing the breakdown of all underlying orders with fully completed fields. The total amount reflected in the Sales Report should be consistent with the amount reflected in the Application;
  - vi. “Trading Participant’s Endorsement and Certification”, attached as Annex “D” to these Implementing Guidelines
  - vii. Secretary’s Certificate;
  - viii. “Affidavit of Undertaking to Submit Original Copies of the Documents” (the “Undertaking to Submit”), attached as Annex “E” to these Implementing Guidelines, within thirty (30) calendar days from submission of the electronic mail of the scanned copies
- b. The notarization of the Secretary’s Certificate, the “Trading Participant’s Endorsement and Certification” and the “Undertaking to Submit” will only be notarized upon submission of the original documents.
- c. The signatures on the documents can made on the following forms
- i. Actual signature on the documents;
  - ii. Electronic signatures affixed to the documents; or
  - iii. Electronic approval for the attached documents using the business email address.
- d. Payment for the Offer Shares being subscribed for shall be made either by cash, real time gross settlement or fund/online/ATM/wire transfer or manager’s/cashier’s check, corporate check or personal check drawn against any Bangko Sentral ng Pilipinas authorized bank or any branch thereof deposited to any branch of BDO Unibank, Inc.. All checks should be made payable to “BDO Capital & Investment Corporation”, crossed “Payee’s Account Only”, dated on or before the date of the Application Form, and subject to a clearing period of no more than one (1) business day. The complete bank account details will be contained in the Notice of Final Allocation to be sent to each Participating TP. **No application shall be considered accepted until the funds for payment have been credited to the nominated bank account.**

*Note: Any bank charges in relation to the mode of payment chosen will be for the payor’s account.*

**Only Applications made on or before the 12:00 noon deadline on February 8, 2022 shall be accepted by the Receiving Agent. Payments for check must be fully settled and cleared by 12:00 noon on the same date while the payments for cash must be fully settled and cleared by 1:00 p.m. on the same date. Copy of proof of payment shall be sent to creitipo@professionalstocktransfer.com together with all of the above-cited documents.**

Any questions related to the documentary submissions and payments may be directed to the representatives of the Receiving Agent below:

Name	Email Address
Edelyn Jimeno	creitipo@professionalstocktransfer.com
Hilda Amion	creitipo@professionalstocktransfer.com

Due to the current circumstances, the only official communication channel of the Receiving Agent will be via electronic communication / email.

12. Each Eligible Trading Participant shall be required to open and maintain a segregated sub-account for the holdings of each client under the Name on Central Depository (“NoCD”) facility of the Philippine Depository & Trust Corp. (“PDTC”). To allow ample time to process the NoCD account creation with PDTC, each Eligible Trading Participant shall provide PDTC the assigned sub-account number/code for their clients who subscribed to the Offer through them, **as early as the beginning of the Offer Period to no later than 12:00 noon on February 11, 2022.**

Eligible Trading Participants shall be required to open and maintain a segregated sub-account for the holdings of each client under the Name on Central Depository (“NoCD”) facility of the PDTC. For this purpose, each Eligible TP shall obtain, and warrant that it has obtained, a client’s consent for the collection, processing and sharing of a client’s information used to set-up a client’s NoCD sub-account to PDTC, and coordinate with the PDTC for the completion of the creation of such sub-account under the NoCD facility.

