



**Control No.:** \_\_\_\_\_  
This Application must be fully and duly accomplished in three (3) copies:

White	Receiving Agent
Blue	Underwriter/ PSE Trading Participant
Yellow	Applicant

**Eagle Cement Corporation**  
**Application to Subscribe/Purchase**  
**Primary Offer of 500,000,000 Common Shares**  
**Secondary Offer of 75,000,000 Common Shares Pursuant to an Over-allotment Option**  
**with Par Value of ₱1.00 per Common Share**

This Application to Subscribe/Purchase (the "Application"), to be completed in three (3) copies, together with two (2) duly executed signature cards, the appropriate check payment, and all required attachments must be received by Rizal Commercial Banking Corporation – Trust and Investments Group (the "Receiving Agent") not later than 12:00 noon of May 22, 2017 for investors including local small investors ("LSIs"), unless otherwise extended or earlier terminated, with the approval of the PSE.

Applications received thereafter or without any of the attachments or requirements specified below will be rejected. This Application is irrevocable and once received, may not be withdrawn by the Applicant. Eagle Cement Corporation ("EAGLE" or the "Company"), by itself or through China Bank Capital Corporation, PNB Capital and Investment Corporation, and SB Capital Investment Corporation (the "Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters") or the Receiving Agent, may accept or reject, in whole or in part, this Application. Applications improperly or incompletely accomplished may be rejected. In case of oversubscription, the Company, by itself or through the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters, may reduce or re-allocate the Offer Shares available to Applicants in the manner they deem appropriate.

An Application, once accepted and approved by the Company, in consultation with the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters, shall constitute a purchase agreement between the Company and the Applicant for the purchase of the Offer Shares in the number approved by the Company at the time, in the manner, and subject to (a) the conditions set forth herein and in the back page hereof; (b) receipt by the Company of the appropriate payment in cleared funds from the Applicant; (c) the successful listing of the Offer Shares on the Philippine Stock Exchange ("PSE"); and (d) upon the underwriting and purchase obligations of the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters becoming unconditional and not being suspended, terminated or cancelled, on or before such listing.

Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the final Prospectus dated May 11, 2017 (the "Prospectus"), as may be amended or supplemented. Applicants are advised to read the Prospectus before subscribing to the Offer Shares. Copies of the Prospectus are available through the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters throughout the Offer Period during business hours. Applicants may also obtain copies of the Prospectus from <http://www.eaglecement.com.ph/>.

**APPLICATION**

I/We apply to subscribe/purchase the Offer Shares under the terms and conditions stated herein and in the Prospectus for the Offer, as follows:

NUMBER OF OFFER SHARES	OFFER PRICE PER OFFER SHARE (IN PESOS)	TOTAL PURCHASE AMOUNT (IN PESOS)
	₱15.00	₱

Applications must be for a minimum of one thousand 1,000 Offer Shares, and thereafter, in multiples of one hundred 100 Offer Shares. No application for multiples of any other number of Offer Shares shall be considered. Applications under the Local Small Investors ("LSI") Program must be in the minimum order size of 1,000 Offer Shares with incremental orders in lot sizes of 100 Offer Shares. Individual applications under the LSI Program must not exceed ₱25,000.00 or 1,600 Offer Shares. In relation to the Offer, an LSI is a share subscriber who is willing to subscribe to a minimum board lot or whose subscription does not exceed ₱25,000.00. Failure to follow these conditions may result in the scaling down or rejection of the Application.

**PDTC LODGEMENT**

All Offer Shares shall be lodged with the Philippine Depository and Trust Corp. ("PDTC"). The Applicant must provide the information required for PDTC-lodged shares. The Offer Shares will be lodged by the Company with the PDTC at least two banking days prior to the Listing Date.

