

VISTAREIT, INC.
INITIAL PUBLIC OFFERING OF COMMON SHARES

PART ONE

**Application and Settlement Procedures for Local Small Investors
under the Local Small Investors Program of The Philippine Stock Exchange, Inc. ("PSE")
through the PSE Electronic Allocation System ("PSE EASy")**

These implementing guidelines ("LSI Guidelines") supplement and do not replace or supersede, and must be read in conjunction with the Terms and Conditions of the Application to Purchase (the "Application") and the final REIT Plan of VistaREIT, Inc. (the "Company" or "VREIT") dated May 26, 2022 (the "Final REIT Plan"), prepared in relation to the initial public offering of the common shares of the Company consisting of an offer of 2,500,000,000 secondary common shares (the "Firm Shares") with an over-allotment option of up to 250,000,000 secondary common shares (the "Option Shares", and together with the Firm Shares, the "Offer Shares"). The offer of the Offer Shares is referred to herein as the "Offer". The shares are offered at a price of ₱1.75 per Offer Share ("Offer Price"). All requirements stated in the Application must be complied with, except when clearly inconsistent herewith. All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Final REIT Plan filed by the Company with the PSE and uploaded on the Company's website at www.vistareit.com.ph, as may be amended or supplemented. The direct link to the Final REIT Plan is also available on the PSE EDGE website at <https://edge.pse.com.ph>. Please refer to the annexes attached thereto, each of which form an integral part of this LSI Guidelines. Any specific time of day refers to Philippine Standard Time.

1. Out of the Offer Shares being offered by the Company pursuant to its initial public offering of such shares in the Philippines, an aggregate of 250,000,000 Offer Shares are allocated to the Local Small Investors ("LSIs") and made available nationwide through PSE EASy (<https://myeasy.pse.com.ph>), subject to final allocation as may be determined by BDO Capital & Investment Corporation, China Bank Capital Corporation, PNB Capital & Investment Corporation, RCBC Capital Corporation, and SB Capital Investment Corporation (the "Joint Lead Underwriters and Bookrunners"), based on the mechanics approved by the PSE. Further information about the Company, details about the Offer and the LSI Guidelines, and instructions for subscribing through PSE EASy shall be made available in the online IPO information center at www.vistareit.com.ph.
2. The Offer Shares allocated for the LSIs may be purchased by any natural person of legal age regardless of nationality, subject to the restrictions on ownership, as described in the Final REIT Plan, and the Company's right to reject, in whole or in part, an Application in accordance with the Summary of the Offer (see **Annex A**). Applications where checks are dishonored upon first presentation and Applications which do not comply with the Summary of the Offer will be automatically rejected. For the avoidance of doubt, any payment received pursuant to the Application does not constitute approval or acceptance of the Application.
3. Only Applications duly accomplished through PSE EASy by individuals who wish to participate as an LSI (each an "LSI Applicant") will be received and accepted. PSE EASy will generate a **unique 20-character PSE EASy Reference Number that follows this format: "[VREITXXXXXXXXXXXXXX]"** for each LSI Applicant, and will notify the LSI Applicant of the payment instructions via email (as seen in **Annex B**). LSI Applications through PSE EASy must be completed on or before 12:00 noon on June 3, 2022. All payments must be settled within the deadline described in paragraph 9 below.
4. As required under the listing rules of the PSE (including the Amended Listing Rules for Real Estate Investment Trusts) (the "PSE Rules"), the Offer Shares should be in scripless form and lodged with the Philippine Depository & Trust Corp. ("PDTC") under the LSI Applicant's Name on Central Depository ("NoCD") facility on the Listing Date. As such, LSI Applicants are required to nominate their REIT eligible PSE trading participant ("Eligible TP") through whom they may request for the creation of their NoCD sub-account where their shares will be lodged, subject to the Eligible TP's confirmation. **Failure to open an NoCD sub-account will result to the Application being rejected. Please bear in mind that a NoCD sub-account is required and that Eligible TPs are the only trading participants allowed to trade REIT shares pursuant to the PSE Rules.**
5. In the event an LSI Applicant does not have an existing securities account or a NoCD sub-account with an Eligible TP, the LSI Applicant may apply for opening of a securities trading account and a NoCD sub-account with any Eligible TP or with the following brokers:

Default Trading Participants	Access	Contact Details
Abacus Securities Corporation ("MyTrade")	https://bit.ly/startMyTradeVREITLSiNow	E-mail: start@mytrade.com.ph Trade Hotline: +63 2 8667 89 00
COL Financial Group, Inc. ("COL Financial")	https://signup.colfinancial.com	Email: helpdesk@colfinancial.com Facebook Messenger: http://facebook.com/COLfinancial
First Metro Securities Brokerage Corp. ("First Metro Sec")	www.firstmetrosec.com.ph	Click "Open an Account" on the website to commence the account opening process.
PNB Securities, Inc.	https://www.pnb.com.ph/pnbsecurities/	Email: Sherryl R. Cruz - cruzsr@pnb.com.ph ; or Cheyriel I. Abrazado - abrazadoci@pnb.com.ph
RCBC Securities, Inc.	https://www.rcbcsec.com/	Email: rsecsales@rcbc.com
SB Equities, Inc.	https://www.securitybank.com/subsidiaries/sb-equities-inc/	sbequities@securitybank.com.ph Trunk Line: 891-11-43 Sales/Dealing: 891-9677 891-1243 891-1258 891-1257 Operation/Support: 8676788 local 8707 -8704 and 8776 813-3441 Settlement: 891-1031 Fax No.: 813-3349

The list of other Eligible TPs from which LSI Applicants may choose to open a securities trading account with, and nominate as its endorsing "PSE Trading Participant" can be found in the following link: <https://www.pse.com.ph/real-estate-investment-trust/#reits3>

LSI Applicants must ensure that their chosen "PSE Trading Participant" is currently active and deemed eligible to trade REIT shares. The Applicant must also coordinate with their Eligible TP for the creation of the Applicant's NoCD sub-account prior to subscribing to the Offer. For LSI Applicants with existing NoCD sub-accounts with Eligible TPs, there is no need to create a new NoCD sub-account with the same Eligible TP. For the avoidance of doubt, LSI Applicants with NoCD sub-accounts for dollar denominated securities but not for REITs must create a new NoCD sub-account for REITs.

LSI Applicants are encouraged to complete the process of opening their securities trading account and NoCD sub-account with Eligible TPs as soon as possible, taking into account the Eligible TP's requirements and processing time as well as the deadline for LSI Applications. LSI Applications via PSE EASy must be completed **on or before 12:00 noon of June 3, 2022**.

For any questions related to the account opening process of MyTrade, COL Financial, First Metro Sec, PNB

Securities, Inc., RCBC Securities, Inc. and SB Equities, Inc., you may contact the following:

Default Trading Participants	Contact Details
Abacus Securities Corporation ("MyTrade")	start@mytrade.com.ph +63 (2) 8667 8900
COL Financial Group, Inc. ("COL Financial")	Email: helpdesk@colfinancial.com Facebook Messenger: http://facebook.com/COLfinancial
First Metro Securities Brokerage Corp. ("First Metro Sec")	accountopening@firstmetrosec.com.ph +63 (2) 8859 0600
PNB Securities, Inc.	Sherryl R. Cruz - cruzsr@pnb.com.ph ; or Cheyriel I. Abrazado - abrazadoci@pnb.com.ph
RCBC Securities, Inc.	David Perez - dmperez@rcbc.com
SB Equities, Inc.	sbequities@securitybank.com.ph Trunk Line: 891-11-43 Sales/Dealing: 891-9677 891-1243 891-1258 891- 1257 Operation/Support: 8676788 local 8707 -8704 and 8776 813-3441 Settlement: 891-1031 Fax No.: 813- 3349

The LSI Applicant understands and accepts that in the event the lodgment of the Offer Shares to its NoCD sub-account cannot be completed, their application will be rejected. As such, the LSI Applicant should check with its nominated Eligible TP if its NoCD sub-account has been successfully created.

Once the securities trading account and NoCD sub-account are opened, the LSI Applicant may nominate the relevant Eligible TP with whom the securities trading account and NoCD sub-account are maintained as its endorsing Eligible TP, prior to the submission of the Application via PSE EASy.

6. Each LSI Applicant may purchase a minimum of 1,000 Offer Shares at the Offer Price or ₱1,750.00, and thereafter, in multiples of 1,000 Offer Shares, but in no case subscribe to more than 571,000 Offer Shares at the Offer Price or ₱999,250.00. Multiple Applications (i.e. two or more LSI Applications by the same applicant) will not be allowed.
7. LSI Applications shall be allocated through a distribution mechanism wherein fully paid applications will be processed on a first-come, first-served basis, and allocated in ascending order (i.e. from the lowest to the highest). There shall be no allocation of shares for partially paid subscriptions. Such partially paid subscriptions shall be refunded in accordance with Paragraph 12 of these LSI Guidelines. Should the total demand for the Offer Shares in the LSI program exceed its maximum allocation, the Joint Lead Underwriters and Bookrunners shall allocate the Offer Shares ensuring fair distribution by satisfying first the applications of LSI Applicants with the smallest orders.
8. LSI Applicants who subscribed to the Company's Offer Shares are advised to regularly check their PSE EASy account for updates regarding the status of their Applications. PSE EASy will notify the LSI Applicant via email with his allocation.
9. Modes of Payment

Below are the available payment options for LSI Applicants:

- a. Over-the-counter via BDO Bills Payment at any operating BDO branch with details below:

Type of Transaction: Bills Payment
Company Name: VISTAREIT INC IPO

- (i) Check Payment: Manager's/cashier's check, corporate check or personal check drawn against any Bangko Sentral ng Pilipinas authorized bank or any branch thereof located in Metro Manila having a clearing period of not more than one (1) Banking Day. All checks should be made payable to "VISTAREIT INC IPO" crossed "Payee's Account Only," and dated before or the same date as the Application; or
- (ii) Cash Payment

Deadline for cash payments is at 1:00 p.m. on June 3, 2022, the last day of the Offer Period while deadline for check payments is at 12:00 noon on June 3, 2022.

- b. Online payment via BDO Bills Payment, with "VISTAREIT INC IPO" as the merchant name through the following online payment channels:
- (i) BDO Online Banking; or
 - (ii) BDO Mobile Banking

Deadline for online payments is at 1:00 p.m. on June 3 2022, the last day of the Offer Period.

Each LSI Applicant is responsible for ensuring that the payment details provided upon payment are correct. The PSE EASy Reference Number should be indicated in the deposit/ payment slip for over-the-counter payments.

For online payments via BDO Bills Payment, LSI Applicants must select "VISTAREIT INC IPO" as the Company/Biller in their BDO accounts and indicate the PSE EASy Reference Number in the "Subscriber Number" field. Only LSI Applicants with existing and active BDO accounts may pay through the BDO Online Banking or Mobile Banking Bills Payment facility.

For BDO branch schedules and list of closed BDO branches, please visit: www.bdo.com.ph

Please refer to **Annex D** for the detailed BDO Bills Payment facility guidelines. The sample relevant merchant details to be used for payment are provided in **Annex E** Subscribing to IPOs via PSE EASy Step 10. Failure to strictly comply with the foregoing instructions, or failure to include the PSE EASy Reference Number in the proof of payment when making over-the-counter payments, or any discrepancies in the PSE EASy Reference Number as reflected in the proof of payment may cause the rejection of the LSI Application.

LSI Applicants must ensure that they will pay only once through the chosen designated channels. If multiple payments are processed for the same order, the additional payments will be refunded accordingly following the process for refunds as described in these LSI Guidelines.

For further clarifications, TPs may reach the Receiving Agent via email at:

vistareitincipo@stocktransfer.com.ph

cc: jscortez@stocktransfer.com.ph, jrpaderos@stocktransfer.com.ph,
mccapoy@stocktransfer.com.ph

- c. For LSI Applicants with trading accounts in COL Financial, First Metro Sec and MyTrade, and would like to nominate COL Financial, First Metro Sec or MyTrade as their designated Eligible TP to receive the Offer Shares on Listing Date, please coordinate with said Eligible TPs through the contact details below for alternative modes of payment:

Default Trading Participant	Payment Instructions
COL Financial	https://bit.ly/COLIPOguide
First Metro Sec	How to pay for your PSE Easy IPO/FOO subscription? - FirstMetroSec Help Center
MyTrade	https://bit.ly/FundMyTradeVREITLSiNow

For any questions related to the payment or funding process for COL Financial, First Metro Sec and MyTrade, you may contact the following:

Default Trading Participant	Contact Details
COL Financial	Email: helpdesk@colfinancial.com Facebook Messenger: http://facebook.com/COLfinancial
First Metro Sec	customerservice@firstmetrosec.com.ph +63 (2) 8859 0600
MyTrade	funds@mytrade.com.ph +63 (2) 8667 8900

Payments should be received by the Receiving Agent **no later than 12:00 noon on June 3, 2022** for check payments and 1:00 p.m. on June 3, 2022 for cash and online payments.

Please refer to **Annex D** for the step-by-step guide for the modes of payment. Please note that interbank fund transfer (e.g. InstaPay, PESONet) will not be accepted as mode of payment.

The payment instructions generated by PSE EASy, and delivered to the LSI Applicant via email (a sample of which is provided in **Annex B**), shall reflect the relevant merchant details to be used. Failure to strictly comply with the foregoing instructions, or failure to include the PSE EASy Reference Number in the proof of payment when making over-the-counter payments, or any discrepancies in the PSE EASy Reference Number as reflected in the proof of payment may cause the rejection of the LSI Application.

LSI Applicants must ensure they will pay only once through the chosen designated channels. If multiple payments are processed for the same order, the additional payments will be refunded accordingly following the process for refunds as described in these LSI Guidelines.

10. Key dates of the Offer:

Offer period	May 30, 2022 to June 3, 2022
Deadline for application in PSE EASy	June 3, 2022, no later than 12:00 noon
Deadline for payments	
a. Over-the-counter cash deposit payments in any BDO branch via Bills Payment under the account name "VISTAREIT INC IPO"	June 3, 2022, no later than 1:00 p.m.
b. Over-the-counter check deposit payments in any BDO branch via Bills Payment under the account name "VISTAREIT INC IPO"	June 3, 2022, no later than 12:00 noon
c. Online payments via BDO Online Banking or BDO Mobile Banking	June 3, 2022, no later than 1:00 p.m.

The Company and the Joint Lead Underwriters and Bookrunners reserve the right to extend or terminate the Offer Period for LSIs with the approval of the SEC and the PSE.

11. Should the LSI Applicant's payment for his or her subscribed shares be incomplete or insufficient to cover the full payment amount of the subscription, the Application shall be rejected.
12. In the event that the Application is rejected or the number of Offer Shares to be received by an LSI Applicant, is less than the number covered by its PSE EASy Application, or does not satisfy the conditions set out in the Final REIT Plan, the Receiving Agent shall refund, without interest, all or a portion of the payment corresponding to the number of Offer Shares wholly or partially rejected.

All refunds shall be made through the Receiving Agent, at the LSI Applicant's risk. For LSI Applicants with the nominated Eligible TP consenting to process LSI refunds, all refunds may be made through the nominated Eligible TP, at the LSI Applicant's risk. The refunds will be processed by the Receiving Agent directly to the nominated Eligible TP by transferring immediately available funds to the relevant bank account of, or via check to, each relevant nominated Eligible TP in such amount representing the total refund due to all the clients of the relevant Eligible TP on or before the fifth (5th) Banking Day after the end of the offer period or on June 10, 2022. The affected LSI Applicants may coordinate directly with their respective nominated Eligible TP, as indicated in the submitted LSI Application.

Refunds to the Eligible TP is subject to its consent to receive the refunds on behalf of its LSI Applicants and submission of the Letter Confirmation and Undertaking herein attached as **Annex G** by the Eligible TP. Otherwise, refunds shall be made directly to the LSI Applicant through checks. Check refund shall be available for pick-up at the office of the Receiving Agent at the 34th Floor, Unit-D, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, Philippines (the "**Receiving Agent Office**"), starting on the fifth (5th) Banking Day from the end of the Offer Period or on June 10, 2022. If such check refunds, as applicable, are not claimed after thirty (30) calendar days following the beginning of the refund period, such checks shall be mailed to the LSI Applicant's registered address at the LSI Applicant's risk.

