

COVER SHEET

A	S	9	5	0	0	5	8	8	5	
---	---	---	---	---	---	---	---	---	---	--

S.E.C. Registration Number

E	A	G	L	E		C	E	M	E	N	T		C	O	R	P	O	R	A	T	I	O	N			
---	---	---	---	---	--	---	---	---	---	---	---	--	---	---	---	---	---	---	---	---	---	---	---	--	--	--

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

(Company's Full Name)

1	5	3		E	D	S	A																			
---	---	---	--	---	---	---	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

B	a	r	a	n	g	a	y		W	a	c	k	-	W	a	c	k										
---	---	---	---	---	---	---	---	--	---	---	---	---	---	---	---	---	---	--	--	--	--	--	--	--	--	--	--

M	a	n	d	a	l	u	y	o	n	g		C	i	t	y												
---	---	---	---	---	---	---	---	---	---	---	--	---	---	---	---	--	--	--	--	--	--	--	--	--	--	--	--

(Business address: No. Street City / Town / Province)

Marlon P. Javarro

Contact Person

(02) 5-301-3453

Company Telephone Number

1	2
---	---

Month

3	1
---	---

Day

Fiscal Year

	19	-	1	
--	----	---	---	--

FORM TYPE

--	--

Month

--	--

Day

Annual Meeting

--

Secondary License Type, If Applicable

--	--	--

Dept. Requiring this Doc.

--

Amended Articles Number/Section

--

Total No. of Stockholders

Total Amount of Borrowings

--

Domestic

--

Foreign

To be accomplished by SEC Personnel concerned

--	--	--	--	--	--	--	--	--	--

File Number

LCU

--	--	--	--	--	--	--	--	--	--

Document I.D.

CASHIER

STAMPS

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 19-1
TENDER OFFER REPORT

Check the appropriate box:

☐ Initial Filing

☒ Amendment

Amendment No. **1 – Final Tender Offer Report**

Items Amended by the Filing **Items No. 1, 3, 4, 5 and 6**

1. Exact Name of Subject Company as Specified in its Charter

EAGLE CEMENT CORPORATION

(a) Address of Principal Offices

No. 153 EDSA,
Barangay Wack-Wack, Mandaluyong City, Metro Manila

Postal Code **1554**

(b) SEC Identification Number **AS95-005885**

(c) ☐ Industry Classification Code (SEC Use Only)

(d) BIR Tax Identification Number **004-731-637-000**

2. Name of Bidder

SAN MIGUEL EQUITY INVESTMENTS INC.

(a) Address of Principal Office

No. 40 San Miguel Avenue Mandaluyong City, Metro Manila

Postal Code **1550**

3. Title or Class of Securities Subject to Tender Offer

COMMON SHARES

Item 1. Subject Company and Class of Security Subject to the Tender Offer

- (a) The subject company is Eagle Cement Corporation (“**Eagle Cement**” or the “**Company**”), a corporation organized and existing under the laws of the Republic of the Philippines, with principal office address at No. 153 EDSA, Barangay Wack-Wack, Mandaluyong City, Metro Manila.
- (b) As of July 31, 2022,¹ the Company has an authorized capital stock of ₱8,500,000,000.00, consisting of 5,500,000,000 common shares with par value of ₱1.00 per share and 3,000,000,000 preferred shares with par value of ₱1.00 per share. Out of the authorized capital stock, a total of 5,000,000,005 common shares are issued and outstanding, with a total paid-up capital of ₱5,000,000,005.00.

Background of the Tender Offer

San Miguel Equity Investments Inc. (“**SMEI**” or “**Bidder**”) acquired, through a private sale, a total of 4,425,123,001 common shares of Eagle Cement (“**Sale Shares**”), which constitute approximately 88.50% of the total outstanding capital stock of the Company, at a purchase price of ₱22.02 per Sale Share (the “**Transaction**”).