13. The minimum order size is 1,000 Offer Shares, with incremental lot sizes of 1,000 Offer Shares. The Offer Shares in the Offer may be purchased by (i) any natural person of legal age regardless of nationality, or (ii) any corporation, association, partnership, trust account, fund or entity organized under the laws of the Philippines or licensed to do business in the Philippines, regardless of nationality, subject to the restrictions on ownership, as described in the Final REIT Plan, and CREIT's right to reject an Application or reduce the number of the Offer Shares applied for subscription. Each Participating Eligible TP shall not make any press or public announcement or issue and distribute any document other than the Final REIT Plan, Application (including the attached annexes) or materials issued by the Lead Local Underwriters, in accordance with the 2015 Amended Implementing Rules and Regulations of the Securities Regulation Code (SRC) of the Philippines Rule 8.1 No.3, G, which states that: "the use of selling documents other than the Final REIT Plan during the offering period is prohibited, except, that the information contained in SRC Rule 8.3 may be disseminated in whole or in part to summarize the offering."
14. Each Participating Eligible TP shall represent, warrant and agree that it will offer or sell, directly or indirectly, any of the Offer Shares in a manner which is compliant with all relevant laws, rules and regulations in the jurisdictions where it proposes to offer or sell the Offer Shares.
15. Without prejudice to the foregoing and any subsequent submission by a Participating Eligible TP of the above-specified documents, CREIT, through the Joint Global Coordinators and/or the Receiving Agent, reserves the right to reject any Application that is incomplete, completed incorrectly, submitted without all the required documents or does not meet the requirements as set forth in the terms and conditions of the Application.
16. The Receiving Agent and Stock Transfer Agent, Professional Stock Transfer Inc., shall prepare a preliminary sales report containing the details of the Applications and payments received from each Eligible Trading Participant.
17. Each Eligible Trading Participant with clients that subscribed thru the PSE Electronic Allocation System ("PSE EASy") shall provide the downloadable share allocation report to the Receiving Agent and Stock Transfer Agent. However, in line with the new sales report template required by the PDTC, each Eligible Trading Participant is required to completely fill-in the details in the new sales report template. Attached as Annex "G" is the new sales report template. Each Eligible Trading Participant is required to submit the completely filled-in new sales report no later than February 8, 2022.
18. The Company, through the Stock Transfer Agent, Professional Stock Transfer Inc., shall submit to the Exchange no later than **12:00 noon on February 14, 2022**, a final consolidated sales report of the Offer, including the breakdown of the final subscriptions from Qualified Institutional Buyers, Clients of the Lead Local Underwriters, the Eligible TPs and the LSI Applicants. The Company, through the Receiving Agent, shall likewise submit a report summarizing the applications and payments made by the Participating Eligible TPs relative to their respective Firm Undertakings.
19. **No later than 9:00 a.m. on February 17, 2022**, the aggregate number of Offer Shares sold in the Offer will be lodged with PDTC.
20. In case of rejected or scaled down applications to purchase the Offer Shares, the Participating Eligible TPs shall be notified in writing by the Receiving Agent by Professional Stock Transfer Inc. The Receiving Agent shall start the release of check refunds available, without interest and within five (5) banking days from the end of Offer Period or until February 15, 2022, all or a portion of the payment corresponding to the number of Offer Shares wholly or partially rejected. All check refunds shall be made through the Receiving Agent, at the Applicant's risk, which checks shall be available for pick-up at the office of the Receiving Agent at 10<sup>th</sup> Floor Telecom Plaza Building 316 Gil Puyat Avenue, Makati City. The representatives of the relevant Participating Eligible TPs claiming such check refunds or rejected Applications are required to present an authorization letter and proper identification documents prior to the release of such check refunds or rejected Applications.

In the event that the number of Offer Shares to be received by an Applicant, as confirmed by the relevant Local Underwriter, is less than the number covered by its Application, or if an Application is rejected by the Company, then the Receiving and Paying Agent shall refund, without interest, within five banking days from the end of the Offer Period until 30 days from the end of the Offer Period, all or a portion of the Applicant's payment corresponding to the number of Offer Shares wholly or partially rejected. All refunds shall be made through the Receiving and Paying Agent, at the Applicant's risk. If such check refunds are not claimed after 30 days following the beginning of the refund period, such checks shall be mailed to the Applicant's registered address at the Applicant's risk.

21. Any questions related to the Offer or the guidelines and procedures for the Offer may be directed to the representatives of the Lead Local Underwriters listed below:

**Unicapital, Inc.**

<b>Name</b>	<b>Email Address</b>
Karl Patrick C. Cortez	project.comet@unicapital-inc.com
Gabriel Antonio P. Feliciano	project.comet@unicapital-inc.com

**BDO Capital & Investment Corporation**

<b>Name</b>	<b>Email Address</b>
Hanna Lavinia G. Palatino	projectcomet@bdo.com.ph
Gabriel S. Edjawan	projectcomet@bdo.com.ph

**PNB Capital and Investment Corporation**

<b>Name</b>	<b>Email Address</b>
Kimberly Joyce C. Aclan	pnbcapitalcomet@pnb.com.ph
Margerie J. Reyes	pnbcapitalcomet@pnb.com.ph

Any questions related to the documentary submissions and payments may be directed to the representatives of the Receiving Agent listed below:

<b>Name</b>	<b>Email Address</b>
Edelyn Jimeno	creitipo@professionalstocktransfer.com
Hilda Amion	creitipo@professionalstocktransfer.com

Due to the current circumstances, the only official communication channel of the Receiving Agent and the Lead Local Underwriters will be via electronic communication/email.