13. Any questions related to the Offer or the LSI Guidelines may be directed to the Receiving Agent or the Joint Lead Underwriters and Bookrunners listed below.

Receiving Agent	Contact No.	Email Address
Stock Transfer Service, Inc. Joel Cortez Jenny Rose Padernos Michael Capoy	5310-3671; 8403-3433 +6328403-3798	vistareitincipo@stocktransfer.com.ph jscortez@stocktransfer.com.ph jrpaderos@stocktransfer.com.ph mccapoy@stocktransfer.com.ph

Joint Lead Underwriters and Bookrunners	Contact No.	Email Address
BDO Capital & Investment Corporation: Gabriel S. Edjawan Hanna Lavinia G. Palatino	8840 7000 loc. 45899 8840 7000 loc.58646	edjawan.gabriel@bdo.com.ph palatino.hannalavinia@bdo.com.ph
China Bank Capital Corporation: Samantha Uy Mark Go	8230-6603 8885-5555 local 6867	vistareitipo@chinabank.ph
PNB Capital and Investment Corporation: Kimberly Joyce C. Aclan Margerie J. Reyes	(63) 2 8526 3131; loc. 2398 or loc. 2410	vistareitipo_pnbcapital@pnb.com.ph

RCBC Capital Corporation: Daryl P. Tan Grace Wilmarie U. Domingo Jesmarie Shayne	(63) 2 8894-9000 loc. 2238 (63) 2 8894-9000 loc. 2216 (63) 2 8894-9000 loc. 2213	dptan@rcbc.com gwudomingo@rcbc.com jdmakilom@rcbc.com
SB Capital Investment Corporation: Daisy S. Garcia Marie Jeanine F. Lansang Jernica D. Torres	(632) 8888 7783 (632) 8867 6788 loc. 7229	dgarcia@securitybank.com.ph mlansang@securitybank.com.ph jdtorres@securitybank.com.ph

PART TWO
(For Nominated Eligible TPs Only)

Application and Settlement Procedures for Eligible TPs
Nominated by LSIs as the Nominated Eligible TP
under the LSI Program of the PSE through the PSE EASy

1. A Trading Participant cannot be nominated as the LSI's Trading Participant in PSE EASy if it is not an Eligible TP. Each nominated Eligible TP shall be required to open and maintain a segregated sub-account for the holdings of each client under the NoCD facility of the PDTC. To allow for ample time to process the NoCD sub-account creation with the PDTC, each nominated Eligible TP shall provide the PDTC the assigned sub-account number/code of their clients who have applied for the purchase of the Offer Shares through PSE EASy and nominating it as the Eligible TP, **as early as the beginning of the Offer Period to no later than 2:00 p.m. on June 8, 2022.**
2. **No later than 9:00 a.m on June 6, 2022**, each nominated Eligible TP shall receive a report from the Receiving Agent containing the list of LSIs who have successfully paid the subscription for their PSE EASy applications (the "**LSI Sales Report**", substantially in the form in **Annex C**). The nominated Eligible TP shall input the correct "Free Account" code in the "Depository Participant Account No." field of the LSI Sales Report, and ensure that all fields are properly filled out (including the "PSE EASy Reference Number" column). Successful payment of subscription does not guarantee the allocation of the Applicant.
3. **No later than 12:00 noon on June 7, 2022**, each nominated Eligible TP shall submit to the Receiving Agent:
 - i. the LSI Sales Report with all the required fields filled out; and
 - ii. a notarized Trading Participant's Endorsement and Certification for LSI Applications (attached as **Annex F**).

Scanned copies of items (i) and (ii) shall be submitted to the Receiving Agent via email at vistareitincipo@stocktransfer.com.ph. Hard copies shall be submitted to the Receiving Agent at the Receiving Agent Office no later than 12:00 noon, five (5) Banking Days after the end of the Offer Period or on June 10, 2022.

SUMMARY OF THE OFFER

The following does not purport to be a complete listing of all the rights, obligations, and privileges attaching to or arising from the Offer Shares. Some rights, obligations, or privileges may be further limited or restricted by other documents and subject to final documentation. Prospective investors are enjoined to perform their own independent investigation and analysis of the Company and the Offer Shares. Each prospective investor must rely on its own appraisal of the Company and the Offer Shares and its own independent verification of the information contained herein and any other investigation it may deem appropriate for the purpose of determining whether to invest in the Offer Shares and must not rely solely on any statement or the significance, adequacy, or accuracy of any information contained herein. The information and data contained herein are not a substitute for the prospective investor's independent evaluation and analysis. A specific time of day refers to Philippine Standard Time.

Company	:	VistaREIT, Inc. (formerly, Vista One, Inc.) (“ VistaREIT ”)
Sponsors	:	Communities Pampanga, Inc. (“ Communities Pampanga ”), Crown Asia Properties, Inc. (“ Crown Asia ”), Manuela Corporation (“ Manuela ”), Masterpiece Asia Properties, Inc. (“ MAPI ”), and Vista Residences, Inc. (“ Vista Residences ”)
Selling Shareholders	:	MAPI, Manuela, Vista Residences, Crown Asia, and Communities Pampanga
Fund Manager	:	VFund Management, Inc.
Property Manager	:	VProperty Management, Inc.
Issue Coordinator	:	China Bank Capital Corporation
Joint Lead Underwriters and Bookrunners	:	Collectively, BDO Capital & Investment Corporation, China Bank Capital Corporation, PNB Capital and Investment Corporation, RCBC Capital Corporation, and SB Capital Investment Corporation
Participating Underwriter	:	Abacus Capital and Investment Corporation
The Offer	:	Offer of up to 2,750,000,000 Offer Shares comprising 2,500,000,000 Firm Shares owned by the Selling Shareholders (the “ Firm Shares ”) and up to 250,000,000 Option Shares by the Selling Shareholders pursuant to the Overallotment Option (as described below).
Firm Shares	:	2,500,000,000 Firm Shares to be offered by the Selling Shareholders
Option Shares	:	Up to 250,000,000 Shares to be offered by the Selling Shareholders pursuant to the Overallotment Option
Institutional Offer	:	At least 1,750,000,000 Firm Shares (or 70% of the Firm Shares) (the “ Institutional Offer Shares ”), are (subject to re-allocation as described below) being offered for sale to qualified buyers (“ QBs ”) and other investors in the Philippines, by the Joint Lead Underwriters and Bookrunners and the Participating Underwriter (the “ Institutional Offer ”).

The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to readjustment as agreed between the Company, the Selling Shareholders and the Joint Lead Underwriters and Bookrunners. See “—*Reallocation*” below.

Trading Participants and Retail Offer : Up to 750,000,000 Firm Shares (or 30% of the Firm Shares) (the “**Trading Participants and Retail Offer Shares**”) are being offered in the Philippines through all of the REIT eligible Trading Participants of the PSE (the “**Eligible PSE Trading Participants**”) and to local small investors (“**LSI**”) under the Local Small Investors Program (subject to re-allocation as described below) (the “**Trading Participants and Retail Offer**”). Up to 500,000,000 Firm Shares or 20% of the Firm Shares are being allocated to Eligible PSE Trading Participants at the Offer Price (the “**Trading Participants Offer Shares**”) and up to 10% of the Firm Shares are being offered to LSIs (the “**Retail Offer Shares**”), respectively, subject to final allocation as may be determined by the Joint Lead Underwriters and Bookrunners.

Each Eligible PSE Trading Participant shall initially be allocated 4,065,000 Firm Shares. Based on the initial allocation for each PSE Trading Participant, there will be a total of 5,000 residual Firm Shares to be allocated as may be determined by the Joint Lead Underwriters and Bookrunners.

Each LSI applicant may subscribe to a minimum of 1,000 Firm Shares and up to a maximum of 571,000 Firm Shares at the Offer Price.

The Joint Lead Underwriters and Bookrunners and Participating Underwriter shall purchase the Trading Participants and Retail Offer Shares not reallocated to the Institutional Offer or otherwise not taken up by the Eligible PSE Trading Participants or clients of the Joint Lead Underwriters and Bookrunners and the Participating Underwriter or the general public pursuant to the terms and conditions of the Underwriting Agreement.

The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment as agreed between the Company, the Selling Shareholders and the Joint Lead Underwriters and Bookrunners. See “*Reallocation*” below.

Offer Shares : The Firm Shares and the Option Shares

Offer Price : ₱1.75 per Offer Share

Stabilizing Agent : China Bank Securities Corporation

Overallotment Option : Pursuant to the approval of the SEC dated May 25, 2022, the Selling Shareholders have granted the Stabilizing Agent, China Bank Securities Corporation an option, exercisable in whole or in part, to purchase the Option Shares at the Offer Price from the Selling Shareholders, on the same terms and conditions as the Firm Shares as set out in this REIT Plan, solely to cover overallotments,

if any, and effect price stabilization transactions. The Overallotment Option is exercisable from time to time for a period which shall not exceed thirty (30) calendar days from and including the Listing Date. The Overallotment Option, to the extent not fully exercised by the Stabilizing Agent, shall be deemed cancelled and the relevant Option Shares shall be re-delivered to the Selling Shareholders. The Option Shares are not fully underwritten unlike the Firm Shares and consequently, the Option Shares may not be fully sold and taken up. See “*Plan of Distribution—The Overallotment Option*” section of the REIT Plan.

Eligible Investors

- : The Offer Shares may be purchased by any natural person of legal age regardless of nationality, or any corporation, association, partnership, trust account, fund or entity residing in and organized under the laws of the Philippines or licensed to do business in the Philippines, regardless of nationality, subject to our right to reject an Application or reduce the number of our Offer Shares applied for subscription and subject to restrictions on ownership as set out below.

Restriction on Ownership

- : The Offer Shares may be purchased and owned by any person or entity regardless of citizenship or nationality, subject to the nationality limits under Philippine law. In particular, the Philippine Constitution and other Philippine laws and regulations require that ownership of companies that own land be limited to citizens of the Philippines, or Philippine Nationals, which include corporations or associations organized under the laws of the Philippines of which at least 60% of the capital stock outstanding is owned and held by citizens of the Philippines.

Currently, our Company does not own any land. Nevertheless, because the Company’s Articles of Incorporation authorizes the Company to acquire land, which may include land in the Philippines, foreign shareholdings in our Company may not exceed (i) 40% of our issued and outstanding capital stock entitled to vote in the election of directors; and (ii) 40% of our total issued and outstanding capital stock, whether or not entitled to vote in the election of directors. See “*Regulatory and Environmental Matters*” section of the REIT Plan.

For more information relating to restrictions on the ownership of the Shares, see “*Risk Factors*”, “*Business and Properties*” and “*Regulatory and Environmental Matters – Nationality Restriction*” sections of the REIT Plan.

In the event that foreign ownership of our Company’s outstanding capital stock will exceed such allowable maximum percentage, we have the right to reject a transfer request by a stockholder to persons other than Philippine Nationals and the right not to record such purchases in our Company’s books. Moreover, if any share is inadvertently issued and/or transferred in violation of the said restriction, the shares issued and/or transferred in excess of the allowable maximum percentage shall be null and void, and we may immediately proceed to cancel and demand the surrender of the certificate of stock covering such shares. Should any stockholder acquire shares in excess of the foregoing restriction, such

stockholder shall not be considered a stockholder and shall have no right with respect to such shares except to demand payment therefor from us or transferor, as the case may be, or to dispose of the same to qualified shareholders within thirty (30) days of receipt of notice from us.

Foreign investors interested in subscribing or purchasing the Offer Shares should inform themselves of the applicable legal requirements under the laws and regulations of the countries of their nationality, residence, or domicile, and as to any relevant tax or foreign exchange control laws and regulations affecting them personally. Foreign investors, both corporate and individual, warrant that their purchase of the Offer Shares will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase, and hold the Offer Shares.

Use of Proceeds

- : The Company will not receive any proceeds from the sale by the Selling Shareholders of the Offer Shares. The total proceeds to be raised from the sale of the Firm Shares will be approximately ₱4,375,000,000.00. The net proceeds to be received by the Selling Shareholders from the sale of the Firm Shares (after deduction of estimated fees and expenses of the Offer of approximately ₱185,524,894.69) will be approximately ₱4,189,475,105.31. Assuming full exercise of the Overallotment Option, the total proceeds to be raised by the Selling Shareholders from the sale of the Firm Shares and Option Shares will be approximately ₱4,812,500,000.00 and the Selling Shareholders will receive net proceeds of approximately ₱4,612,493,855.31 (after deducting fees and expenses payable by the Selling Shareholders of approximately ₱200,006,144.69). The entire proceeds from the Offer Shares will be used by the Selling Shareholders in accordance with the reinvestment plan. For a more detailed discussion on the use of net proceeds by the Selling Shareholders' shareholdings, see "*Use of Proceeds*" section and Annex A (Reinvestment Plan) of the REIT Plan. For a more detailed discussion on the Selling Shareholders' shareholding see "*Principal and Selling Shareholders*" section of the REIT Plan.

Minimum Subscription

- : Each application must be for a minimum of 1,000 Offer Shares, and thereafter, in multiples of 1,000 Offer Shares. Applications for multiples of any other number of Shares may be rejected or adjusted to conform to the required multiple, at the Company's discretion.

Reallocation

- : The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment as agreed by the Company, the Selling Shareholders, and the Joint Lead Underwriters and Bookrunners. In the event of an under-application in the Institutional Offer and a corresponding over-application in the Trading Participants and Retail Offer, Offer Shares in the Institutional Offer may be reallocated to the Trading Participants and Retail Offer. If there is an under-application in the Trading Participants and Retail Offer and if there is a corresponding over-application in the Institutional Offer, Offer Shares in the Trading Participants and Retail Offer may be reallocated to the Institutional Offer. The reallocation shall not

apply in the event of over-application or under-application in both the Trading Participants and Retail Offer, on the one hand, and the Institutional Offer, on the other hand.

Lock-up

- : Under the PSE Consolidated Listing and Disclosure Rules, an applicant company shall cause existing shareholders who own an equivalent of at least 10.0% of the issued and outstanding shares of stock of the company to refrain from selling, assigning, or in any manner disposing of their shares for a period of:
- 180 days after the listing of said shares if the applicant company meets the track record requirements in Section 1, Article III, Part D of the PSE Consolidated Listing and Disclosure Rules; or
 - 365 days after the listing of said shares if the applicant company is exempt from the track record and operating history requirements of the PSE Consolidated Listing and Disclosure Rules.

In addition, if there is any issuance or transfer of Shares (i.e., private placements, asset for shares swap or a similar transaction) or instruments which lead to issuance of Shares (i.e., convertible bonds, warrants or a similar instrument) completed and fully paid for within 180 days prior to the start of the Offer, and the transaction price is lower than that of the Offer Price in the initial public offering, all such Shares issued or transferred shall be subject to a lock-up period of at least 365 days from full payment of such Shares.

The following shall be subject to a 365-day lock-up period counted from full payment of such Shares up to 365 days after Listing Date:

Assuming the Overallotment Option is fully exercised:

Shareholder	No. of Shares Subject to 365-day Lock-up Period counted from full payment of such Shares up to 365 days after Listing Date
Manuela	434,781,220 Shares
MAPI	2,419,404,663 Shares
Vista Residences	1,277,472,888 Shares
Crown Asia	256,299,952 Shares
Communities Pampanga	356,541,277 Shares
Melissa Camille Z. Domingo	62,500 Shares
Justina F. Callangan	62,500 Shares
Leticia A. Moreno	62,500 Shares
Raul Juan N. Esteban	62,500 Shares

Assuming the Overallotment Option is not exercised:

Shareholder	No. of Shares Subject to 365-day Lock-up Period counted from full payment of such Shares up to 365 days after Listing Date
Manuela	457,690,969 Shares
MAPI	2,546,889,364 Shares
Vista Residences	1,344,786,245 Shares
Crown Asia	269,805,061 Shares
Communities Pampanga	375,328,361 Shares
Melissa Camille Z. Domingo	62,500 Shares
Justina F. Callangan	62,500 Shares
Leticia A. Moreno	62,500 Shares
Raul Juan N. Esteban	62,500 Shares

To implement the lock-up requirement, the Company and Selling Shareholders shall enter into an escrow agreement with China Banking Corporation – Trust and Asset Management Group.