THE APPLICANT IS REQUIRED TO FILL OUT AND COMPLETE THE INFORMATION BELOW. THE APPLICANT'S FAILURE TO DO SO OR THE PROVISION OF INCOMPLETE OR FALSE INFORMATION AS REQUIRED HEREIN, MAY LEAD TO THE REJECTION OF THIS APPLICATION. THE COMPANY RESERVES THE RIGHT TO REJECT (EXERCISED BY ITSELF OR THROUGH THE JOINT LEAD UNDERWRITERS) IN WHOLE OR IN PART OR SCALE-DOWN SUCH APPLICATION.

Information required for PDTC-lodged Offer Shares (to be completed with the assistance of the PDTC Participant appointed by the Applicant)

We confirm that we are a PDTC Participant and that the Applicant named in this Application is our *bona fide* client and we have conducted and completed the necessary know-your-customer procedures to verify the identity of our client

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PDTC Participant Firm

PDTC Participant Code

PDTC Sub-Account Code

Authorized Signature(s) and Stamp of PDTC Participant

**PAYMENT**

The Offer Shares must be paid for through a personal check, corporate check, manager's check or a cashier's check drawn against a bank account with a *Bangko Sentral ng Pilipinas*-authorized agent bank or any branch thereof, located in Metro Manila, Cebu, and Davao. Checks subject to clearing periods of over three (3) banking days shall not be accepted. Checks should be dated as of the date of submission of the Application, made payable to "EAGLE CEMENT CORPORATION" and crossed "Payee's Account Only".

MODE OF PAYMENT	DRAWEE BANK/BRANCH	CHECK / ACCOUNT NO.	AMOUNT
<input type="checkbox"/> Personal Check <input type="checkbox"/> Corporate Check <input type="checkbox"/> Manager's/Cashier's Check			

**REPRESENTATIONS, WARRANTIES AND AUTHORIZATION**

I/We represent and warrant that all the information contained herein and the attached documents are true and correct, and understand that the Company and the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters may rely upon the representation and warranties I/we have made in this Application. For Corporate Applicants: We warrant that we are a corporation duly organized and existing under and by virtue of the laws of the Philippines, and it has all the requisite power and authority to carry on its business; we have obtained all corporate approvals required for the purchase of the Offer Shares; and we have no existing contracts or other agreements that would conflict with the purchase of the Offer Shares; the purchase of the Offer Shares, and the performance of all the relevant obligations and undertakings pursuant thereto will not violate any provision or result in the breach of any applicable law, rule or regulation or any agreement or instrument to which we are a party or by which our assets or properties may be bound. I/We warrant having read and understood and relied solely upon the Prospectus in deciding to submit this Application and in acquiring and investing in a portion of the Offer Shares applied for. I/We warrant that I/we have read and understood, and unconditionally accept, the terms and conditions set forth in this Application. I/We understand that no person has been authorized to give information or to make any representation with respect to the Offer Shares other than those specified in the Prospectus. I/We hereby instruct and authorize the Company and/or the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters to execute any application form or other documents and generally to do all such other things as the Company or Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters may consider necessary or desirable to effect the registration in my/our name of the Offer Shares applied for, or any lesser number in respect of which an Application may be accepted, in the Stock and Transfer Book of the Company. I/We undertake to sign all documents and to do all other acts necessary to enable me/us to be registered as the owner of the portion of the Offer Shares applied for or any lesser number in respect of which the Application may be accepted, subject to the Articles of Incorporation and By-laws of the Company, as amended, and the laws of the Republic of the Philippines. I/We agree that all information and documents supplied by me/us, or by any of my/our authorized representatives, as well as any personal or sensitive personal information that I/we provide the Company and the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters or which may have been obtained by such parties in the course of the verifications permitted here, may be used by them for any lawful purpose at its discretion, including but not limited to providing it to the consultants or agents it may retain to assist it in completing the verifications it may conduct pursuant to my/our application to subscribe/purchase, whether the application is granted or not.