Details of the Sale Shares are as follows:

Share Sellers	No. of Sale Shares	Percentage of Share Capital
Far East Holdings, Inc. ²	3,010,714,293	60.21%
Ramon S. Ang	1,317,857,139	26.36%
John Paul L. Ang	96,428,569	1.93%
Monica L. Ang-Mercado	123,000	0.00%
Total	4,425,123,001	88.50%

In compliance with the Securities Regulation Code (“**SRC**”) and the Implementing Rules and Regulations of the SRC (“**SRC Rules**”), the Bidder conducted a mandatory tender offer to acquire a total of 574,877,004 common shares of Eagle Cement (the “**Minority Shares**”) held by other Eagle Cement shareholders (the “**Minority Shareholders**”), representing approximately 11.50% of its outstanding capital stock (“**Tender Offer**”) in accordance with the Terms of the Tender Offer attached as **Annex A of Exhibit D** hereof.

SMEI intends to proceed to voluntarily delist Eagle Cement from the Main Board of the PSE after the completion of the Tender Offer (“**Voluntary Delisting**”). At a special meeting held on October 7, 2022, the Board of Directors of Eagle Cement has approved the Voluntary Delisting subject to: (1) the closing of the Transaction and the Tender Offer; (2) the acquisition by SMEI of more than 90% of the total outstanding shares of the capital stock of Eagle Cement; and (3) the approval of the shareholders of Eagle Cement, which conditions have been fulfilled.

Eagle Cement has requested the PSE to consider the Tender Offer as the tender offer required for a Voluntary Delisting under the Supplemental Rule 8 of the Consolidated Listing and Disclosure Rules of the PSE (“**PSE Delisting Rules**”). In a letter dated November 18, 2022, the PSE granted Eagle Cement’s request to consider the Tender Offer as sufficient compliance with the tender offer requirement, provided

¹ Based on Eagle Cement’s SEC Form 17-Q (Quarterly Report) filed with the PSE and SEC on August 8, 2022.

² Inclusive of shares held by nominee directors

that the Company obtains the required stockholders' written assent by November 29, 2022 and discloses the same in accordance with the PSE disclosure rules.

As disclosed in Eagle Cement's current report (SEC Form 17-C) on November 29, 2022, the written assent of stockholders of Eagle Cement representing a total of 4,613,717,174 shares comprising approximately 92.27% of the total outstanding and listed shares of the Company was received as of November 29, 2022. Further, as of such date, no stockholder has voted against the proposal for Voluntary Delisting.

The Tender Offer **was** subject to the terms and conditions attached as **Annex A of Exhibit D** hereof

Tender Offer Period and Tender of Shares

The Tender Offer **commenced** at 9:00 am on November 7, 2022 and **ended** at 12:00 noon of December 5, 2022 (the "**Tender Offer Period**").

During the Tender Offer Period, Minority Shareholders who **tendered** their shares ("**Tendering Shareholder**") **offered** all or a portion of their common shares in Eagle Cement for acceptance by, and sale to, the Bidder ("**Tender Offer Shares**").

Tendering Shareholders **were** permitted to withdraw their Tender Offer Shares at any time while the Tender Offer Period was open.

The accepted Tender Offer Shares ("**Tendered Shares**") **were** crossed through the PSE five (5) business days after the close of the Tender Offer Period or on December 14, 2022 ("**Cross Date**"), **upon** the approval of the PSE of a special block sale of the Tender Offer Shares.

Upon the approval by the PSE of the crossing of the Tender Offer Shares, the sale and purchase of the **Tendered Shares were** settled also on the Cross Date or on December 14, 2022 ("**Settlement Date**").

Tender Offer Price

The price for the Tender Offer is ₱22.02 per common share (the "**Tender Offer Price**"), which is the highest valuation based on the fairness opinion or valuation report prepared by an independent financial adviser and is higher than the volume weighted average price of the Eagle Cement common shares for one (1) year immediately preceding the date of posting of the disclosure of the approval by the Company's Board of Directors of the Company's delisting from the PSE.

The Tender Offer Price **were paid** to Tendering Shareholders by way of credit to a nominated bank account or by way of check which **were** made available for pick up at the following address:

Philippine Equity Partners, Inc. ("Tender Offer Agent")	
ADDRESS:	10/F Philippine Stock Exchange Tower 5 th Avenue corner 28 th St Bonifacio Global City, Taguig 1634
TEL NO.:	(02) 8 640 6703; (02) 8 640 6707

CONTACT PERSON:	Wyndell A. Mendoza
--------------------	--------------------

The Tender Offer Price does not include customary selling charges amounting to 0.621% of the total transaction value (excluding broker's commission). Customary selling charges **were** for the Tendering Shareholder's account, and **included**:

- (1) Stock transaction tax of 0.6% of the value of the transaction;
 - (2) Securities Clearing Corporation of the Philippines fee of 0.01% of the value of the transaction;
 - (3) PSE transaction fee of 0.005% of the value of the transaction;
 - (4) SEC Fee of 0.005% of the value of the transaction; and
 - (5) Securities Investors Protection Fund fee of 0.001% of the value of the transaction;
- (collectively, the "**Selling Charges**").