The PSE has approved a request for the waiver of the lockup rule for the shares issued to our Sponsors as a part of the Property-for-Share Swap, subject to the following conditions: (i) our Sponsor may only sell up to 49% of such shares during the IPO; and (ii) the shares not sold during the IPO shall lose their lock-up exemption and be subject to lock-up counted from full payment up to 365 days after the Listing Date.

See “*Principal and Selling Shareholders—PSE Lock-up Requirement*” and “*Plan of Distribution— Lock-Up*” sections of the REIT Plan.

Listing and Trading

- : The Company has filed an application with the SEC for the registration, and an application with the PSE for the listing, of all its issued and outstanding stock thereof (including the Offer Shares). The SEC is expected to issue an Order of Effectivity and Permit to Sell on or about May 27, 2022 and the PSE issued its Notice of Approval on May 12, 2022, subject to compliance with certain listing conditions.

All of the Offer Shares in issue or to be issued are expected to be listed on the Main Board of the PSE under the symbol “VREIT”. See “*The Formation and Structure of VistaREIT—Description of the Shares*” section of the REIT Plan. All of the Offer Shares are expected to be listed on the PSE on or about June 15, 2022. Trading of the Offer Shares that are not subject to lock-up is expected to commence on the same date.

Dividends and Dividend Policy

- : We are required to declare dividends pursuant to the REIT Law. The REIT Law requires a REIT to distribute annually a total of at least 90% of its distributable net income as adjusted for unrealized gains and losses/expenses and impairment losses, and other items in accordance with generally accepted accounting standards (excluding proceeds from the sale of the REIT’s assets that are

reinvested in the REIT within one year from the date of the sale) as dividends to its shareholders. Such dividends shall be payable only from the unrestricted retained earnings, and the income distributable as dividends shall be based on the audited financial statements for the most recently completed fiscal year prior to the prescribed distribution. A REIT may declare either cash, property, or stock dividends. However, the declaration of stock dividends must be approved by at least a majority of the entire membership of our Company's Board, including the unanimous vote of all our independent Directors, and stockholders representing not less than two-thirds (2/3) of the outstanding capital stock at a regular meeting or special meeting called for that purpose. Any such stock dividend declaration is also subject to the approval of the SEC within five working days from receipt of the request for approval. If the SEC does not act on said request within such period, the declaration shall be deemed approved. See "*Dividends and Dividend Policy*" section of the REIT Plan.

- | | | |
|--|---|--|
| Registration and Lodgment of Shares with PDTC | : | The Offer Shares will be in scripless form and are required to be lodged with the PDTC upon listing. The applicant must provide the information required for the PDTC lodgment of the Offer Shares. The Offer Shares will be lodged with the PDTC, and a certification to that effect shall be submitted to the PSE at least three (3) trading days prior to the Listing Date. As required under the PSE Amended REIT Listing Rules, all of the shares of stock of the Company shall be issued in the form of uncertificated securities and a shareholder may not require the Company to issue a certificate in respect of any share recorded in their name. |
| Registration of Foreign Investments | : | The BSP requires that investments in shares of stock funded by inward remittance of foreign currency be registered with the BSP only if the foreign exchange needed to service capital repatriation or dividend remittance will be sourced from the Philippine banking system. The registration with the BSP of all foreign investments in the Offer Shares shall be the responsibility of the foreign investor. See " <i>Regulatory and Environmental Matters—Foreign Investment Laws and Restrictions—Registration of Foreign Investments and Exchange Control</i> ." sections of the REIT Plan. |
| Tax Considerations | : | See " <i>Taxation</i> " section of the REIT Plan for further information on the Philippine tax consequences of the purchase, ownership and disposal of the Offer Shares. |
| Offer Period | : | The " Offer Period " shall commence at 9:00 a.m. on May 30, 2022 and shall end at 12:00 noon on June 3, 2022. The Company and the Joint Lead Underwriters and Bookrunners reserve the right to extend, shorten, or terminate the Offer Period, subject to the approval of the SEC and the PSE. |
| Procedure for Application for the Trading Participants and Retail Offer | : | Applications must be received by the Receiving Agent for Eligible PSE Trading Participant applications or through PSE EASy for LSI applications, as applicable, by 12:00 noon on June 3, 2022 and shall be subject to the terms and conditions of the Offer as stated in the REIT Plan and in the Application. Applications received thereafter or without the required documents will be rejected. The actual purchase of the Offer Shares shall become effective only |

upon the actual listing of the Offer Shares on the PSE and upon the obligations of the Joint Lead Underwriters and Bookrunners and the Participating Underwriter under the Underwriting Agreement becoming unconditional and not being suspended, terminated or cancelled on or before the Listing Date in accordance with the provisions of such agreement.

For Eligible PSE Trading Participants:

Application forms to purchase the Trading Participants Offer Shares and signature cards may be obtained from the Joint Lead Underwriters and Bookrunners and the Participating Underwriter, from the Receiving Agent or from any participating Eligible PSE Trading Participants, and shall be made available for download on the Company's website.

Applicants shall complete the application form, indicating all pertinent information, such as the applicant's name, address, contact number, taxpayer's identification number, citizenship and all other information required in the application form. Applicants shall undertake to sign all documents and to do all necessary acts to enable them to be registered as holders of the Offer Shares. Failure to complete the application form may result in the rejection of the application.

An Eligible PSE Trading Participant's Application should be submitted in quadruplicate and accompanied by the following documents:

- The required attachments as enumerated in the Application;
- Two properly filled-out specimen signature cards, each bearing the specimen signature of the Eligible PSE Trading Participant's designated signatories, and if the applicant is a corporation, duly authenticated and certified by its Corporate Secretary;
- Photocopy of one (1) valid and current government-issued IDs (e.g. SSS, GSIS, Driver's License, Passport or PRC ID) of (a) the authorized signatory/ies, duly certified as a true copy by the Corporate Secretary and (b) the Corporate Secretary, duly certified as true copy by an authorized officer of the corporation;
- Proof of payment; and
- Notarized Affidavit of Undertaking to Submit Original Copies of the Documents ("**Undertaking to Submit**"), attached as Annex H to the Implementing Guidelines for the Reservation and Allocation of the Company Offer Shares to the Eligible Trading Participants of the PSE through the Joint Lead Underwriters and Bookrunners (the "**TP Guidelines**"), within five (5) Banking Days from the submission of the electronic mail of the scanned copies.

In addition, Eligible PSE Trading Participants must submit the following:

- Properly accomplished sales report in excel and pdf format, duly certified by the respective authorized signatories of the Eligible PSE Trading Participant. For physical copies, there must be four (4) copies each bearing the wet ink signature of the certifying authorized signatories of the Eligible PSE Trading Participant;
- A certified true copy of the applicant's Philippine BIR certificate of registration duly certified by its corporate secretary (or managing partner in the case of a partnership); and
- The Eligible PSE Trading Participant's notarized Endorsement and Certification, attached as Annex G, to the TP Guidelines.

If the Applicant is a corporation, partnership or trust account, the Application must be accompanied by the following documents:

- Two properly filled-out specimen signature cards of the authorized signatories, duly authenticated and certified by the Applicant's Corporate Secretary (or equivalent corporate officer);
- Photocopy of one (1) valid and current government-issued IDs (e.g. SSS, GSIS, Driver's License, Passport or PRC ID) of (a) the authorized signatory/ies, duly certified as a true copy by the Corporate Secretary and (b) the Corporate Secretary, duly certified as true copy by an authorized officer of the corporation;
- A certified true copy of the applicant's latest articles of incorporation and by-laws (or articles of partnership, in the case of a partnership) and other constitutive documents (each as amended to date) duly certified by its corporate secretary (or managing partner in the case of a partnership);
- A certified true copy of the applicant's Philippine SEC certificate of registration duly certified by its corporate secretary (or managing partner in the case of a partnership);
- A duly notarized corporate secretary's certificate (or certificate of the managing partner in case of partnership) setting forth the resolution of the applicant's board of directors or equivalent body authorizing the purchase of the Offer Shares indicated in the application, identifying the designated signatories authorized for the purpose, including his or her specimen signature, and certifying to the percentage of the applicant's capital or capital stock held by Philippine nationals;

- Proof of payment; and
- Such other documents as may be reasonably required by the Joint Lead Underwriters and Bookrunners and the Participating Underwriter in compliance with their respective internal policies regarding “knowing your customer”, anti-money laundering, and combating the financing of terrorism.

Applicants must represent and warrant, through the Application, that their purchase of the Trading Participants and Retail Offer Shares will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase and hold the Trading Participants and Retail Offer Shares in the form as set out in the TP Guidelines.

For Local Small Investors:

With respect to the LSIs, applications to purchase the Trading Participants and Retail Offer Shares must be done online through the PSE Electronic Allocation System (“**PSE EASy**”). The system will generate a unique reference number and payment instruction. Applications for the Offer Shares must be settled within the Offer Period.

An LSI applicant should nominate in the Application the Eligible PSE Trading Participant through which its shares will be lodged with the Philippine Depository & Trust Corp. (“**PTDC**”) under the LSI applicant’s Name on Central Depository (“**NoCD**”) facility. Otherwise, the Application shall not be accepted.

In the event that an LSI applicant does not have an Eligible PSE Trading Participant, the LSI applicant may open a trade account with Abacus Securities Corporation (“**MyTrade**”), COL Financial Group, Inc. (“**COL Financial**”), First Metro Securities Brokerage Corp. (“**First Metro Sec**”), PNB Securities, Inc., RCBC Securities, Inc., and SB Equities, Inc., and nominate said entity as its endorsing Eligible PSE Trading Participant by accomplishing an account opening form and submitting the same to the nominated entity, together with any required attachments prior to submission of the Application.

LSI applications will be processed on a first-come, first-served basis while final allocation of the Trading Participants and Retail Offer Shares will be determined pursuant to the allocation mechanics. This section should be read in conjunction with the Application and Settlement Procedures for Local Small Investors under the Local Small Investors Program of the PSE through the PSE EASy (the “**LSI Guidelines**” and collectively with the TP Guidelines, the “**Offer Implementing Guidelines**”) to be published on the PSE EDGE website.

Payment Terms for the Trading Participants and Retail Offer Purchased through Eligible PSE Trading Participants

- :
- The purchase price must be paid in full in Philippine Pesos upon the submission of the duly completed and signed application form and signature card together with the requisite attachments.

For Eligible PSE Trading Participants, payment for the Offer Shares shall be made through (i) over-the-counter cash or check deposit payment in any operating BDO branch via Bills Payment under the merchant account “**VISTAREIT INC IPO**”, (ii) online payment via BDO Online Banking or BDO Mobile Banking under the merchant account “**VISTAREIT INC IPO**”, (iii) or any other mode of payment prescribed by the Receiving Agent. Eligible PSE Trading Participants must include the payment reference number in the cash or check deposit slip for over-the-counter payments or under the subscriber reference number field for online payments. The payment reference number will be included in the notice of final allocation to the participating Eligible PSE Trading Participants.

For LSIs, payment for the Offer Shares shall be made either by: (i) over-the-counter cash or check deposit payment in any BDO branch under the merchant account “**VISTAREIT INC IPO**”, (ii) online payment via BDO Online Banking or BDO Mobile Banking under the merchant account “**VISTAREIT INC IPO**” or (iii) any other mode of payment prescribed by the Receiving Agent. Participating LSIs in the Retail Offer may contact the Receiving Agent for alternative modes of payment. LSIs must ensure that the PSE EASy reference number should be indicated in the cash or check deposit slip for over-the-counter payments or under the subscriber reference number field for online payments.

For check payments, all checks should be made payable to “**VISTAREIT INC IPO**” dated before or as of the date of submission of the Application and crossed “Payee’s Account Only”. Only checks with a clearing period of no more than one (1) Banking Day from date of receipt will be acceptable.

As applicable, the applications and required documents (including proof of payments) shall be transmitted to the Receiving Agent by electronic mail at vistareitincipo@stocktransfer.com.ph on or before the end of the Offer Period, with the physical copies delivered to the Receiving Agent’s address at the 34th Floor, Unit-D, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City no later than 12:00 noon, five (5) Banking Days after the end of the Offer Period or on June 10, 2022.

For more details on the Procedure for Application for the Offer, please refer to the Offer Implementing Guidelines which will be published on the PSE EDGE website prior to the start of the Trading Participants and Retail Offer Period.

Acceptance or Rejection of Applications for the Trading Participants and Retail Offer

- : Applications for the Trading Participants and Retail Offer Shares are subject to the confirmation of the Joint Lead Underwriters and Bookrunners and our final approval. We, together with the Selling Shareholders and in consultation the Joint Lead Underwriters and Bookrunners reserve the right to accept, reject or scale down the number and amount of Trading Participants and Retail Offer Shares covered by any application. We, the Selling Shareholders and the Joint Lead Underwriters and Bookrunners have the right to reallocate available Trading Participants and Retail Offer Shares in the event that the Trading Participants and Retail Offer Shares are

insufficient to satisfy the total applications received. The Trading Participants and Retail Offer Shares will be allotted in such manner as we and the Joint Lead Underwriters and Bookrunners may, in our sole discretion, deem appropriate, subject to distribution guidelines of the PSE.

Applications may be rejected if: (i) the subscription price is unpaid or not fully paid; (ii) payments are insufficient or where checks, as applicable, are dishonored upon first presentation; (iii) the Applications are not received by the Receiving Agent on or before the end of the Offer Period; (iv) the number of Offer Shares subscribed is less than the minimum amount of subscription; (v) the Applications do not comply with the terms of the Offer; (vi) the sale of the Offer Shares will result in a violation of foreign ownership and single entity ownership restrictions; (vii) the Applicant is not an Eligible Investor; (viii) the Applications do not have sufficient information as required in the application form or are not supported by the required documents; (ix) the underwriting agreement is suspended, terminated or cancelled on or before the Listing Date; or (x) there is failure to create a valid Name-on Central Depository sub-account for the Applicant with the PDTC on or before five (5) Banking Days prior to the Listing Date.

An Application, when accepted, shall constitute a binding and effective agreement between the applicant and the Company for the subscription to the Offer Shares notwithstanding any provision to the contrary as may be found in the Application, the REIT Plan, and other offer-related document.

Withdrawal of the Offer

- : The Company reserves the right to withdraw the offer and sale of the Offer Shares at any time before the commencement of the Offer Period, in which event the Company shall make the necessary disclosures to the SEC and PSE.