*Annex “B”*

**PROCEDURES RELATIVE TO THE IMPLEMENTING GUIDELINES FOR  
THE RESERVATION AND ALLOCATION OF CITICORE ENERGY REIT CORP.’s (“CREIT”) OFFER  
SHARES  
TO THE ELIGIBLE TRADING PARTICIPANTS OF THE PHILIPPINE STOCK EXCHANGE, INC.  
 (“PSE” or the “Exchange”) THROUGH THE LEAD LOCAL UNDERWRITERS**

*These procedures do not replace or supersede nor revoke, and must be read in conjunction with the terms and conditions of the Application to Purchase Form (“Application”) and the Eligible TP Guidelines. All requirements stated in the Application and the Eligible TP Guidelines must be complied with. All capitalized terms used herein have the same meanings ascribed to them in the Final REIT Plan, unless otherwise defined in the Eligible TP Guidelines.*

Upon receipt of the Selling Kits referred to above, each Eligible Trading Participant is deemed to have agreed to the terms and conditions set out in the Eligible TP Guidelines and to the procedures relative to the Eligible TP Guidelines. The eligible Trading Participants shall confirm through electronic communication the electronic receipt of the Selling Kits to the respective Joint Global Coordinator who sent the Selling Kit on or before 12:00 noon. on January 31, 2022.

**I. Action Steps for the Eligible PSE Trading Participants**

1. Submit to the Receiving Agent via electronic communication three (3) sets of the duly accomplished and signed Firm Undertaking specifying the number of shares the Eligible Trading Participant commits to purchase, including Additional Shares, if any.
  - a. In accomplishing the Firm Undertaking, please be guided by the following<sup>1</sup>:

For the Offer, Trading Participants will be allocated a **total of 436,364,000 Offer Shares subject to final allocation**, which shall be consistent with the applicable rules, **as may be determined by the Joint Global Coordinators**. Each Eligible Trading Participant will be allocated a **total of 3,547,000 Offer Shares**. The balance of **83,000** remaining Offer Shares will be allocated by the Joint Global Coordinators as Joint Bookrunner to the Participating Eligible TPs.

The **minimum subscription is 1,000 Offer Shares**. Participating Eligible TPs may subscribe to additional Offer Shares provided that they be in multiples of **1,000 Offer Shares**.

- b. An Eligible Trading Participant must attach with the Firm Undertaking a copy of its **Proof of Authority to Sign** of its authorized signatory/(ies) which shall be in a form of a **Sworn Corporate Secretary’s Certificate** containing the Board Resolution, confirming the authority of the person(s) designated herein to sign and execute the papers or documents for and on behalf of such Eligible Trading Participant, and the **Specimen Signature(s)** of such authorized signatory(ies) (the **“Proof of Authority to Sign”**), unless the Proof of Authority to Sign has already been provided in the records of the Exchange. All forms to be submitted to the office of the Receiving Agent via registered mail/courier within thirty (30) calendar days from the submission of the scanned copies must be originally signed and notarized, as applicable. The Eligible Trading Participants should read the terms of the Firm Undertaking and abide by its commitments.
    - c. An Eligible Trading Participant may opt to submit a Firm Order that is more than, equal to, or less than the TP Allocation, subject to the Mechanics of Distribution described below. Any orders in excess of the TP Allocation shall be referred to as the “Additional Shares”, subject to the Mechanics of Distribution described below. Any Additional Shares may be awarded to the Participating Eligible TP from the Allocation per TP not taken up by the other Eligible TPs.
    - d. Eligible Trading Participants who opt not to participate in the Offer and those who fail to submit the Firm Undertaking on the specified date and time will be deemed not to have purchased any of the Offer Shares.

