



**ADDITIONAL LISTING APPLICATION**  
 Checklist of Documentary Requirements  
 (to be submitted in 2 hard copies and soft copy\*)

**SHARE-FOR-SHARE SWAP**

**NAME OF APPLICANT COMPANY:** \_\_\_\_\_

DATE SUBMITTED	REQUIREMENTS
	1. Duly accomplished set of listing application (Application for Listing of Stocks, Agreement with Registrar or Transfer Agent, Distribution of Capital Stock of Corporation to its Stockholders, Listing Agreement). PSE forms should not be retyped.
	2. SEC certified true copies of the Articles of Incorporation and By-Laws and, when applicable, Certificate of Increase in Authorized Capital Stock.
	3. Copy of the SEC Form 10-1: Notice/Application for Confirmation of Exempt Transaction duly received by the SEC. A copy of the SEC Confirmation of Exempt Transaction, or any relevant SEC certification/resolution, must be submitted to the PSE at least one week prior to the presentation of the application to the PSE Board of Directors.
	4. Banks should submit a copy of their letter to the BSP informing the latter of the share-for-share swap and the certified true copy of BSP's letter informing them of the formal action taken by BSP.
	5. Sworn Corporate Secretary's Certification on the respective approval by the board of directors and, when applicable, by the stockholders of the companies which are parties to the swap.
	6. Copy of the contract covering the share-for-share swap.
	7. Report on the corporate background of the companies which are parties to the swap, including but not limited to the nature of business, capital structure, ownership structure, key officers and directors, financial statements, nature of dealings / affiliation with the applicant company.
	8. Certified true copy of the BIR Ruling that the swap complies with Section 40 (C) (2) of the Tax Code of 1997, when applicable.
	9. Financial Statements used in the valuation of the shares swapped.
	10. Sworn Corporate Secretary's Certification on the basis and valuation of the shares covered by the swap duly approved by the board of directors and, when applicable, by the stockholders.
	11. Fairness Opinion, issued by an independent Firm, covering the valuation of the transaction subject of the listing application, in accordance with the PSE Guidelines for Fairness Opinions and Valuation Reports. The said Fairness Opinion must be supported by: <ol style="list-style-type: none"> <li>a) Valuation report(s)</li> <li>b) Sworn certification issued by the applicant company's legal counsel</li> </ol>

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	<p>certifying the Firm's independence.            (Note: Refer to PSE Memorandum No. 2011-0104 dated March 9, 2011 regarding the Guidelines for Fairness Opinions and Valuation Reports.)</p>
	<p>12. List of top 20 stockholders <b>before and after</b> the share-for-share swap, indicating therein their respective number of shares held, percentage ownership and the amount paid-up.</p>
	<p>13. Certified list of top 20 stockholders with their respective number of shareholdings, percentage ownership and amount paid-up as of month-end immediately preceding the filing of the listing application.</p>
	<p>14. Background on corporations included in the top 20 stockholders including but not limited to its nature of business, capital structure, ownership structure (name of stockholder, number of shares subscribed and paid-up) and key officers.</p>
	<p>15. Sworn Transfer Agent's Certification to the effect that, upon the application for listing, it has no backlog in the transfer and registration of the shares of the applicant company.</p>
	<p>16. Sworn Corporate Secretary's Certificate on the following:</p> <ul style="list-style-type: none"> <li>a) The applicant company's total number of shares issued (indicate if there are treasury shares);</li> <li>b) The applicant company's total number of shares outstanding;</li> <li>c) The percentage of ownership of Filipino citizens and alien shareholders;</li> <li>d) The amount of subscriptions receivable, if any;</li> <li>e) The applicant company's total number of stockholders owning at least one board lot each, and that it has complied with the minimum public ownership requirement of the Exchange;</li> <li>f) The total number of holders or recipients of options, if any, showing the nature, total number of shares, the price, manner of payment, and basis of grant. If there is none, the applicant company shall submit a Sworn Undertaking that should the same be granted in the future, the Exchange and the SEC shall be informed of the details of the Option immediately upon approval by the board of directors;</li> <li>g) Certified list of shareholdings and amount paid-up by each of the applicant company's officers and directors and their related parties; and</li> <li>h) Certified list of officers and members of the applicant company's board of directors indicating therein the date of the last regular stockholders' meeting when they were elected and the date of any subsequent special stockholder's meeting held.</li> </ul> <p><i>(NOTE: The reference of the Certification should be as of month-end immediately preceding the filing of the listing application.)</i></p>
	<p>17. Report regarding the dividend declaration history of the applicant company during each of the three (3) fiscal years immediately preceding the filing of the listing application, indicating therein the year, rate of dividend, record date, and amount paid, with corresponding details of any waiver of dividend in such years.</p>
	<p><b>18. For companies which have not filed any application for listing of additional shares during the two (2) years immediately preceding the filing of application:</b></p> <ul style="list-style-type: none"> <li>a) Comprehensive corporate disclosure on the activities of the applicant</li> </ul>

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	<p>company from the time of initial listing of shares or from the most recent filing of application for additional listing of shares in the Exchange, whichever is later, including but not limited to changes in capital structure, ownership structure, management and control, milestones in operations, diversification and expansion projects implemented, financial restructuring and material contracts entered into by the applicant company in the last two (2) years preceding the filing of the application;</p> <p>b) Copy of material contracts entered into by the applicant company in the last two (2) years preceding the filing of the application;</p> <p>c) Sworn Corporate Secretary's Certification on all pending litigation involving the applicant company; and</p> <p>d) Sworn Corporate Secretary's Certification of the involvement, if any, of the members of the board of directors and executive officers in criminal, bankruptcy or insolvency investigations or proceedings against them.</p>
	<p>19. Clearance from the Disclosure Department of the Exchange to the effect that the applicant company has complied with all the continuing listing requirements of the Exchange and from the Finance Department to the effect that it has dutifully paid all its fees at the time of the listing application.  <i>(NOTE: To be secured by the Listings Department.)</i></p>
	<p>20. Other documents which may be required by the Exchange, including both not limited to updates on previous documents submitted.</p>

***As announced in Memorandum No. 2010-0229 dated May 17, 2010 regarding the revised procedures for filing of a listing application, the applicant company shall comply with the following procedures:***

1. The applicant company shall submit two (2) printed copies of each required document: one (1) original copy, or when specified, certified true copy; and one (1) photocopy of each document. The printed copies must be bound in the order as indicated in the checklist, and must be properly tabbed.
2. The applicant company shall submit a CD or DVD containing a scanned copy of each required document in **.pdf format**. The filename for each .pdf file must clearly indicate the type of document (e.g., Application for Listing of Stocks, Articles of Incorporation, Background of Top 20 Stockholders, etc.). The CD or DVD must be properly labeled with the applicant company's name, type of listing application and date of filing.
3. For an application covering an initial public offering, listing by way of introduction, follow-on public offering or stock rights offering, the applicant company shall submit a soft copy of the draft prospectus in **MS Word** or **.doc format**.
4. The applicant company shall submit a sworn corporate secretary's certification certifying (i) that the photocopies submitted are true copies of the original documents; and (ii) that the hard copies and soft copies are identical.
5. Should the applicant company be required to submit any additional document after the listing application is officially filed, steps 1 and 2 above shall be observed unless the Exchange specifies that the soft copy of the additional required document may be submitted through electronic mail.