The Company may also withdraw the offer and sale of the Offer Shares at any time on or after the commencement of the Offer Period and prior to the Listing Date, if there is a supervening force majeure or fortuitous event, such as:

- a. An outbreak or escalation of hostilities or acts of terrorism involving the Philippines or a declaration by the Philippines of a state of war; or occurrence of any event or change (whether or not forming part of a series of events occurring before, on and/or after the date hereof) of a political, military, economic or other nature; or occurrence of any change in local, national or international financial, political, economic or stock market conditions which renders it impracticable or inadvisable to continue with the Offer and/or listing of the Offer Shares in the manner contemplated by the REIT Plan, or would have a material adverse effect on the distribution, offer and sale of the Offer Shares in the Philippines, rendering it impracticable or inadvisable to proceed with the Offer in the manner contemplated by the REIT Plan, or the Philippine economy or on the securities or other financial or currency markets of the Philippines;

b. Issuance of an order revoking, cancelling, suspending, preventing or terminating the offer, sale, distribution or listing of the Offer Shares by any court or governmental agency or authority with jurisdiction on the matter, the SEC or the PSE;

c. Cancellation, revocation or termination of the PSE Notice of Approval, the SEC pre-effective clearance, the SEC Order of Registration, or the SEC Permit to Sell;

d. Cancellation or suspension of trading in the PSE for at least three (3) consecutive trading days, or in such manner or for such period as will render impracticable the listing and trading of the Offer Shares on the Listing Date or such other date as may be approved by PSE;

e. A change or impending change in the law, rule, regulation, policy or administrative practice, or a ruling, interpretation, decree or order which (i) materially and adversely affects: (a) the ability of the Company to engage in the business it is presently engaged in; or (b) the capacity and due authorization of the Company or the Selling Shareholders to offer , issue or sell the Offer Shares and enter into the transaction documents in connection with the Offer, or (ii) renders illegal the performance by any of the underwriters of its underwriting obligations hereunder;

f. Any significant, adverse, and unforeseeable change or development in the Company's long-term financial condition, assets, liabilities, results of operations, business, properties, or profitability, which renders the Offer Shares unsuitable for offering to the public;

g. The Company decides to or is compelled to stop its operations which is not remedied within five (5) Banking Days;

h. The Company shall be adjudicated bankrupt or insolvent, or shall admit in writing its inability to pay its debts as they mature, or shall make or threaten to make an assignment for the benefit of, or a composition or assignment with, its creditors or any class thereof, or shall declare or threaten to declare a moratorium on its indebtedness or any class thereof; or (ii) the Company shall apply for or consent to the appointment of any receiver, trustee or similar officer for it or for all or any substantial part of its property; or (iii) such receiver, trustee or similar officer shall be appointed; or (iv) the Company shall initiate or institute (by petition, application or otherwise howsoever), or consent to the institution of any bankruptcy, insolvency, reorganization, rehabilitation, arrangement, readjustment of debt, suspension of payment, dissolution, liquidation or similar proceeding relating to it under the laws of any jurisdiction; or (v) any such proceeding shall be instituted against the Company; or any judgment, writ, warrant of attachment or execution or similar process shall be issued or levied against any material asset, or material part thereof, of the Company; or (vi) any event occurs which under the laws of the Philippines or to other jurisdictions, or any applicable political subdivision thereof, has an effect equivalent to any of the foregoing;

i. A general banking moratorium is declared in the Philippines or a material disruption in commercial banking or securities settlement or clearance services occurs in the Philippines;

j. Any court proceeding, litigation, arbitration or other similar proceeding is commenced or threatened against the underwriters in connection with or with respect to the issuance or sale by the Company or the Selling Shareholders of the Offer Shares or the Offer in general which renders the performance of their underwriting commitment impossible or impracticable;

k. Any event occurs which makes it impossible for the underwriters to perform their underwriting obligations due to conditions beyond their control, such as issuance by any court, arbitral tribunal, or government agency which has jurisdiction on the matter of an order restraining or prohibiting the underwriters, or directing the underwriters to cease, from performing their underwriting obligations;

l. Any representation, warranty or statement of the Company in the REIT Plan shall prove to be untrue or misleading in any material respect or the Company shall be proven to have omitted a material fact necessary in order to make the statements in the REIT Plan not misleading, which untruth or omission: (a) was not known and could not have been known to the underwriters on or before commencement of the Offer Period despite the exercise of due diligence, and (b) has a material and adverse effect on the Company's long-term financial condition, assets, liabilities, results of operations, business, properties, or profitability;

m. Unavailability of PDTC and PSE facilities used for the Offer and/or listing and such unavailability impacts the ability of the Issuer and underwriters to fully comply with the listing requirements of PSE; and

n. Any force majeure event, other than the ones enumerated above, that has material and adverse effect on the Company's long-term financial condition, assets, liabilities, results of operations, business, properties, or profitability.

After the commencement of the Offer Period, the Offer shall not be withdrawn, cancelled, suspended or terminated solely by reason of (i) the inability of the Company or underwriters to sell or market the Offer Shares or (ii) the refusal or failure by the Company, the underwriter, or any other entity/ person to comply with any undertaking or commitment to take up any shares remaining after the Offer Period.

Notwithstanding the foregoing, the Company, each of the Joint Lead Underwriters and Bookrunners and the Participating Underwriter acknowledge that the PSE is as a self-regulatory organization with a mandate to maintain a fair and orderly market. In this regard, the PSE may impose appropriate and reasonable sanctions and penalties on the relevant party if the PSE determines that the cancellation or termination of the underwriting

commitment or the Underwriting Agreement was not warranted based on the facts gathered by PSE and properly evaluated by the PSE after due and proper proceedings initiated by the PSE not later than five (5) Banking Days after such cancellation or termination.

Notwithstanding the acceptance of any Application, the actual issuance or crossing of the Offer Shares to an applicant shall take place only upon the listing of the Offer Shares on the PSE. The PSE issued its Notice of Approval on May 12, 2022 approving the listing application, subject to compliance by the Company with certain conditions. Subject to the right of the Company to withdraw or cancel the offer and sale of the Offer Shares prior to the Listing Date pursuant to this section, the Company and any of its agents involved in the Offer undertake to comply with all conditions that are within the control of the Company and any of its agents involved in the Offer, to ensure the listing of the Offer Shares on Listing Date.

If the Offer Shares are not listed on the PSE on the Listing Date, all application payments will be returned to the Applicants without interest starting on the fifth (5th) Banking Day after the end of the Offer Period or on June 10, 2022.

Underwriters' Firm Commitment to Purchase

: The Joint Lead Underwriters and Bookrunners and the Participating Underwriter will underwrite, on a firm commitment basis, the Firm Shares, to the extent of their respective underwriting commitments set out under the section "*Plan of Distribution*" in this REIT Plan.

After the commencement of the Offer Period, the Offer shall not be withdrawn, cancelled, suspended or terminated on or solely by reason of (i) the inability of the Company or underwriters to sell or market the Offer Shares or (ii) the refusal or failure by the Company, the underwriter, or any other entity/ person to comply with any undertaking or commitment to take up any shares remaining after the Offer Period.

In undertaking the underwriters' firm commitment to purchase, the underwriters hereby manifest their conformity to comply with and be bound by all duly promulgated and applicable listing and disclosure rules, requirements and policies of the PSE.

Refunds of the Trading Participants and Retail Offer

: In the event that the number of Trading Participants and Retail Offer Shares to be received by an applicant, as confirmed by us and the Joint Lead Underwriters and Bookrunners, is less than the number covered by the application, or if an application is rejected, then the applicant is entitled to a refund, without interest, of all or a portion of the applicant's payment corresponding to the number of Trading Participants and Retail Offer Shares wholly or partially rejected. All refunds shall be made through the Receiving Agent, at the applicant's risk.

Check refunds shall be available for pick-up at the office of the Receiving Agent starting on the fifth (5th) Banking Day after the end of the Offer Period or on June 10, 2022. If such check refunds are not claimed after thirty (30) calendar days following the

beginning of the refund period, such checks shall be mailed to the Applicant's registered address at the Applicant's risk.

Subject to the final mechanics to be included in the LSI Implementing Guidelines, refunds to Local Small Investors, if any, may be coursed directly through their nominated Eligible PSE Trading Participant (subject to confirmation by such Eligible PSE Trading Participant). The refunds will be processed by the Receiving Agent directly to the nominated Eligible PSE Trading Participant by transferring immediately available funds to the relevant bank account of, or via check to, each relevant nominated Eligible PSE Trading Participant in such amount representing the total refund due to all the clients of the relevant Eligible PSE Trading Participant on or before the fifth (5th) Banking Day after the end of the offer period or on June 10, 2022. The affected LSI Applicants may coordinate directly with their respective nominated Eligible PSE Trading Participant, as indicated in the submitted LSI Application.

Expected Timetable

- : The timetable of the Offer is expected to be as follows:

Bookbuilding Period	May 19 to May 25 2022
Pricing	May 25, 2022
Notice of final Offer Price to the SEC and the PSE	May 26, 2022
Receipt of Permit to Sell from the SEC	May 27, 2022
Trading Participants and Retail Offer Period	May 30 to June 3, 2022
Submission of Firm Order and Commitments by Eligible PSE Trading Participants	June 1, 2022
Trading Participants and Retail Offer Settlement Date	June 3, 2022
Listing Date and Commencement of Trading in the PSE	June 15, 2022

The dates included above are subject to the approval of the PSE and the SEC, market and other conditions, and may be changed.

If, for any reason, any day of the above periods or dates is a not a Banking Day, then such period or date may be extended or moved, as the case may be, to the next immediately succeeding Banking Day, or such other date as may be agreed upon by the Company and the Joint Lead Underwriters and Bookrunners. Notice of any adjustment to the Listing Date shall be made by publication by the Company in two (2) newspapers of general circulation, provided that any adjustment to the Listing Date shall be subject to the approval of the PSE.

Risks of Investing

- : In making an investment decision, investors are advised to carefully consider all the information contained in the REIT Plan, including the risks associated with an investment in the Offer Shares. These risks include:

- risks relating to our business and our Properties;
- risks relating to the Philippines;
- risks relating to the Offer and the Offer Shares; and
- risks relating to the presentation of information in the REIT Plan.

For a more detailed discussion on certain of these risks, see “*Risk Factors*” section of the REIT Plan, which while not intended to be an exhaustive enumeration of all risks, must be considered in connection with a purchase of the Offer Shares. The Offer Shares are offered solely on the basis of the information contained in the REIT Plan.

Stock and Transfer Agent	:	Stock Transfer Service, Inc.
Receiving Agent	:	Stock Transfer Service, Inc.
Escrow Agent	:	China Banking Corporation – Trust and Asset Management Group
Counsel for the Issuer	:	Picazo Buyco Tan Fider & Santos
Counsel for the Issue Coordinator, Joint Lead Underwriters and Bookrunners, and Participating Underwriter	:	Romulo Mabanta Buenaventura Sayoc & de los Angeles
Independent Auditors	:	SyCip Gorres Velayo & Co., a member firm of Ernst & Young Global Limited

**ANNEX B:
SAMPLE PSE EASY EMAIL**

Hi

You have subscribed to VistaREIT, Inc. - Initial Public Offering. Your subscription details are as follows:

Company Name: VistaREIT, Inc.

Stock Symbol: VREIT

Number of Offer Shares Subscribed: [Order Size]

Offer Price per Share: ₱[•]

Total Amount Due: ₱[•]

Subscription Date and Time: [Subscription Date and Time]

Payment Due Date and Time: Until June 3, 2022, (12:00 noon for check payments and 1:00 p.m. for cash and online payments)

Designated Trading Participant: [Eligible TP]

PSE EASy Reference Number: [•]

To pay for your subscription, please take note of the following details:

Modes of Payment: (i) over-the-counter via BDO Bills Payment in the name of "VISTAREIT INC IPO" at any operating BDO branch through cash or personal, corporate, manager's/cashier's check or (ii) online payment via BDO Bills Payment, with "VISTAREIT INC IPO" as the merchant name through BDO Online Banking or BDO Mobile Banking.

Special Instruction: Please indicate your PSE EASy Reference Number in the Reference Number field of the cash deposit/ check deposit slip for over-the-counter payments, or in the "Reference Number" field of the relevant online page of "VISTAREIT INC IPO" of your BDO bank account for online payments. For over-the-counter payments, you are encouraged to please bring a copy of the PSE EASy email confirmation containing the PSE EASy Reference Number for validation. **Failure to comply with this instruction may result to the rejection of your Application.**

For concerns relating to VistaREIT, Inc., the Summary of the Offer, and your subscription, please contact the Receiving Agent or the Joint Lead Underwriter and Bookrunner thru the following contact numbers:

Receiving Agent	Contact No.	Email Address
Stock Transfer Service, Inc. Joel Cortez Jenny Rose Padernos	+63 (2) 5310 3671 +63 (2) 8403 3433	vistareitincipo@stocktransfer.com.ph jscortez@stocktransfer.com.ph jrpadernos@stocktransfer.com.ph

Joint Lead Underwriter and Bookrunner	Contact No.	Email Address
China Bank Capital Corporation Samantha Uy Mark Go	+63 (2) 8230 6603 +63 (2) 8885 5555 local 6867	vistareitipo@chinabank.ph

IMPORTANT: All paid subscriptions will still be subject to the final allocation of shares by the Joint Lead Underwriters and Bookrunners. In the event that the final number of shares allocated to you is less than the number covered by your paid subscription, or if your subscription is rejected, the Receiving Agent shall refund you, without interest, through the issuance of a check which shall be available for pick-up at the office of the Receiving Agent at the 34th Floor, Unit-D, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, Philippines, starting on June 10, 2022. For LSI Applicants with the nominated Eligible TP consenting to process LSI refunds, all refunds may be made through the nominated Eligible TP, at the LSI Applicant's risk. The refunds will be processed by the Receiving

Agent directly to the nominated Eligible TP by transferring immediately available funds to the relevant bank account of, or via check to, each relevant nominated Eligible TP in such amount representing the total refund due to all the clients of the relevant Eligible TP on or before the fifth (5th) Banking Day after the end of the offer period or on June 10, 2022. The affected LSI Applicants may coordinate directly with their respective nominated Eligible TP, as indicated in the submitted LSI Application. Please check the LSI Guidelines for further details.

This is a system generated notification. Please do not reply to this email.

For your PSE EASy concerns, please contact the System Administrator through the following:

Contact Number: 8764888 Email: investing@pse.com.ph

ANNEX C:

FORM OF LSI SALES REPORT

(For Nominated Eligible TPs Only)

<p align="center">NAME OF DEPOSITORY PARTICIPANT</p>	<p align="center">DEPOSITORY BP ID OF THE DEPOSITORY PARTICIPANT (BROKER / CUSTODIAN / TRUST)</p> <p align="center"><i>(11 characters)</i></p>	<p align="center">DEPOSITORY PARTICIPANT ACCOUNT NO.</p> <p align="center"><i>(for Eligible TPs, this should be FREE ACCOUNT)</i></p> <p align="center"><i>(Refer to Guidelines for additional notes)</i></p>	<p align="center">NOCD BP ID OF THE BROKER'S CLIENT</p> <p align="center"><i>(11 characters, i.e XXXYYYYYYY Y where: XXX = BROKER CODE; R = Fixed 4th character to signify REIT; YYYYYYY = Broker Assigned Alpha Numeric)</i></p> <p align="center"><i>Note: If not maintained in NoCD accounts in v6, refer to Guidelines for additional notes.</i></p>	<p align="center">ACCOUNT NO. OF THE BROKER'S NOCD CLIENT</p> <p align="center"><i>(should be "1")</i></p> <p align="center"><i>Note: If no NOCD BP ID indicated in Column E, leave this blank</i></p>	<p align="center">NATIONALITY (FILIPINO / NON- FILIPINO)</p> <p align="center"><i>(Refer to Guidelines)</i></p>	<p align="center">NUMBER OF SHARES</p>	<p align="center">PSE REFERENCE NUMBER</p>

Annex D: BILLS PAYMENT GUIDELINES

A. Over-the-counter Bills Payment

1. Get a copy of the BDO Cash or Check Transaction Slip. Fill out the payment details in the section marked "Bills Payment":
 - Company Name: VISTAREIT INC IPO
 - Institution Code
 - Subscriber's Name: [PSE EASy Investor Name]
 - Subscriber's Account No.: [PSE EASy Reference Number]
 - Amount: [PHP amount corresponding to the number of shares placed]

Cash Transaction Slip		Currency <input checked="" type="checkbox"/> Peso <input type="checkbox"/> US Dollar <input type="checkbox"/> Others Date 03/07/2022																														
<input type="checkbox"/> Deposits <input type="checkbox"/> Current <input type="checkbox"/> Savings <input type="checkbox"/> Time Deposit/ Placement <input type="checkbox"/> For Account with Deposit Reference Facility <input checked="" type="checkbox"/> Bills Payment	Account Name _____ Account No. _____ Payor's Name _____ Reference No. _____ Company Name VISTAREIT INC IPO Institution Code 1 8 1 8 Product Code _____ Subscriber's Name JUAN DELA CRUZ Subscriber's Account No. [VREIT#####] <input type="checkbox"/> Cash Card _____ <input type="checkbox"/> Sale <input type="checkbox"/> Reload _____ <input type="checkbox"/> Payment _____ <input type="checkbox"/> Loan <input type="checkbox"/> Trade _____ Machine Validation _____	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="3" style="text-align: left; padding: 5px;"> Use separate slip(s) for each type of transaction. Denomination Pieces Amount </th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1,000</td> <td style="text-align: center;">10</td> <td style="text-align: center;">10,000</td> </tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr> <td colspan="2" style="text-align: right;">Total Amount</td> <td style="text-align: center;">10,000</td> </tr> </tbody> </table>	Use separate slip(s) for each type of transaction. Denomination Pieces Amount			1,000	10	10,000																						Total Amount		10,000
Use separate slip(s) for each type of transaction. Denomination Pieces Amount																																
1,000	10	10,000																														
Total Amount		10,000																														