NAME OF APPLICANT (IN PRINT)	SIGNATURE OF APPLICANT	DATE
ADDRESS	TELEPHONE NUMBER/S	TAX IDENTIFICATION NUMBER
NATURE OF WORK / OCCUPATION	SOURCE/S OF FUNDS	DATE AND PLACE OF BIRTH
NAME OF EMPLOYER / BUSINESS	NATIONALITY	

**ACKNOWLEDGMENT**

(Applicants should not fill in this section)

To be completed by the PSE Trading Participant/ Joint Issue Manager, Joint Bookrunner and Joint Lead Underwriter/ Receiving Agent  
Application received:  
By: \_\_\_\_\_ Date/Time: \_\_\_\_\_

To be completed by the Stock Transfer Agent for and on behalf of the Company  
Application accepted and approved by:  
Total Number of Offer Shares Accepted: \_\_\_\_\_  
By: \_\_\_\_\_  
Date: \_\_\_\_\_

**REQUIRED ATTACHMENTS TO THIS APPLICATION**

For Individual Applicants:

- Two (2) duly executed signature cards, duly authenticated, in the form attached to this Application; and
- Photocopy of two (2) valid and current government-issued ID (e.g., SSS, GSIS, Driver's License, Passport or PRC). For joint accounts/multiple investors in one application, two (2) valid IDs per account/investor are also required.

For Corporate Applicants

- Photocopy of two (2) 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 and other constitutive documents (each as amended to date), duly certified by its Corporate Secretary;
- A certified true copy of the Applicant's SEC certificate of registration, duly certified by its Corporate Secretary; and
- A duly notarized corporate secretary's certificate setting forth the resolution of the Applicant's board of directors or equivalent body authorizing the subscription/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 citizens and/or corporations, if any.
- For foreign Applicant, a certification (in quadruplicate) representing and warranting that the investment in Offer Shares will not violate the laws of the jurisdiction in which it operates and that it is allowed to acquire, purchase and hold the Offer Shares.

**Applicants claiming exemption or preferential rate from any applicable tax shall also be required to submit with this Application the following documentary proof of its tax-exempt or preferential status:**

- (a) Certified true copy of the original tax exemption certificate, ruling or opinion issued by the BIR addressed to the Applicant confirming the exemption or preferential rate (certified as being a true copy of the original on file with the Applicant);
- (b) Affidavit with Undertaking or Indemnity and Undertaking (in the prescribed form of EAGLE) issued by the Applicant's responsible officer, duly notarized, declaring and warranting its tax-exempt status or preferential rate entitlement, and undertaking to immediately notify EAGLE and the Stock Transfer Agent of any suspension or revocation of its tax exemption certificates or preferential privilege and agreeing to indemnify and hold EAGLE and the Stock Transfer Agent free and harmless against any claims, actions, suits and liabilities resulting from the non-withholding of the required tax; and
- (c) Such other documentary requirements as may be reasonably required by EAGLE or the Stock Transfer Agent under the applicable regulations of the relevant taxing or other authorities, which for purposes of claiming tax treaty withholding rate benefits shall include evidence of the applicability of a tax treaty and consularized proof of the Applicant's legal domicile in the relevant treaty state, and confirmation from the SEC that the entity is not doing business in the Philippines.

Unless properly provided with satisfactory proof of the tax-exempt status of a Shareholder, the Stock Transfer Agent may assume that said Shareholder is taxable and proceed to apply the tax due on the Shares. Any question on such determination shall be referred to EAGLE.

**TERMS AND CONDITIONS OF THE SALE/PURCHASE OF OFFER SHARES IN  
Eagle Cement Corporation**

The information supplied below are merely excerpts taken from the final Prospectus dated May 11, 2017, as amended or supplemented. For a complete description of the terms of the offer, the Applicant is advised to refer to the section entitled "Summary of the Offer" in the Prospectus filed and uploaded on <http://www.eaglecement.com.ph>. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Prospectus.