<sup>1</sup> Computed on the basis of 123 Trading Participants that have complied with all the requirements under the PSE Amended Listing Rules for Real Estate Investment Trust dated February 07, 2020.

Deadline for submission of the Firm Undertaking is at **11:00 a.m. of February 4, 2022**. The Firm Undertaking shall be submitted to the Receiving Agent through electronic communication to **creitipo@professionalstocktransfer.com**.

2. **Not later than 12:00 noon on February 8, 2022**, submit to the representatives of the Receiving Agent through electronic communication at **creitipo@professionalstocktransfer.com** the following:
  - a. Scanned copies of the original documents:
    - (i) Duly-accomplished Application reflecting the aggregate total orders under its name
    - (ii) The required attachments as enumerated in the Application;
    - (iii) Two (2) properly filled-out signature cards, each bearing the specimen signatures of the Participating Eligible TP's designated signatories, duly authenticated and certified by its Corporate Secretary;
    - (iv) One (1) government issued IDs of the authorized signatories, duly authenticated and certified by its Corporate Secretary;
    - (v) Duly-accomplished Sales Report in both Excel **and** PDF formats duly-certified by the authorized signatory(ies) of the Participating Eligible TP showing the breakdown of all underlying of all underlying orders with fully completed fields. The total amount reflected in the Sales Report should be consistent with the amount reflected in the Application;
    - (vi) "Trading Participant's Endorsement and Certification", attached as Annex "D" to the Implementing Guidelines
    - (vii) Secretary's Certificate; and
    - (viii) "Affidavit of Undertaking to Submit Original Copies of the Documents" (the "Undertaking to Submit"), attached as Annex "E" to these Implementing Guidelines, within thirty (30) calendar days from submission of the electronic mail of the scanned copies.
  - b. The notarization of the Secretary's Certificate, the "Trading Participant's Endorsement and Certification" and the "Undertaking to Submit" will only be notarized upon submission of the original documents.
  - c. The Signatures on the documents can made on the following forms:
    - (i) Actual signature on the documents;
    - (ii) Electronic signature affixed to the documents; or
    - (iii) Electronic approval for the attached documents using the business/personal email address.
  - d. Payment for the Offer Shares made be made through over-the-counter cash or check deposit payment in BDO Unibank, Inc under the merchant account "BDO Capital & Investment Corporation" or any other mode of payment prescribed by the Receiving and Paying Agent.

**Deadline for submission of the Application and the required attachments to the Application, signature cards, Sales Reports and proof of payments to the representatives of the Receiving Agent through electronic communication to **creitipo@professionalstocktransfer.com** is **12:00 noon on February 8, 2022**. Payments for check must be fully settled and cleared by **12:00 noon on the same date** while the payments for cash must be fully settled and cleared by **1:00 p.m. on the same date**. The deadlines on **February 8, 2022** shall be strictly observed.**

**Each Participating Eligible TP shall submit separate Applications and Sales Reports for subscriptions by non-Filipino applicants.**

3. The Applications and Sales Reports should be consistent with the number of Offer Shares allocated to the Participating Eligible TP, as specified under the Notice of Final Allocation.

## **II. Action Steps for the Receiving Agent**

1. Assign representatives to receive from the Eligible Trading Participants, through electric communication, three (3) sets of the duly-accomplished and signed Firm Undertaking, together with a copy of the Proof of Authority to Sign, if not yet provided to the Exchange, which must be submitted **not later than 11:00 a.m. on February 4, 2022**.



Deadline for the submission of the Firm Undertaking by the Trading Participants is **not later than 11:00 a.m. February 4, 2022. The 11:00 a.m. deadline on February 4, 2022 shall be strictly observed.**

2. Upon receipt of the Firm Undertaking, the Receiving Agent shall compare the signatures on the Firm Undertaking against the PSE Records or against the copy of the Proof of Authority to Sign that is attached to the Firm Undertaking submitted by an Eligible Trading Participant to the Receiving Agent, and prepare a summary report of the Firm Orders based on the Firm Undertakings submitted by the Participating Eligible TPs.