This serves as your receipt when machine validated. V032018

Check Transaction Slip		Currency <input checked="" type="checkbox"/> Peso <input type="checkbox"/> US Dollar <input type="checkbox"/> Others Date 03/07/2022																														
<input type="checkbox"/> Deposits <input type="checkbox"/> Current <input type="checkbox"/> Savings <input type="checkbox"/> Time Deposit/ Placement <input type="checkbox"/> For Account with Deposit Reference Facility <input checked="" type="checkbox"/> Bills Payment	Account Name _____ Account No. _____ Payor's Name _____ Reference No. _____ Company Name VISTAREIT INC IPO Institution Code 1 8 1 8 Product Code _____ Subscriber's Name JUAN DELA CRUZ Subscriber's Account No. [VREIT#####] <input type="checkbox"/> Payment _____ <input type="checkbox"/> Loan <input type="checkbox"/> Trade _____ Machine Validation _____	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="3" style="text-align: left; padding: 5px;"> Use separate slip(s) for each type of transaction. Bank/Branch Check No. Amount </th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">BDO / Corporate Center</td> <td style="text-align: center;">1000325671</td> <td style="text-align: center;">10,000</td> </tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr> <td colspan="2" style="text-align: right;">Total Amount</td> <td style="text-align: center;">10,000</td> </tr> </tbody> </table>	Use separate slip(s) for each type of transaction. Bank/Branch Check No. Amount			BDO / Corporate Center	1000325671	10,000																						Total Amount		10,000
Use separate slip(s) for each type of transaction. Bank/Branch Check No. Amount																																
BDO / Corporate Center	1000325671	10,000																														
Total Amount		10,000																														

This serves as your receipt when machine validated. V032018

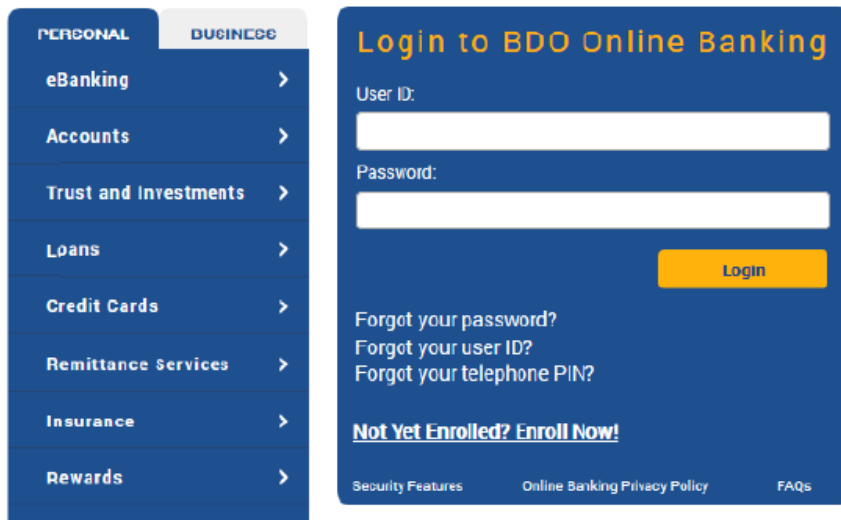
2. Submit the Transaction Slip to the teller together with the cash/ check payment.

IMPORTANT: Ensure that the Subscriber's account number in your machine validated Cash/ Check Transaction Slip is the same Reference Number generated by PSE EASy for your subscription.

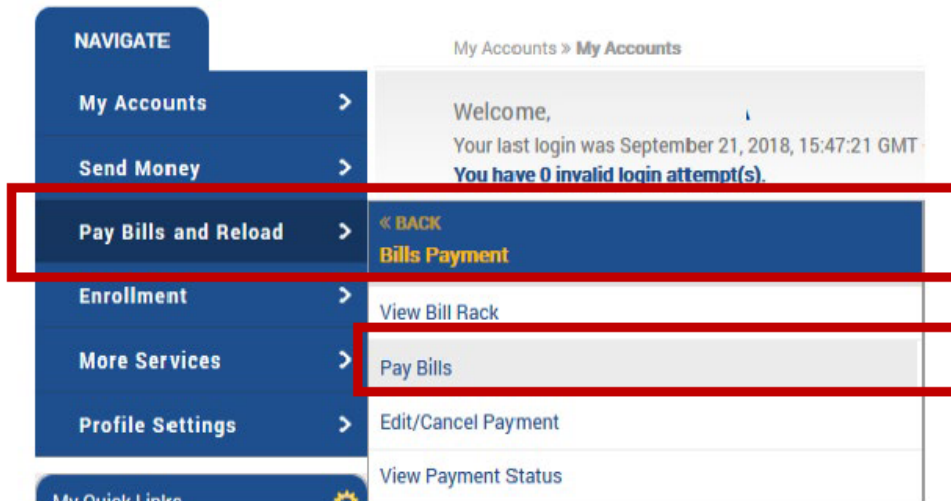
If the Subscriber's Account number on the machine validated Cash/ Check Transaction Slip does not tally with the Reference Number of your subscription, this may result to the rejection of your subscription of the Offer.

B. Online Banking Bills Payment

1. Log in to your BDO Online Banking account at <https://online.bdo.com.ph>



2. Go to Pay Bills and Reload > Bills Payment > Pay Bills



3. Fill out the payment details:
 - Pay From: Choose the BDO account that you will pay from
 - Pay this Company/ Biller: VISTAREIT INC IPO

- Amount: [PHP amount corresponding to the number of shares placed]
- Subscriber Name: PSE EASy Investor Name
- Subscriber Number: PSE EASy Reference Number

Payment Details

Pay from

[BDO ACCOUNT] [View Balance](#)

Pay this Company/Biller

VISTAREIT INC IPO

☐ Pay a Company/Biller that is not yet enrolled

Amount

Remarks

Subscriber Number

[PSE EASY REFERENCE NO.]

Subscriber Name

[PSE EASY INVESTOR NAME]

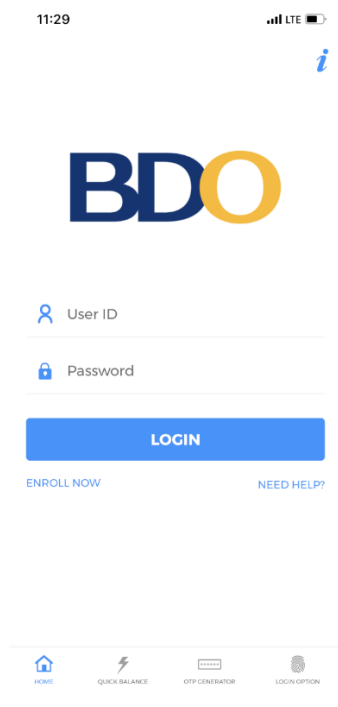
For clients who wish to pay their bills via Credit Card please click the link [CREDIT CARD PAYMENT](#)

Submit

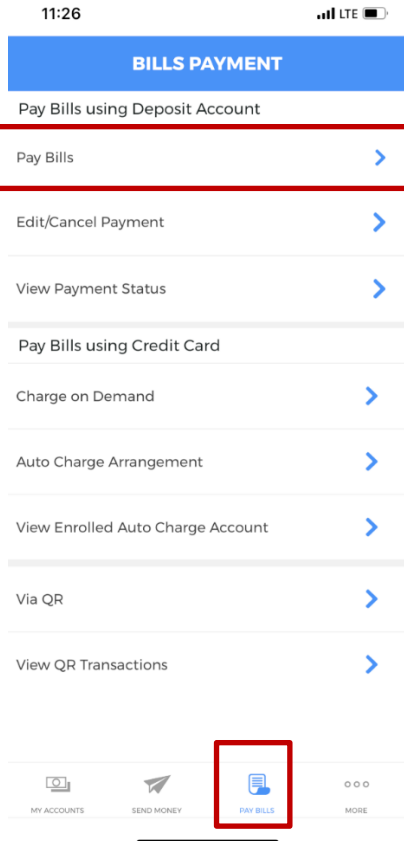
4. Click Submit.
5. A confirmation page will be displayed. Review all information. Click Continue.
6. Confirmation page will be displayed with a transaction reference number. Likewise, an e-mail notification will be sent to you registered e-mail address with BDO Online Banking.

C. Mobile Banking Bills Payment

1. Log in to your BDO Mobile Banking account via the BDO Mobile Banking App.



2. Go to Pay Bills and select the method by which payment will be made > Pay Bills



3. Fill out the payment details:

- Pay From: Choose the BDO account that you will pay from
- Pay this Company/ Biller: VISTAREIT INC IPO
- Payment Schedule: [No later than the prescribed deadline]
- Amount: [PHP amount corresponding to the number of shares placed]
- Subscriber Name: [PSE EASy Investor Name]
- Subscriber Number: [PSE EASy Reference Number]

3:02 LTE 100%

← **BILLS PAYMENT**

Pay From >

Pay this Company/Biller >
VISTAREIT INC IPO

Amount
 0.00

Remarks
 Type remarks here

Subscriber Name
[PSE EASY INVESTOR NAME]

Subscriber Number
[PSE EASY REFERENCE NO.]

RESET

CONTINUE

MY ACCOUNTS SEND MONEY PAY BILLS MORE

4. Click Submit.
5. A confirmation page will be displayed. Review all information. Click Continue.
6. Confirmation page will be displayed with a transaction reference number. Likewise, an e-mail notification will be sent to you registered e-mail address with BDO Online Banking.

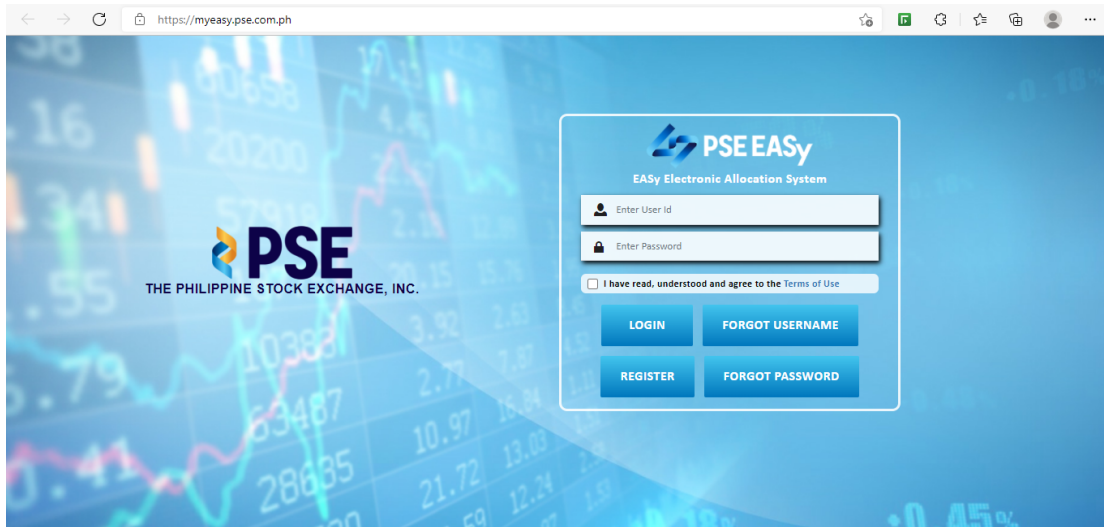
IMPORTANT: Ensure that the Subscriber's account number in your machine validated Cash/ Check Transaction Slip is the same Reference Number generated by PSE EASy for your subscription.

If the Subscriber's Account number on the machine validated Cash/ Check Transaction Slip does not tally with the Reference Number of your subscription, this may result to the rejection of your subscription of the Offer.

ANNEX E: USER INVESTOR GUIDE FOR PSE EASY

How to create a PSE EASy account?

1. Access PSE EASy through <https://myeasy.pse.com.ph/>



2. Click the "REGISTER" button. Please note that only investors that have trading accounts with PSE Trading Participants will be allowed to proceed with the PSE EASy registration or account creation.



Register

With Trading Account *

☒ Yes ☐ No

3. Select the Individual Investor Type and the Trading Participant.

Register

With Trading Account *

☒ Yes ☐ No

Investor Type *

Select Investor Type

Select Investor Type

Individual

Corporate

Register

With Trading Account *

Yes

No

Investor Type *

Individual

Username *

Re-confirm Password *

Security Question 2 *

---Select---

Type your answer

Trading Participant *

---Select---

---Select---

AAA Southeast Equities, Inc.

AP Securities, Inc.

Armstrong Securities, Inc.

Belson Securities, Inc.

BPI Securities Corporation

China Bank Securities Corporation

Coherco Securities, Inc.

COL Financial Group, Inc.

Equitworld Securities, Inc.

Globalinks Securities & Stocks, Inc.

Guld Securities, Inc.

H.E. Bennett Securities, Inc.

HDI Securities, Inc.

Imperial, De Guzman, Abalos & Co., Inc.

King's Power Securities, Inc.

Lucky Securities, Inc.

Maybank ATR Kim Eng Securities, Inc.

The site is best viewed in

4. Key in your details and attach your personal photo. Please make sure that your details are correct especially your Tax Identification Number (TIN).

Register

First Name *

Juan

Middle Name

Carlos

Last Name *

dela Cruz

Telephone No.

6324567891

Nationality *

Filipino

Address *

5th Avenue corner 28th Street, Quezon City, Metro Manila

Email Address *

jcdelacruz@email.com

Birthdate *

06-Jun-2001

Mobile No. *

639176543210

TIN *

123456789123

Save

Cancel

Register

Nationality *

Filipino

Address *

5th Avenue corner 28th Street, Quezon City, Metro Manila

Email Address *

jcdelacruz@email.com

Birthdate *

06-Jun-2001

Mobile No. *

639176543210

TIN *

123456789123

TIN Number Available

Profile Photo *

Browse...

No file selected.

☐ I/the Corporation/the Partnership declare that all the information furnished above are correct and true and that if any of the information furnished proves to be materially false or incorrect, either wholly or partly, The Philippine Stock Exchange, Inc. may cancel my/the Corporation's/the Partnership's registration or take such other action as may be deemed fit.

Please [click here](#) to read and accept the Terms of Use

Save

Cancel

5. Tick off the checkbox and read and accept the terms of use.

Register

Nationality *

Filipino

Email Address *

jcdelacruz@email.com

Mobile No. *

639176543210

Profile Photo *

Browse... 20180202_205855.jpg

Address *

5th Avenue corner 28th Street, Quezon City, Metro Manila

Birthdate *

06-Jun-2001

TIN *

123456789123

TIN Number Available

☒ I/the Corporation/the Partnership declare that all the information furnished above are correct and true and that if any of the information furnished proves to be materially false or incorrect, either wholly or partly, The Philippine Stock Exchange, Inc. may cancel my/the Corporation's/the Partnership's registration or take such other action as may be deemed fit.

Please [click here](#) to read and accept the Terms of Use

Save

Cancel

Register

Nationality *

Filipino

Email Address *

jcdelacruz@email.com

Mobile No. *

639176543210

Profile Photo *

Browse... 20180202_205855.jpg

Address *

5th Avenue corner 28th Street, Quezon City, Metro Manila

Birthdate *

06-Jun-2001

TIN *

123456789123

TIN Number Available

☒ I/the Corporation/the Partnership declare that all the information furnished above are correct and true and that if any of the information furnished proves to be materially false or incorrect, either wholly or partly, The Philippine Stock Exchange, Inc. may cancel my/the Corporation's/the Partnership's registration or take such other action as may be deemed fit.