1. **The Offer** – The Company, through the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters, is offering 500,000,000 Common Shares ("Firm Shares") with an overallotment option of up to 75,000,000 Common Shares (the "Option Shares", together with the Firm Shares, the "Offer Shares") with a par value ₱1.00 per Share.
2. **Trading Participants and LSI** - 150,003,200 Firm Shares (or 30% of the Firm Shares) are (subject to reallocation as described below) being offered to the Trading Participants and LSI (the "Trading Participants and LSI Shares") in the Philippines at the Offer Price. Out of the Trading Participants and LSI Shares, 100,003,200 Firm Shares (or 20% of the Firm Shares) are being allocated to all of the PSE Trading Participants at the Offer Price and 50,000,000 Firm Shares are being allocated at the Offer Price to LSIs. Each PSE Trading Participant shall initially be allocated 757,600 Firm Shares and subject to reallocation as may be determined by the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters.  
Any Firm Shares allocated but not taken up by the PSE Trading Participants will be distributed by the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters to its clients, retail investors or the general public. Each Applicant under the LSI Program may subscribe to a maximum of 1,600 Firm Shares at the Offer Price, equivalent to ₱24,000.00. Trading Participants and LSI Shares which are not taken up by the PSE Trading Participants, the Joint Issue Managers, Joint Bookrunners and the Joint Lead Underwriters' clients, retail investors or the general public shall be purchased by the Joint Issue Managers, Joint Bookrunners and the Joint Lead Underwriters pursuant to the terms of the firm Underwriting Agreement with the Company, subject to any agreement on any clawback, clawforward or other such mechanism relating to reallocation of the Offer Shares.
3. **Eligible Investor** – The Offer Shares may be subscribed to or held by any person of legal age or duly organized and existing corporations, partnerships or other juridical entities regardless of nationality, subject to the right of the Company to reject an application or reduce the number of Offer Shares applied for subscription or purchase if the same will cause the Company to be in breach of the Philippine capital ownership requirements under relevant Philippine laws.
4. **Offer Price** – The Offer Price is ₱15.00 per Offer Share.
5. **Minimum Subscription** - Applications to subscribe to the Offer Shares must be for a minimum of one thousand 1,000 Offer Shares, and thereafter in multiples of one hundred 100 Offer Shares.
6. **Offer Period** – The Offer Period commences at 9:00 a.m., on May 16, 2017 and closes at 12:00 noon on May 22, 2017. The Company and the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters reserve the right to extend or terminate the Offer Period with the approval of the PSE.
7. **Application and Acceptance** – Applications and signature cards may be obtained from any of the Receiving Centers or by downloading the form from the Company's website, <http://www.eaglecement.com.ph>. A duly and fully accomplished Application in three (3) copies together with two (2) duly executed signature cards, the appropriate check payment, and required documents must be received by the Receiving Agent before close of the Offer Period. All LSI Applicants should personally appear in making the submissions.  
The Company, by itself or through the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters, reserves the right to reject any Application or scale down or re-allocate any of the Offer Shares applied for. An Application, once expressly accepted by the Company, through the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters, shall constitute a purchase agreement between the Company and the Applicant for the subscription to/purchase of the Offer Shares in the number approved by the Company at the time, in the manner, and subject to (a) the conditions set forth herein; (b) the Company's receipt of the appropriate payment in cleared funds from the Applicant; and (c) the successful listing of the Offer Shares on the PSE.