After deducting the Selling Charges from a Tendering Shareholder's account, the net Tender Offer Price is **P21.8819** per common share. In addition to the Selling Charges, broker's commission **was also** for the account of the Tendering Shareholder.

If the Tendering Shareholder **lodged** its shares through the Tender Offer Agent, other fees such as lodgment fee and trade transfer fee (as applicable) **were** for the account of the Bidder. If the Tendering Shareholder **lodged** its shares through a different PSE authorized broker, other fees such as lodgment fee and trade transfer fee (as applicable) **were** for the account of the Tendering Shareholder.

The selling broker's commission, including value-added tax, **was** payable by the Tendering Shareholder, subject to mutual agreement between the Tendering Shareholder and the broker.

A holder of the common shares of Eagle Cement should be aware that upon the completion of the Tender Offer and Voluntary Delisting, the common shares may no longer be listed and available for trading on the PSE, and this may impact the ability of such holder of the common share to sell such common shares. In addition, any sale or transfer of such common shares after the Voluntary Delisting will be subject to the prevailing capital gains tax (levied on any capital gain generated by such holder through such sale or transfer) and documentary stamp tax, instead of the stock transaction tax applicable to sales of listed shares of stock transacted through the PSE.

The Tender Offer **gave** Tendering Shareholders of the Company the opportunity to sell their common shares and realize their investment, in cash, at a premium to (meaning an amount that is more than) the current trading price of the common shares, as of the date of this Tender Offer Report. The Tender Offer Price **represented** a 22.16% premium over the six-month volume weighted average price ("**VWAP**") and a 20.99% premium over the three-month VWAP of the Company's common shares.

Fairness Opinion

FTI Consulting Philippines, Inc., an independent financial adviser duly accredited by the PSE (the “**IFA**”), has conducted a valuation study on the shares of the Company in accordance with the Guidelines on the Conduct of Valuation and Issuance of a Fairness Opinion set out in Rule 19.2.6 of the SRC Rules and has issued a valuation report and fairness opinion dated November 3, 2022 confirming that the Tender Offer Price is fair and is on the highest range of value of the shares of the Company. A copy of the report of the IFA is attached as **Exhibit G** hereof.

Sufficiency of Funds of the Bidder

Bank of Commerce has confirmed that the Bidder has sufficient resources available, to satisfy full acceptance and payment of a tender of the Minority Shares that may be offered under the Tender Offer. A copy of the Certification on Sufficiency is attached as **Exhibit F**.

PCC Notification and Clearance

Under the Philippine Competition Act (“**PCA**”), its implementing rules and regulations (“**PCA-IRR**”), and Philippine Competition Commission (“**PCC**”) Resolution No. 18-2022, parties to an acquisition of voting shares of a corporation are required to provide notification to the PCC when (a) the aggregate annual gross revenues in, into, or from the Philippines or assets in the Philippines of the ultimate parent entity of at least one of the acquiring or acquired entities, including of all entities that the ultimate parent entity controls, directly or indirectly, exceeds ₱6,100,000,000.00; (b) the value of the transaction exceeds ₱2,500,000,000.00³; and (c) as a result of the proposed acquisition, the entity or entities acquiring the shares, together with their affiliates, would own voting shares of the acquired corporation that, in the aggregate, carry more than the following percentages of the votes attached to all the acquired corporation’s outstanding voting shares: (i) 35% or (ii) 50% if the acquiring entity or entities already own more than the percentage set out in (c)(i) as the case may be, before the proposed acquisition.

On October 27, 2022, the PCC, in its letter dated October 27, 2022 (“**PCC Letter**”), ruled that based on the documents and information submitted by the parties that the Transaction is not subject to the notification requirement under the PCA and the PCA-IRR. A copy of the PCC Letter is attached as **Exhibit H**.