During the Offer Period, the Receiving Agent shall make arrangements with the PSE for its access to the PSE Records.

3. The Joint Global Coordinators shall prepare the TP Final Allocation List which shall indicate the names of the Participating Eligible TPs and their corresponding Firm Orders (as indicated in the report of Firm Undertakings to be provided by the Receiving Agent) and, after conducting the allocation process, the final number of Offer Shares allocated to each Participating Eligible TP.

The Joint Global Coordinators shall prepare and submit the Notice of Final Allocation of each Participating Eligible TP to the PSE Listings Department. Those who opted not to participate in the Offer and those who failed to submit the Firm Undertaking on the date and time specified shall not be given the said notice.

4. The Joint Global Coordinators shall deliver, through electronic communication the Notice of Final Allocation to each Participating Eligible TP **no later than 9:00 a.m. on February 7, 2022**. The original copies of the Notice of Final Allocation will be delivered to each Participating TP within thirty (30) calendar days from February 7, 2022.

### **III. Mechanics of Distribution of the TP Allocation**

1. Upon receipt of the Firm Undertaking report from the Receiving Agent, the Joint Global Coordinators shall, with guidance from the PSE Listings Department, input the number of Offer Shares requested by each Participating Eligible TP in a spreadsheet designed for the reservation and allocation of the TP Allocation.
2. The spreadsheet shall distribute the total number of Offer Shares to be allocated to each Participating Eligible TP in accordance with the following process:
  - a. If the total number of Offer Shares requested by a Participating Eligible TP does not exceed the Allocation per TP, the Joint Global Coordinators shall fully satisfy the request of such Participating Eligible TP. Each Eligible Trading Participant is assured of not less than the Allocation per TP. The balance shall be re-distributed among those who have signified a commitment to purchase more than the Allocation per TP in their Firm Undertaking until all the Offer Shares allotted for distribution are allocated.

If the total demand from the Eligible Trading Participants is above the total TP Allocation, the Joint Global Coordinators, with guidance from the PSE Listings Department, will allocate to the Eligible Trading Participants by (i) filling in first those Eligible Trading Participants whose orders are below their Allocation per TP, and then (ii) those Eligible Trading Participants who have orders for Additional Shares.

- b. In no case shall any Participating Eligible TP be awarded more than the shares indicated in its Firm Undertaking.
  - c. If the total number of Offer Shares requested by all the Participating Eligible TPs is less than the TP Allocation (including the Additional Shares), the balance shall be returned to the Lead Local Underwriters.
  - d. If the total number of Offer Shares requested by a Participating Eligible TP is more than its Allocation per TP, the excess Firm Order may be awarded to such Participating Eligible TP out of the shares not taken up by the other Eligible Trading Participants.
3. All deadlines indicated in these procedures shall be strictly observed.

*Annex “C”*

**FIRM UNDERTAKING TO PURCHASE  
OFFER SHARES OF CITICORE ENERGY REIT CORP.**

This Firm Undertaking to Purchase Offer Shares of stock of Citicore Energy REIT Corp. (the “Undertaking”) is made and executed this \_\_\_\_ day of \_\_\_\_\_, 2022 by:

\_\_\_\_\_  
(Name of Eligible Trading Participant)

\_\_\_\_\_  
(Eligible Trading Participant Number)

\_\_\_\_\_  
(Address of Eligible Trading Participant)

hereinafter referred to as the “Eligible Trading Participant”;

In consideration for being granted the right to participate in the sale and distribution of Offer Shares of **Citicore Energy REIT Corp.**, the Eligible Trading Participant unconditionally undertakes to purchase: (\_\_\_\_\_) (in words) (\_\_\_\_\_) Shares (in number of shares) of CREIT for and on behalf of its clients. The Eligible Trading Participant similarly undertakes to deliver to the Lead Local Underwriters the application form/s, signature cards, required attachments to the application forms, hard and soft copies of the sales report, and the corresponding personal/corporate/Cashier’s/Manager’s check or electronic payment constituting the full payment of said shares (as specified in the “Implementing Guidelines for the Reservation and Allocation of Citicore Energy REIT Corp. Offer Shares to the Eligible Trading Participants”) **not later than 12:00 noon on February 8, 2022**. It is hereby understood that the Offer Shares not covered by the application forms in the name of the clients, if any, of the Eligible Trading Participants shall be lodged with the PDTC for the account of the undersigned Eligible Trading Participant. Likewise, the Offer Shares covered by defective, deficient or incomplete application forms, supporting documents or personal/corporate/cashier’s/manager’s check or electronic payments shall be lodged with the PDTC for the account of the undersigned Eligible Trading Participant.