8. **Payment** – The Offer Shares must be paid for in full upon submission of the Application. Payment must be made through a personal check, corporate check, manager's check or a cashier's check drawn against a bank account with a *Bangko Sentral ng Pilipinas*-authorized agent bank or any branch thereof, located in Metro Manila, Cebu and Davao. Checks subject to clearing periods of over three (3) banking days shall not be accepted. Checks should be dated as of the date of submission of the Application, made payable to "EAGLE CEMENT CORPORATION" and crossed "Payee's Account Only". Applications and corresponding payments will be received at any of the designated locations as specified in the TP Guidelines and the LSI Guidelines, to be published by the PSE prior to the start of the Offer Period. Check payments covering more than one (1) LSI application will also not be accepted.
9. **Issuance Taxes** – All standard taxes or brokers or other fees applicable to the issuance or transfer of the Offer Shares by the Company pursuant to the Offer shall be for the sole account of the Company.
10. **Refunds** – Except with respect to rejected Applications where the corresponding check payments have been dishonored upon presentation, in the event the Application is rejected or the approval is for a number of Firm Shares that is less than that applied for, as confirmed by the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters, all or a portion of the payment made by such Applicant, corresponding to the number of Firm Shares wholly or partially rejected, shall be refunded by the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters, through the Receiving Agent, without interest, through a check payable to the Applicant (or in case of joint Applicants to the first named Applicant) and crossed "Payee's Account Only", within five (5) Trading Days from the end of the Offer Period.  
The check shall be made available for pick-up at the office of the Receiving Agent (in case of Trading Participants and LSIs) or the Joint Issue Managers, Joint Bookrunners and Joint Lead Underwriters (in case of their respective clients or LSIs that submitted their Applications to them). If not claimed by the Applicant within 35 calendar days from the end of the Offer Period, the check may be mailed or delivered to the address specified by the Applicant in the Application, at the Applicant's risk.
11. **PDTC Lodgment** – All the Offer Shares will be lodged with the PDTC and the Applicant is required to provide all the information necessary for PDTC-lodged Offer Shares. The Offer Shares will be lodged by the Company with the PDTC.
12. **Issuance and Delivery of Stock Certificates** – The Applicant may request for the uplifting of his/her shares and to receive stock certificates evidencing their investment in the Offer Shares through his/her broker after the Listing Date. Any expense to be incurred by such issuance of certificates shall be borne by the Applicant.
13. **Foreign Ownership/Equity Restriction** – The Company is subject to foreign ownership restrictions on account of its ownership of land and utilization of natural resources. Foreign ownership in the Company is limited to a maximum of 40% of the issued and outstanding capital stock.
14. **Timetable**
  - Start of Offer Period..... 9:00 a.m., May 16, 2017
  - Deadline for Submission of Application for Local Small Investors ..... 12:00 noon, May 22, 2017
  - Deadline for Submission of Application for PSE Trading Participants and the Joint Lead Underwriters..... 12:00 noon, May 22, 2017
  - Listing Date and Commencement of Trading of the Offer Shares on the PSE..... 9:30 a.m., May 29, 2017
15. **Distribution Centers and Receiving Centers** – LSI Applications may be submitted, together with their corresponding payment, at the receiving centers listed below, as also indicated in the LSI Guidelines. For further reference, a list of the branches of the PSE Trading Participants or brokers are included in the LSI Guidelines, where LSI applicants may open trading accounts for the lodgment of the LSI applicant's shares. LSI applications will be processed on a first-come, first-served basis.

Receiving Center	
<b>PSE-Sponsored Locations/LSI Booths</b>	
1	PSE Tektite (Trading Floor), <i>Exchange Road, Ortigas, Pasig City</i>
2	Philippine Stock Exchange Plaza, <i>Ayala Triangle, Ayala Avenue, Makati City</i>
3	Paseo Center, <i>Paseo de Roxas, Makati City</i>
4	Eastwood Mall, <i>Brgy. Libis, Quezon City</i>
5	Lucky Chinatown, <i>Binondo, Manila</i>
<b>Nationwide LSI Receiving Centers</b>	
1	Rizal Commercial Banking Corporation, <i>Paseo de Sta. Rosa, Sta. Rosa, Laguna</i>
2	Rizal Commercial Banking Corporation, <i>Cebu Business Park, Cebu City, Cebu</i>
3	Rizal Commercial Banking Corporation, <i>Recto St. corner Palma Gil St., Davao City</i>