



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

**MERGER**

**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, and Distribution of Capital Stock of Corporation to its Stockholders). PSE forms should not be retyped.   |
|                      | 2. SEC certified true copy of the Certificate of Filing of Articles of Merger.  |
|                      | 3. SEC certified true copy of the latest Articles of Incorporation and By-Laws and the Certificate of Filing of Articles of Incorporation.  |
|                      | 4. SEC certified true copies of the Registration / Licensing of Securities Order and Certificate of Permit to Offer Securities for Sale.  |
|                      | 5. SEC certified true copies of the Certification that the Registration/Licensing of Securities Order and Certificate of Permit to Offer Securities for Sale are still valid and subsisting, if such were issued more than a year prior to the filing of the listing application. |
|                      | 6. Banks should submit a copy of their letter to the BSP informing the latter of the merger transaction/share-for-share swap and the certified true copy of BSP's letter informing them of the formal action taken by BSP.  |
|                      | 7. Sworn Corporate Secretary's Certification on the approval of the merger by the board of directors and by the stockholders of the companies which are parties to the merger.  |
|                      | 8. Certified true copy of the Plan of Merger.   |
|                      | 9. Corporate background of the parties to the merger, including but not limited to the nature of business, capital structure, ownership structure, key officers and directors, latest audited financial statements, nature of dealings/affiliation with the applicant company.    |
|                      | 10. Certified true copy of the BIR Ruling that the merger/swap complies with Section 40 (c) (2) of the National Internal Revenue Code of 1997, when applicable.   |
|                      | 11. Financial Statements used in the valuation of the shares covered by the merger.   |
|                      | 12. Sworn Corporate Secretary's Certification on the bases and valuation of the shares covered by the merger.   |
|                      | 13. Third Party Fairness Opinion on the merger/swap transaction with the supporting Valuation Report prepared by an independent and reputable financial institution.  |
| <i>(items 14-15)</i> | <i>If Merger is via a property-for-share swap:</i>  |
|                      | 14. Certified true copies of the titles covering the properties subject of the  |

## MERGER

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|  | swap.  |
|  | 15. Copy of the appraisal report used in the valuation of the property covered by the merger prepared by a PSE- accredited property appraisal company.   |
|  | 16. List of top 20 stockholders <b>before and after</b> the merger indicating therein their respective number of shares held, percentage of ownership and the amount paid-up.  |
|  | 17. Certified list of top 20 stockholders with their respective number of shareholdings, percentage of ownership, and amount paid-up as of month-end immediately preceding the filing of the listing application.  |
|  | 18. Background on corporations included in the top 20 stockholders including but not limited to its nature of business, capital structure, ownership structure (number of shares subscribed and paid-up), the key officers   |
|  | <p>19. Sworn Corporate Secretary's Certification on the following:</p> <ol style="list-style-type: none"> <li>The applicant company's total number of shares issued (indicate if there are treasury shares);</li> <li>The applicant company's total number of shares outstanding;</li> <li>The percentage ownership of Filipino citizens and alien shareholders;</li> <li>The amount of subscriptions receivable, if any;</li> <li>The applicant company's total number of stockholders owning at least one board lot each, and that it is has complied with the minimum public ownership requirement of the Exchange;</li> <li>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 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>Certified list of shareholdings and amount paid-up of each of the applicant company's officers and directors and their related parties; and</li> <li>Certified list of officers and members of the applicant company's board of directors indicating therein the date of the last regular stockholder's meeting when they were elected and the date of any subsequent special stockholders' meeting held.</li> </ol> <p><b>(NOTE: The reference of the Certification should be as of month-end immediately preceding the filing of the listing application.)</b></p> |
|  | 20. 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.  |
|  | 21. 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>22. For companies which have not filed any application for listing of additional shares during the two (2) years immediately preceding the filing of application:</p> <ol style="list-style-type: none"> <li>Comprehensive corporate disclosure on the activities of the applicant company from the time of initial listing of shares or from the most recent filing of application for additional listing of shares in the</li> </ol>  |

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|  | <p>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;</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>23. 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.</p> <p><b>(NOTE: To be secured by the Listings Department.)</b></p>  |
|  | <p>24. Other documents which may be required by the Exchange, including but 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.