Please [click here](#) to read and accept the Terms of Use

Save

Cancel

Please scroll below to read and accept the Terms of Use

TERMS OF USE

The PSE Electronic Allocation System ("PSE EASY") is a system owned and made available for use by The Philippine Stock Exchange, Inc. ("PSE") as a platform for local small investors ("LSIs") to subscribe to Initial Public Offering ("IPO") investment opportunities.

The access to and use, in any way, of PSE EASY shall be governed by these terms and conditions. Please read these terms and conditions carefully and please note that by continuing to access and use PSE EASY, you shall be deemed to have read, understood, and agreed to the said terms and conditions.

DISCLAIMER

PSE EASY is made available for use without warranties of any kind. Your use of PSE EASY, in general, is at your own risk. PSE accepts no liability for the consequences of any action taken on the basis of the information provided in PSE EASY.

PSE does not make any representations and disclaims all warranties, express or implied, in respect of PSE EASY, including, but not limited to, implied warranty of fitness for a particular purpose, satisfactory quality, non-infringement of intellectual property rights, or any representations or warranties arising from usage or custom or trade by operation of law. PSE likewise does not warrant that:

- The PSE EASY will perform without interruption, error, delay, or other defects.
- Any data or information submitted to the PSE EASY will be secure, accurate, or free from any viruses or other malicious code.

Register

Nationality *

Filipino

Email Address *

jcdelacruz@email.com

Mobile No. *

639176543210

Profile Photo *

Browse... 20180202_205855.jpg

Address *

5th Avenue corner 28th Street, Quezon City, Metro Manila

Birthdate *

06-Jun-2001

TIN *

123456789123

TIN Number Available

☒ I/the Corporation/the Partnership declare that all the information furnished above are correct and true and that if any of the information furnished proves to be materially false or incorrect, either wholly or partly, The Philippine Stock Exchange, Inc. may cancel my/the Corporation's/the Partnership's registration or take such other action as may be deemed fit.

Please [click here](#) to read and accept the Terms of Use

Save

Cancel

Please scroll below to read and accept the Terms of Use

CHANGES TO TERMS OF USE

PSE may revise these terms and conditions at any time and without prior notice. You are responsible for ensuring that you have read the most current version of these terms and conditions. Your continued access and/or use of PSE EASY will be deemed to constitute your conclusive acceptance of the updated or revised terms and conditions.

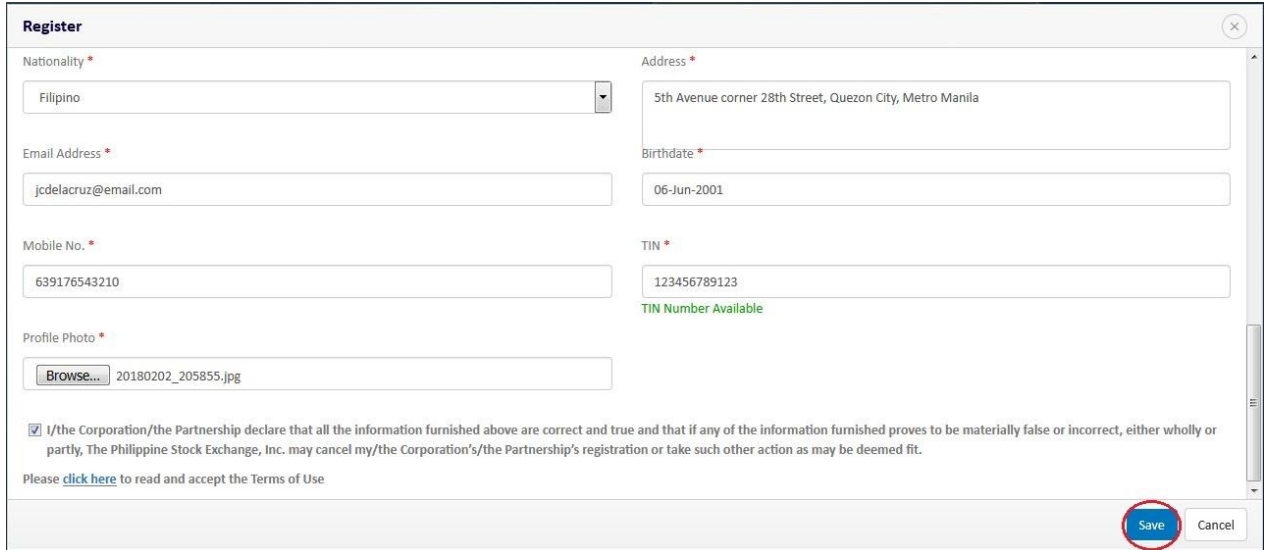
VIOLATIONS OF TERMS OF USE

You shall not use this website for any illegal purpose.

PSE reserves the right to seek all remedies available at law and in equity for violations of these terms and conditions, including the right to restrict or deny access to PSE EASY at any time and without any notice.

☒ Check the box to accept our Terms of Use

- Click the “Save” button.



Register

Nationality *
Filipino

Address *
5th Avenue corner 28th Street, Quezon City, Metro Manila

Email Address *
jcdelacruz@email.com

Birthdate *
06-Jun-2001

Mobile No. *
639176543210

TIN *
123456789123
TIN Number Available

Profile Photo *
Browse... 20180202_205855.jpg

☒ I/the Corporation/the Partnership declare that all the information furnished above are correct and true and that if any of the information furnished proves to be materially false or incorrect, either wholly or partly, The Philippine Stock Exchange, Inc. may cancel my/the Corporation's/the Partnership's registration or take such other action as may be deemed fit.

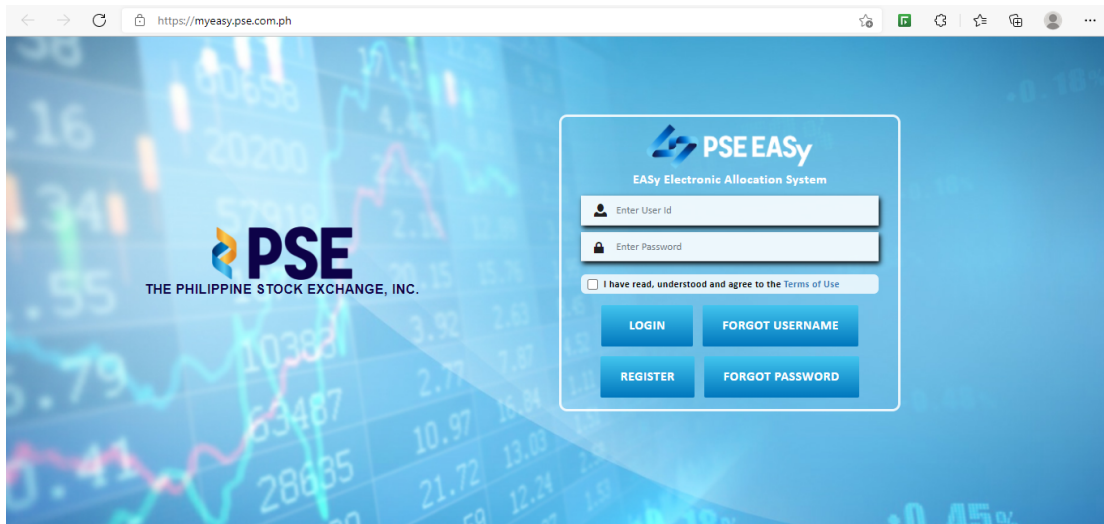
Please [click here](#) to read and accept the Terms of Use

Save Cancel

- Verify your account by clicking the link sent to your email.
- Wait for your selected Trading Participant to approve your PSE EASy registration.

Subscribing to IPOs via PSE EASy

- Login to PSE EASy by accessing <https://myeasy.pse.com.ph/>



https://myeasy.pse.com.ph

PSE
THE PHILIPPINE STOCK EXCHANGE, INC.

PSE EASy
EASy Electronic Allocation System

Enter User Id

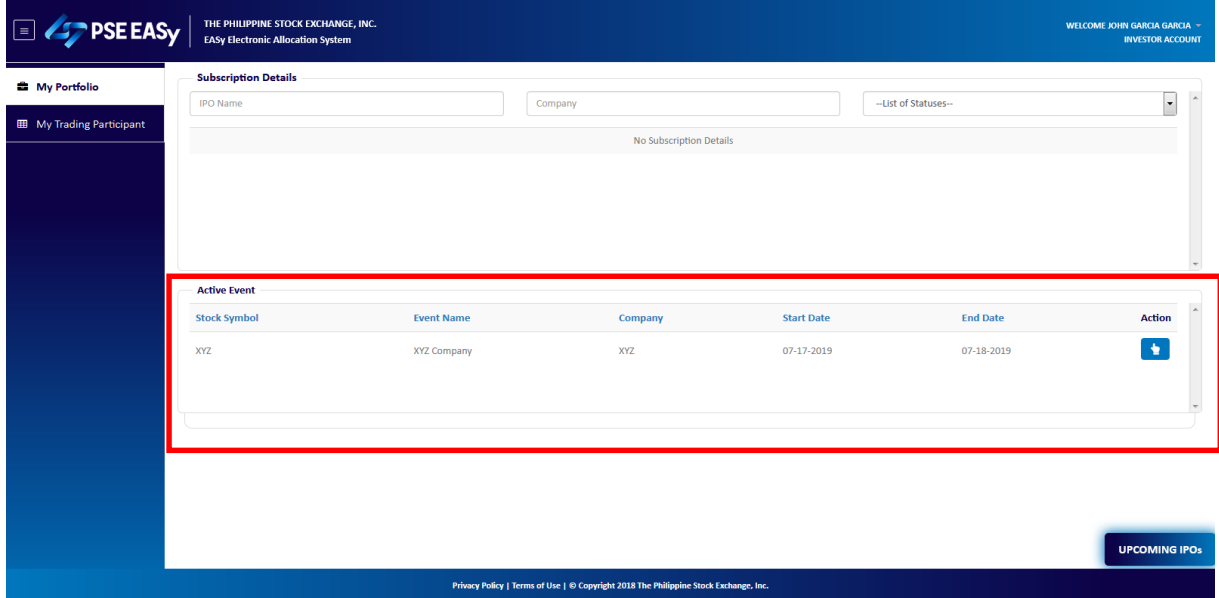
Enter Password

☐ I have read, understood and agree to the Terms of Use

LOGIN **FORGOT USERNAME**

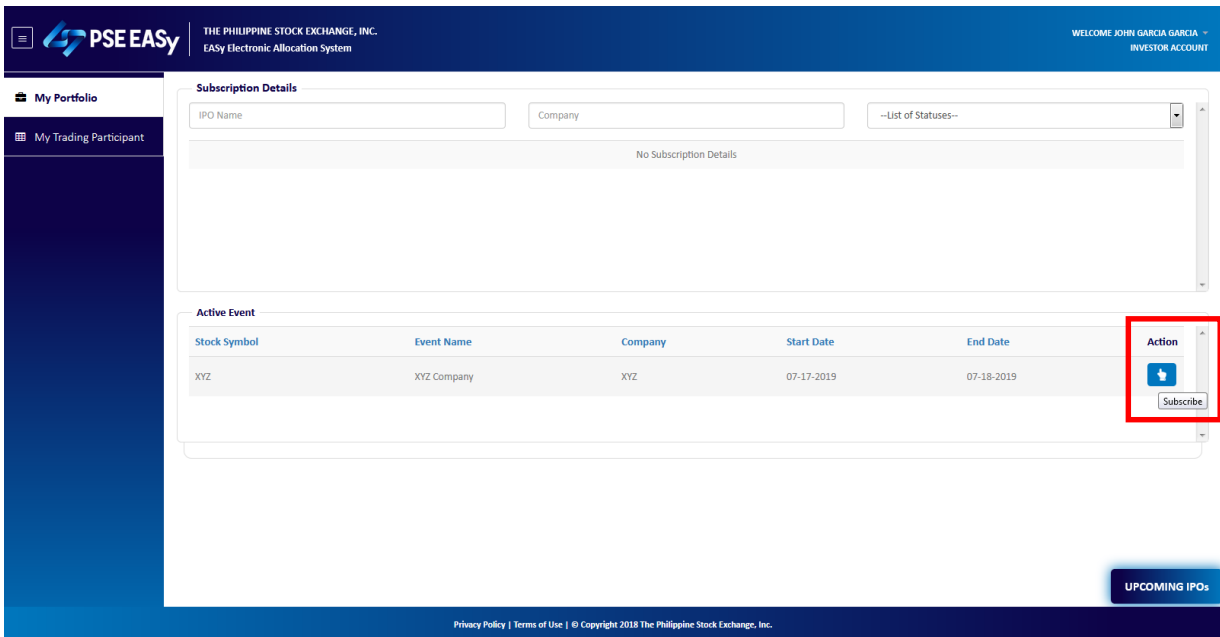
REGISTER **FORGOT PASSWORD**

2. Select the desired IPO under the Active Event table in the Home Page.



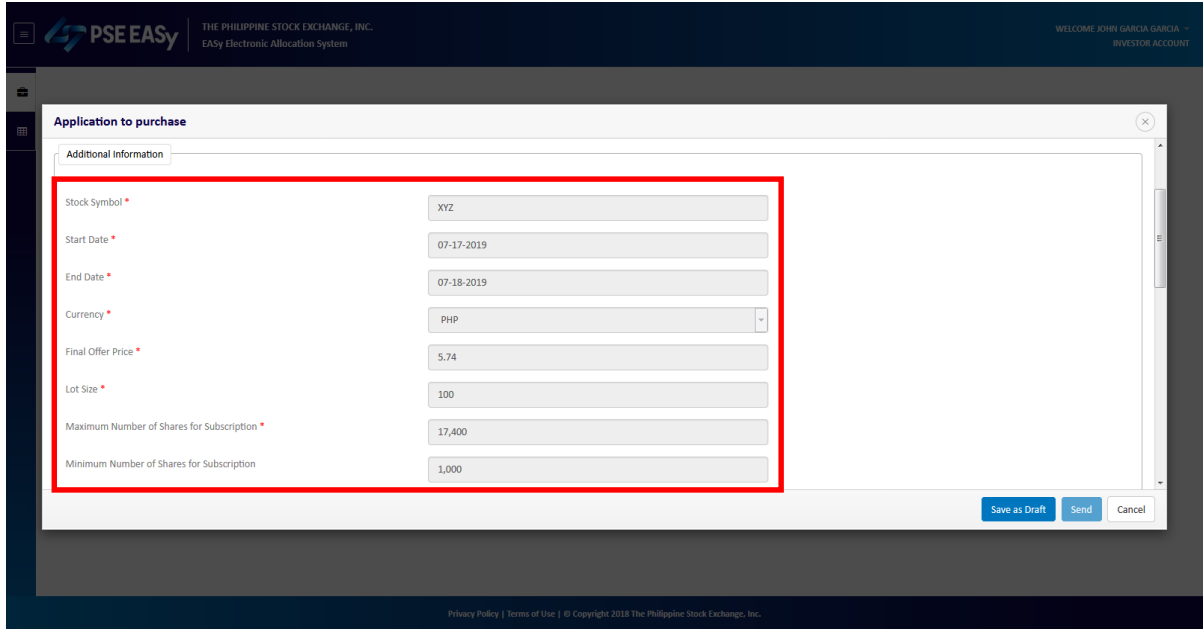
The screenshot shows the PSE EASY Home Page. The header includes the PSE EASY logo, the text "THE PHILIPPINE STOCK EXCHANGE, INC. EASY Electronic Allocation System", and a welcome message for "JOHN GARCIA GARCIA" with a link to "INVESTOR ACCOUNT". The left sidebar contains "My Portfolio" and "My Trading Participant". The main content area has a "Subscription Details" section with input fields for "IPO Name", "Company", and a dropdown for "--List of Statuses--". Below this is a table titled "Active Event" with columns: "Stock Symbol", "Event Name", "Company", "Start Date", "End Date", and "Action". The table contains one row with "XYZ" as the stock symbol, "XYZ Company" as the event name, "XYZ" as the company, "07-17-2019" as the start date, and "07-18-2019" as the end date. The "Action" column has a blue button with a plus icon. A red box highlights the "Active Event" table. At the bottom right, there is a button labeled "UPCOMING IPOs". The footer contains links for "Privacy Policy", "Terms of Use", and "© Copyright 2018 The Philippine Stock Exchange, Inc."