In the event the Eligible Trading Participant is allocated a number of Offer Shares less than that above specified, the Eligible Trading Participant agrees to purchase said number of shares under the same conditions.

Pursuant to Article III, Part G, Section 5 of the Exchange’s Listing Rules, the Eligible Trading Participant has ensured and shall continue to ensure that clients subscribing to the Offer Shares are prioritized before the Eligible Trading Participant can acquire the same for its own or any of its proprietary accounts as defined in Rule 34.1, paragraph 1(A)(3) of the Securities Regulation Code of the Philippines.

If an Eligible Trading Participant fails to fully comply with its Undertaking for whatever reason, the Exchange shall have the right to subject the concerned Eligible Trading Participant to appropriate penalties and sanctions, such as but not limited to suspension and/or disqualification from participation in future offerings through the Exchange.

Furthermore, by virtue of this Undertaking, the Eligible Trading Participant hereby **accedes to and shall strictly comply with** the “Implementing Guidelines for the Reservation and Allocation of Citicore Energy REIT Corp. Offer Shares to the Eligible Trading Participants of the Philippine Stock Exchange, Inc. through the Lead Local Underwriters”.

\_\_\_\_\_  
Printed Name, Position/Title & Signature  
of Authorized Signatory of Eligible Trading Participant

\_\_\_\_\_  
Printed Name, Position/Title & Signature  
of Authorized Signatory of Eligible Trading Participant

**IMPORTANT:** The foregoing Undertaking shall be accomplished for the purpose of determining the number of Offer Shares to be distributed to the public by each Eligible Trading Participant of the PSE. Read carefully and comply strictly with the following instructions: (1) Accomplish the Undertaking in **triplicate** and submit the same to the Receiving Agent. One copy of the Undertaking, duly stamped received by the Receiving Agent, shall be returned to the Eligible Trading Participant; (2) Indicate in the space provided the complete name and address of the Eligible Trading Participant; (3) Accomplish the Undertaking by supplying the complete and accurate information required in the spaces provided; (4) If previously not submitted to the PSE, or if there are any changes to the previously submitted list of authorized signatories, attach four (4) original copies of the Proof of Authority to Sign of the authorized signatory(ies) of the Eligible Trading Participant which shall be in the form of a Sworn Corporate Secretary's Certificate containing the Board Resolution, confirming the authority of the persons designated therein to sign and execute the papers or documents for and on behalf of the Eligible Trading Participant, and the Specimen Signature(s) of such authorized signatory(ies); and (5) The Undertaking must be submitted to the Receiving Agent not later than 11:00 a.m. on February 4, 2022 and at the place announced and specified in the *"Implementing Guidelines for the Reservation and Allocation of Citicore Energy REIT Corp. Offer Shares to the Eligible Trading Participants of the Philippine Stock Exchange, Inc. through the Lead Local Underwriters"*.

**Annex “D”**

**[Address]**

Attention: [Name]  
[Designation]

[Date]

**TRADING PARTICIPANT’S ENDORSEMENT & CERTIFICATION**

We, [●] and [●], of legal age, and with office address at [●], are authorized representatives of [●], a duly registered securities broker-dealer and accredited Philippine Stock Exchange trading participant and eligible to trade REIT shares under Section 14 of the Amended Listing Rules for Real Estate Investment Trusts the Philippine Stock Exchange (the “**Eligible PSE TP**”).