3. Click the subscribe icon.



This screenshot is identical to the previous one, showing the PSE EASY Home Page. The "Active Event" table is highlighted with a red box. In this view, the "Action" column for the "XYZ" row shows a blue button with a plus icon and a "Subscribe" label below it, which is also highlighted with a red box. The rest of the page layout, including the header, sidebar, and footer, remains the same.

4. Review the details of the offer in the Application to Purchase (ATP) Form.



Application to purchase

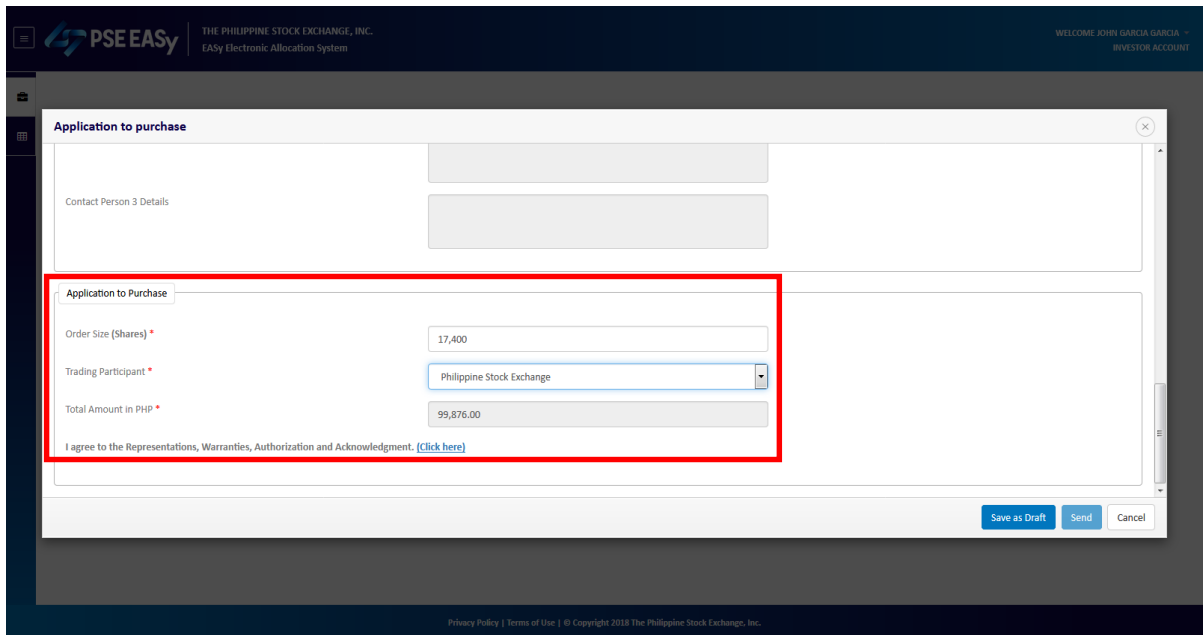
Additional Information

Stock Symbol *	XYZ
Start Date *	07-17-2019
End Date *	07-18-2019
Currency *	PHP
Final Offer Price *	\$74
Lot Size *	100
Maximum Number of Shares for Subscription *	17,400
Minimum Number of Shares for Subscription	1,000

Save as Draft Send Cancel

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5. Key in your order and select your TP in the ATP Form.



Application to purchase

Application to Purchase

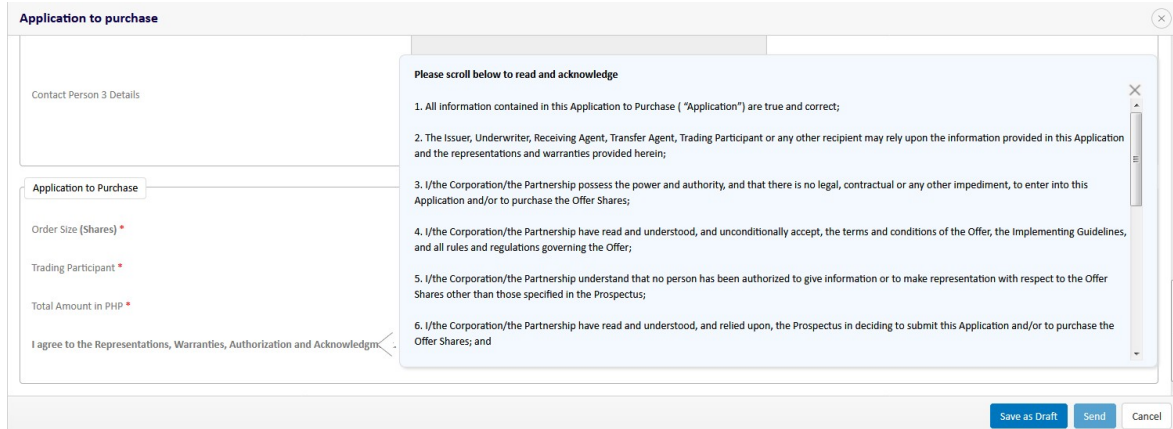
Order Size (Shares) *	17,400
Trading Participant *	Philippine Stock Exchange
Total Amount in PHP *	99,876.00

I agree to the Representations, Warranties, Authorization and Acknowledgment. [Click here](#)

Save as Draft Send Cancel

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6. Tick-off the Acknowledgment Section of the ATP Form.



Application to purchase

Contact Person 3 Details

Application to Purchase

Order Size (Shares) *

Trading Participant *

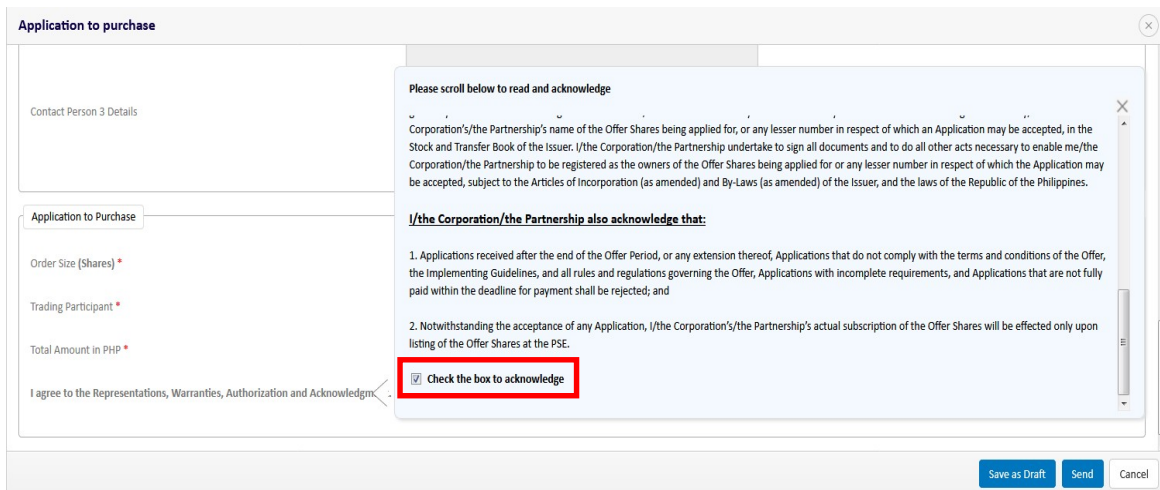
Total Amount in PHP *

I agree to the Representations, Warranties, Authorization and Acknowledgment.

Please scroll below to read and acknowledge

1. All information contained in this Application to Purchase ("Application") are true and correct;
2. The Issuer, Underwriter, Receiving Agent, Transfer Agent, Trading Participant or any other recipient may rely upon the information provided in this Application and the representations and warranties provided herein;
3. I/the Corporation/the Partnership possess the power and authority, and that there is no legal, contractual or any other impediment, to enter into this Application and/or to purchase the Offer Shares;
4. I/the Corporation/the Partnership have read and understood, and unconditionally accept, the terms and conditions of the Offer, the Implementing Guidelines, and all rules and regulations governing the Offer;
5. I/the Corporation/the Partnership understand that no person has been authorized to give information or to make representation with respect to the Offer Shares other than those specified in the Prospectus;
6. I/the Corporation/the Partnership have read and understood, and relied upon, the Prospectus in deciding to submit this Application and/or to purchase the Offer Shares; and

Save as Draft Send Cancel



Application to purchase

Contact Person 3 Details

Application to Purchase

Order Size (Shares) *

Trading Participant *

Total Amount in PHP *

I agree to the Representations, Warranties, Authorization and Acknowledgment.

Please scroll below to read and acknowledge

Corporation's/the Partnership's name of the Offer Shares being applied for, or any lesser number in respect of which an Application may be accepted, in the Stock and Transfer Book of the Issuer. I/the Corporation/the Partnership undertake to sign all documents and to do all other acts necessary to enable me/the Corporation/the Partnership to be registered as the owners of the Offer Shares being applied for or any lesser number in respect of which the Application may be accepted, subject to the Articles of Incorporation (as amended) and By-Laws (as amended) of the Issuer, and the laws of the Republic of the Philippines.

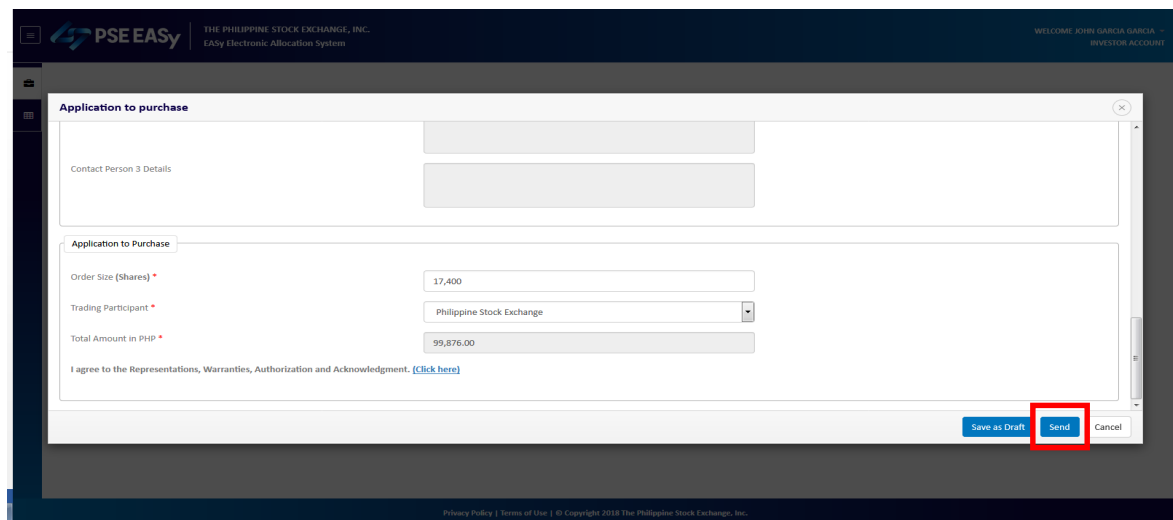
I/the Corporation/the Partnership also acknowledge that:

1. Applications received after the end of the Offer Period, or any extension thereof, Applications that do not comply with the terms and conditions of the Offer, the Implementing Guidelines, and all rules and regulations governing the Offer, Applications with incomplete requirements, and Applications that are not fully paid within the deadline for payment shall be rejected; and
2. Notwithstanding the acceptance of any Application, I/the Corporation's/the Partnership's actual subscription of the Offer Shares will be effected only upon listing of the Offer Shares at the PSE.

☒ Check the box to acknowledge

Save as Draft Send Cancel

7. Click the "Send" button.



PSE EASY THE PHILIPPINE STOCK EXCHANGE, INC. EASY Electronic Allocation System

WELCOME JOHN GARCIA GARCIA INVESTOR ACCOUNT

Application to purchase

Contact Person 3 Details

Application to Purchase

Order Size (Shares) * 17,400

Trading Participant * Philippine Stock Exchange

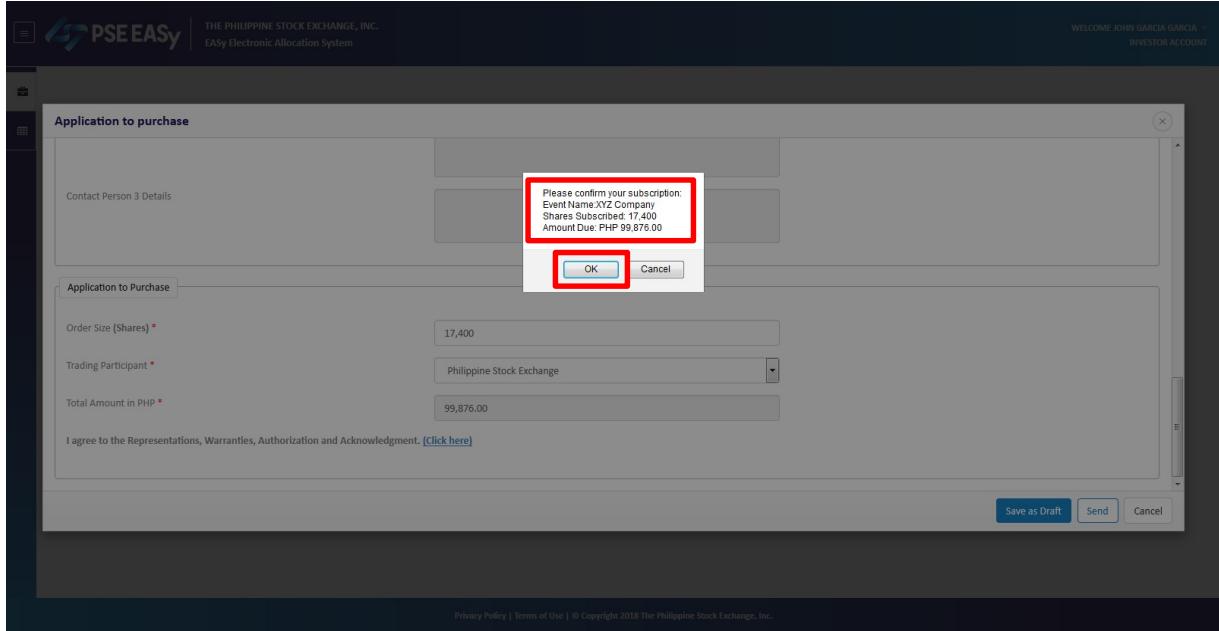
Total Amount in PHP * 99,876.00

I agree to the Representations, Warranties, Authorization and Acknowledgment. [Click here](#)

Save as Draft **Send** Cancel

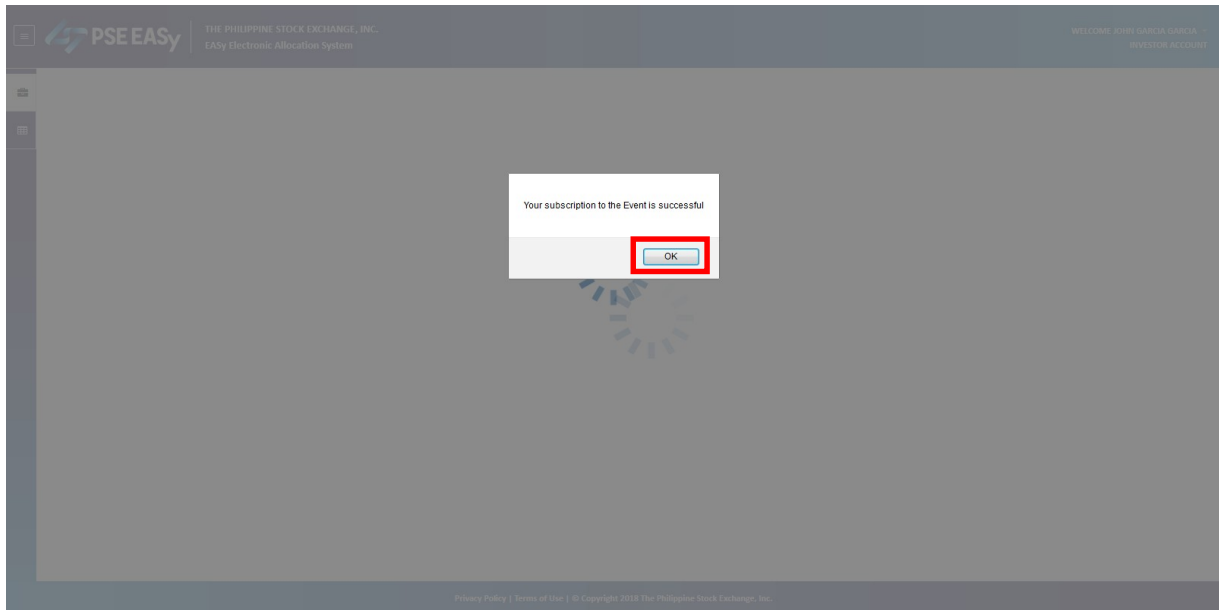
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8. Review your order in the confirmation pop-up and click the “OK” button.



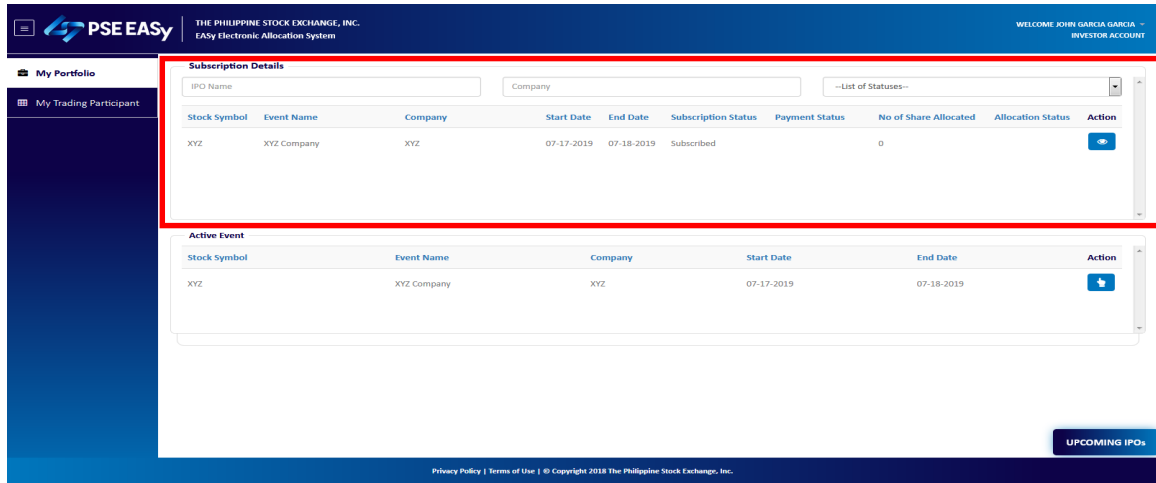
The screenshot shows the PSE EASY interface. At the top, the header includes the PSE EASY logo, "THE PHILIPPINE STOCK EXCHANGE, INC.", "EASy Electronic Allocation System", and a user greeting "WELCOME JOHN GARCIA GARCIA, INVESTOR ACCOUNT". The main content area is titled "Application to purchase". It contains a form with the following fields: "Contact Person 3 Details", "Order Size (Shares) *" with a value of 17,400, "Trading Participant *" with a dropdown menu showing "Philippine Stock Exchange", and "Total Amount in PHP *" with a value of 99,876.00. Below these fields is a checkbox for "I agree to the Representations, Warranties, Authorization and Acknowledgment." with a link "(Click here)". A confirmation pop-up is displayed in the center, containing the text: "Please confirm your subscription. Event Name: XYZ Company, Shares Subscribed: 17,400, Amount Due: PHP 99,876.00". The pop-up has "OK" and "Cancel" buttons. At the bottom right of the form, there are buttons for "Save as Draft", "Send", and "Cancel". The footer contains links for "Privacy Policy" and "Terms of Use" and a copyright notice: "© Copyright 2018 The Philippine Stock Exchange, Inc."

Click the “OK” button on the successful subscription confirmation message.



The screenshot shows the PSE EASY interface after a successful subscription. The header is the same as the previous screenshot. The main content area is now a solid grey color. A confirmation message pop-up is displayed in the center, containing the text: "Your subscription to the Event is successful". The pop-up has an "OK" button. The footer is the same as the previous screenshot.

9. View / Download the payment details.



Subscription Details

IPO Name: Company: --List of Statuses--

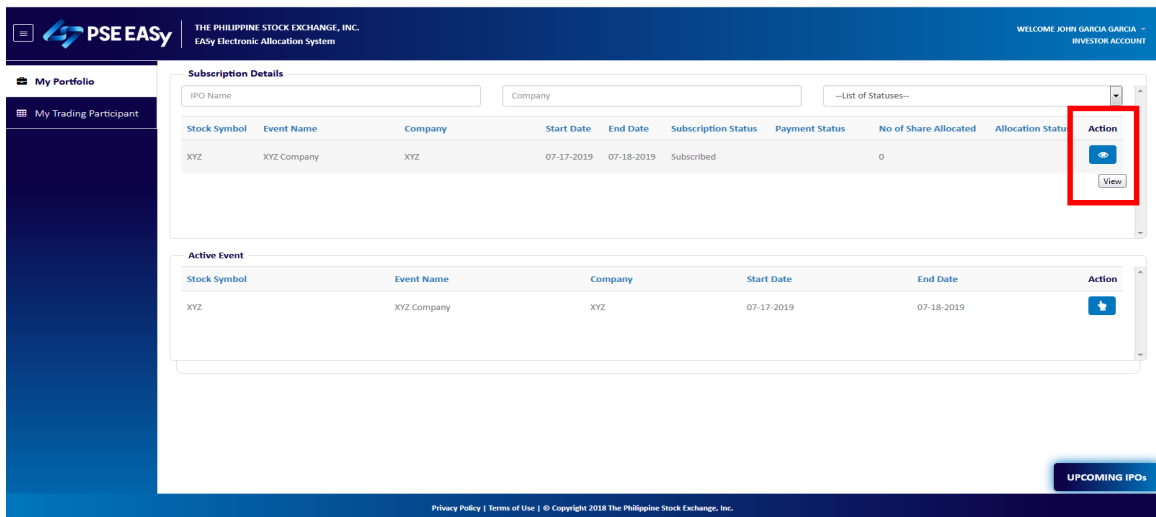
Stock Symbol	Event Name	Company	Start Date	End Date	Subscription Status	Payment Status	No of Share Allocated	Allocation Status	Action
XYZ	XYZ Company	XYZ	07-17-2019	07-18-2019	Subscribed		0		

Active Event

Stock Symbol	Event Name	Company	Start Date	End Date	Action
XYZ	XYZ Company	XYZ	07-17-2019	07-18-2019	

UPCOMING IPOs

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Subscription Details

IPO Name: Company: --List of Statuses--

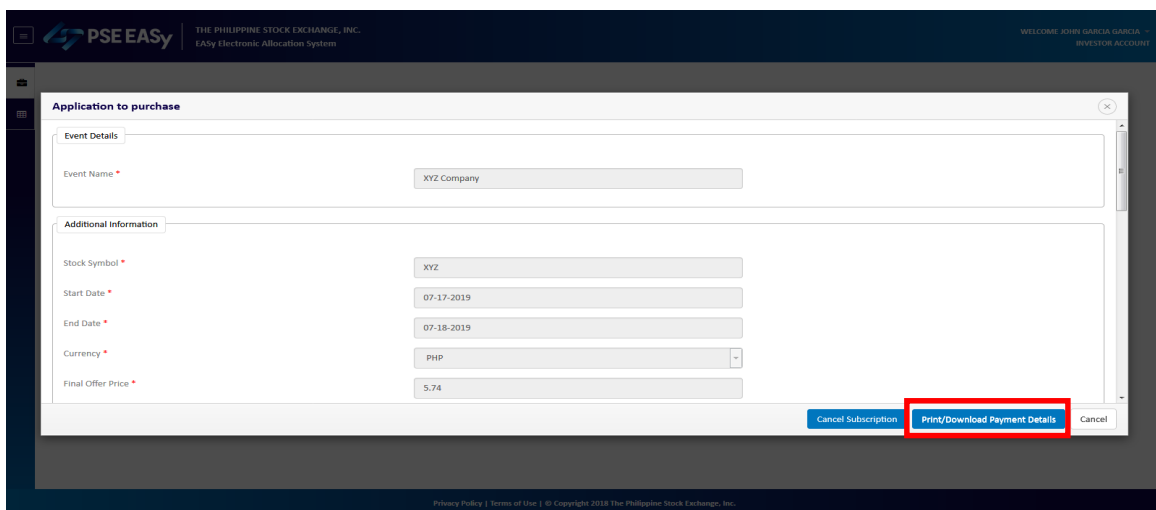
Stock Symbol	Event Name	Company	Start Date	End Date	Subscription Status	Payment Status	No of Share Allocated	Allocation Status	Action
XYZ	XYZ Company	XYZ	07-17-2019	07-18-2019	Subscribed		0		 View

Active Event

Stock Symbol	Event Name	Company	Start Date	End Date	Action
XYZ	XYZ Company	XYZ	07-17-2019	07-18-2019	

UPCOMING IPOs

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Application to purchase

Event Details

Event Name *

Additional Information

Stock Symbol *

Start Date *

End Date *


Currency *

Final Offer Price *

Cancel Subscription **Print/Download Payment Details** Cancel

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10. Pay for your subscription.



THE PHILIPPINE STOCK EXCHANGE, INC.
LSI SUBSCRIPTION SYSTEM

Subscription Details

Event Name: XYZ Company
Event End Date: 07-18-2019
Trading Participant: Philippine Stock Exchange

Application to Purchase

Investor Name: John Garcia Garcia
Order Size (Shares): 17,400
Offer Price: PHP 5.74
Total Amount: PHP 99,876
Reference No: XYZ00071719000154677


Payment Instruction

Bank: ABC
Account Name: Account 1
Account Number: 0355789463454848
Special Instruction: The purchase price must be paid in full in Philippine Pesos through the above cited Bank. The purchase price may be paid in (i) cash; (ii) a personal check drawn against an account with a BSP authorized bank at any of its branches located in Metro Manila; or (iii) a manager's or cashier's check issued by an authorized bank.

XYZ00071719000154677

Print Download

11. Expect your payment to be reflected in the system the next day.



THE PHILIPPINE STOCK EXCHANGE, INC.
EASy Electronic Allocation System

WELCOME JOHN GARCIA GARCIA -
INVESTOR ACCOUNT

My Portfolio
My Trading Participant

Subscription Details

IPO Name Company --List of Statuses--

Stock Symbol	Event Name	Company	Start Date	End Date	Subscription Status	Payment Status	No of Share Allocated	Allocation Status	Action
XYZ	XYZ Company	XYZ	07-17-2019	07-18-2019	Subscribed	Paid	0		

Active Event

Stock Symbol	Event Name	Company	Start Date	End Date	Action
XYZ	XYZ Company	XYZ	07-17-2019	07-18-2019	

UPCOMING IPOs

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ANNEX F:
(For Nominated Eligible TP Only)

[Trading Participant Letterhead]

[Date]

Stock Transfer Service, Inc.
34th Floor, Unit-D, Rufino Pacific Tower
6784 Ayala Avenue, Makati City, Philippines

TRADING PARTICIPANT'S ENDORSEMENT & CERTIFICATION FOR LSI APPLICATIONS

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 of The Philippine Stock Exchange, Inc. (the "**Eligible TP**").

We are submitting the attached copies of our LSI Applicant sales report containing the aggregated list of our clients subscribing to the Offer through the local small investors program via PSE EASy in PDF and Excel formats (the "**LSI Sales Report**") to Stock Transfer Service, Inc. ("**STSI**") in its capacity as Receiving Agent for the initial public offering of shares in VistaREIT, Inc. (the "**IPO**") and hereby certify, warrant, represent, and/or undertake that:

- a) we have (i) conducted the prescribed customer identification procedures on our clients in accordance with applicable laws and regulations, including the Philippine Anti-Money Laundering Act (Republic Act No. 9160), as amended, and its revised implementing rules and regulations (the "**AMLA**"), (ii) established, among others, the ultimate beneficiary of the purchase being made and has in our custody all the minimum information and/or documents required to be obtained from our customers for these purposes and in compliance with applicable laws and regulations, (iii) obtained our client's consent for the collection, processing and sharing of client information used to set-up our clients' Name on Central Depository ("**NoCD**") sub-accounts with the PDTC, and (iv) ascertained that all of our clients have valid sub-accounts under the NoCD facility of the PDTC for all of our clients;
- b) we will ensure that all of our clients who are part of the LSI Sales Report shall have valid NoCD sub-accounts created with the PDTC, such that the Offer Shares subscribed for and allocated to them can be lodged to said NoCD sub-accounts prior to Listing Date, and understand that in the event that the opening of our clients' sub-account under the NoCD facility of the PDTC cannot be completed by the set deadline, the relevant application will be rejected, and we shall promptly inform our affected clients of the same;
- c) we shall represent, warrant and agree that the purchase by our clients of the Offer Shares will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase, and hold the Offer Shares;
- d) all information provided to STSI in the attached LSI Sales Report are true, complete, current and correct and that in case of inconsistency between the PDF and Excel copies, STSI shall have the right to rely on the PDF version without need for further confirmation from the Eligible TP;
- e) we agree and understand that since STSI cannot reasonably conduct and complete any verification procedures on the content of the LSI Sales Report, (i) STSI shall be entitled to rely on the verification procedures undertaken by us in relation to the LSI Sales Report and our clients, and (ii) STSI shall be able to assume that these were undertaken by the us in accordance with applicable laws and regulations, including the AMLA; and
- f) we have secured any and all authorizations and waivers from our clients necessary for us to disclose all information required by STSI to undertake its duties in relation to the Offer.

[Signature page follows.]

[PSE Eligible TP]

By:

[Authorized Representative 1]

[Title]

[Authorized Representative 2]

[Title]

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 G:
(For Nominated Eligible TP Only)
[Trading Participant Letterhead]

[Date]

Stock Transfer Service, Inc.
34th Floor, Unit-D, Rufino Pacific Tower
6784 Ayala Avenue, Makati City, Philippines

LETTER CONFIRMATION AND UNDERTAKING

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 of The Philippine Stock Exchange, Inc. (the “**Eligible TP**”).

We confirm that our LSI clients, attached as Annex “A,” (“LSI Clients”) invested in the initial public offering of **VISTAREIT, INC.** (VREIT IPO). The investments were remitted to Stock Transfer Service, Inc. (“STSI”), as the Receiving Agent of VREIT IPO.

We confirm receipt the amount in PESOS: _____ (Php _____) representing total refund due to the LSI Clients from STSI, as Receiving Agent of VREIT IPO. Further, we confirm that, as the nominated Eligible TP, we are authorized by our LSI Clients to receive the refund on their behalf. We undertake to coordinate directly with the LSI Clients to return/distribute their corresponding refund as soon as practicable. If, after thirty (30) calendar days from the fifth (5th) Banking Day from the last day of Offer Period, or until July 11, 2022, the corresponding refund are not distributed to LSI Clients due to any circumstance, we undertake to send the refund through check to the appropriate LSI Clients through mail to their registered address.

On _____, we shall provide a report on the status of the refund of the LSI Clients to STSI, as Receiving Agent of VREIT IPO.

We shall hold STSI as the Receiving Agent, its directors, officers and staff (collectively, “Receiving Agent Group”), free and harmless from, and undertake to indemnify the Receiving Agent Group for, any and all claims, actions, liabilities and damages of whatever kind or nature which may arise in connection with or as a consequence of the receipt of refund set out in this letter except when such claims, actions, liabilities and damages arise as a result of the gross negligence, evident bad faith, willful non-performance, or intentional breach of the obligations of the Receiving Agent Group.

[PSE Eligible TP]

By:

[Authorized Representative 1]

[Title]

[Authorized Representative 2]

[Title]

[Attachment to Annex "G"]

Annex “A”

[Name of Eligible TP]
List of LSI with Refund

[illegible]