We are submitting the attached copies of our sales report containing the aggregated list of our applicant-purchasers in PDF and Excel formats (the “**Sales Report**”) to Professional Stock Transfer Inc. (“PSTI”) in its capacity as Receiving Agent for the initial public offering of shares in Citicore Energy REIT Corp. (the “**IPO**”) and hereby certify that:

- (a) the Eligible PSE TP has (i) conducted the prescribed customer identification procedures on its applicant-purchasers in accordance with applicable laws and regulations, (ii) established, among others, the ultimate beneficiary of the purchase being made and has in its custody all the minimum information and/or documents required to be obtained from its customers for these purposes and in compliance with applicable laws and regulations, (iii) has ascertained to the best of its knowledge after due inquiry that its customers are not prohibited to hold the securities subject of the IPO under the relevant security offering documents or is otherwise a person whose acquisition, holding or transfer of the securities subject of the IPO would violate any other applicable law or regulation, and (iv) it has obtained applicant purchaser’s consent for the collection, processing and sharing of clients information used to set-up clients Name on Central Depository (“**NoCD**”) sub-accounts to PDTC;
- (b) all information provided to PSTI in the attached Sales Report are true, complete, current and correct and that in case of inconsistency between the PDF and Excel copies, PSTI shall have the right to rely on the PDF version without need for further confirmation from the Eligible PSE TP;
- (c) the Eligible PSE TP agrees and understands that since PSTI cannot reasonably conduct and complete any verification procedures on the content of the Sales Reports, (i) PSTI shall be entitled to rely on the verification procedures undertaken by the Eligible PSE TP in relation to the Sales Reports and its applicant-purchasers, and (ii) PSTI assumes that these were undertaken by the Eligible PSE TP in accordance with applicable laws and regulations; and
- (d) the Eligible PSE TP has secured any and all authorizations and waivers from the applicant-purchasers necessary for the Eligible PSE TP to disclose all information required by PSTI to undertake its duties in relation to the Offer.

[Signature page follows.]

**[Eligible PSE TP]**

By:	
_____	_____
<i>[Authorized Representative 1]</i>	<i>[Authorized Representative 2]</i>
<i>[Title]</i>	<i>[Title]</i>

SUBSCRIBED AND SWORN to before me on the \_\_\_\_\_ day of \_\_\_\_\_ affiant/s exhibiting to me their government-issued IDs as follows:

Name	Government ID / No.	Date/Place of Issue

Doc. No.  
Page No.  
Book No.  
Series of 2022

NOTARY PUBLIC

*Annex "E"*

**AFFIDAVIT OF UNDERTAKING TO SUBMIT ORIGINAL COPIES OF THE DOCUMENTS**

I/We, \_\_\_\_\_ (Name of Applicant/Authorized Representative/s of the PDTC Participant) with principal office address at \_\_\_\_\_, do hereby certify and state that:

- 1) I/We will comply with the guidelines for the alternative filing of the scanned Application to Subscribe/Purchase (Application) form and the documents mentioned therein through electronic mail with the Stock Transfer Agent as the Receiving Agent of the Initial Public Offering of Citicore Energy REIT Corp. in light of the imposition of the General Community Quarantine over the National Capital Region and Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019);
- 2) The Application is an accurate, complete, and authentic copy of the original thereof, and the information contained in the Application and documents mentioned therein are true and correct to the best of my/our knowledge;
- 3) Citicore Energy REIT Corp. or Professional Stock Transfer Inc. may fully rely on the electronic copies of the Application and the information contained in the Application and documents mentioned therein as if the same are originals of such documents for all intents and purposes;
- 4) I/We hereby undertake to submit hard or physical copies of the Application and the documents mentioned therein, within thirty (30) calendar days from the submission of the electronic mail of the soft copies; and
- 5) I/We hereby executing this Undertaking to Submit on \_\_\_\_\_ to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.

\_\_\_\_\_  
Signature over Printed Name of the Applicant/

Authorized Representative/s of the PDTC Participant

**ACKNOWLEDGEMENT**

REPUBLIC OF THE PHILIPPINES)  
CITY OF \_\_\_\_\_ ) S.S.

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ 2022 at \_\_\_\_\_ City, Philippines,  
affiants who personally appeared and exhibiting their respective identifications to wit:

Name	Government ID No.	Place of Issue and Issue Date

known to me and to me known to be the same persons who executed the foregoing agreement and who acknowledged to me that the same is their free will and voluntary act and deed that of the corporations they respectively represent.

WITNESS MY HAND AND NOTARIAL SEAL on the date and place first abovementioned.

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of 2022.