Requirements for Tendering Shareholders

The procedural requirements and documentation necessary for the Tendering Shareholders to accomplish are provided in **Exhibit C** (*Notice to Shareholders of the Company*) and **Exhibit D** (*Application to Tender Shares in the Company to the Bidder*).

³ With respect to a proposed acquisition of voting shares of a corporation, this amount shall be applied towards: (i) the aggregate value of the assets that are owned by the corporation to be acquired or by entities it controls, other than assets that are shares of any of those corporations; or (ii) the gross revenues from sales, in, into, or from the Philippines of such corporation or of entities it controls, other than assets that are shares of any of those corporations.

- (c) The Tender Offer Shares are listed and traded on the PSE under the symbol of EAGLE. The high and low sales prices of Eagle Cement shares listed on the PSE for each quarterly period during the past two (2) years are as follows:

Average Closing Price per Share (in ₱)		
	High	Low
<u>2022</u>		
<u>First Quarter</u>	14.88	12.70
<u>Second Quarter</u>	13.34	12.06
<u>Third Quarter</u>	15.10	12.00
<u>2021⁴</u>		
<u>First Quarter</u>	14.50	10.44
<u>Second Quarter</u>	15.30	10.60
<u>Third Quarter</u>	15.70	14.00
<u>Fourth Quarter</u>	15.26	13.66
<u>2020⁵</u>		
<u>First Quarter</u>	14.78	5.90
<u>Second Quarter</u>	10.88	7.35
<u>Third Quarter</u>	14.60	9.79
<u>Fourth Quarter</u>	16.10	14.40

Results of the Tender Offer

During the Tender Offer Period, a total of 572,780,677 common shares or approximately 11.4556% of the total issued and outstanding common shares of Eagle Cement were tendered and accepted by Bidder.

The accepted Tender Offer Shares (“Tendered Shares”) were crossed through the PSE on the Cross Date or on December 14, 2022, upon approval of the PSE of a special block sale of the Tendered Shares. The Tendered Shares were purchased by the Bidder at the Tender Offer Price, or for a total consideration of Twelve Billion Six Hundred Twelve Million Six Hundred Thirty Thousand Five Hundred Seven and 54/100 (₱ 12,612,630,507.54)

Upon approval by the PSE of the crossing of the Tendered Shares, the sale and purchase of the Tendered Shares were settled also on the Cross Date or on December 14, 2022.

⁴ Based on Eagle Cement’s SEC Form 17-A (Annual Report) filed with the PSE and SEC on May 16, 2022.

⁵ Based on Eagle Cement’s SEC Form 17-A (Annual Report) filed with the PSE and SEC on April 27, 2021.

A certification issued by Philippine Equity Partners, Inc., the Tender Offer Agent, certifying the results of the Tender Offer is attached hereto as Exhibit I.

Item 2. Identity and Background

The Bidder, **San Miguel Equity Investments Inc.**, is a corporation duly established and existing under and by virtue of the laws of the Philippines. Its principal office is located at No. 40 San Miguel Avenue, 1550 Mandaluyong City, Metro Manila, Philippines.

Under its Articles of Incorporation, the Bidder's primary purpose is to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, evidence of indebtedness, and other securities or obligations of any corporation or association for whatever lawful purpose or purposes the same may have been organized, including but not limited to those engaged in the logistics, mining, infrastructure, communications businesses, and to pay therefor in money or by exchanging therefor stock, bonds, or other evidences of indebtedness or securities of this or any other corporation; and while owner or holder of any such real or personal property, stocks, bonds, debentures, evidence of indebtedness, and other securities or obligations of such stock, to receive, collect, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned without acting as broker or dealer of securities.

SMEII was incorporated and registered with the Securities and Exchange Commission ("**SEC**") on March 23, 2011, with SEC Registration No. CS201105033. It has an authorized capital stock of ₱21,425,000,000.00 divided into 21,425,000,000 shares with par value of ₱1.00 per share.

(a) Persons Controlling the Bidder and the Company

SMEII's entire issued and outstanding capital stock is owned and controlled by San Miguel Corporation ("**SMC**"). Its ultimate parent company is Top Frontier Investment Holdings, Inc. ("**Top Frontier**" or the "**Ultimate Parent**"). The Ultimate Parent owns 61.78% of the outstanding common stock of SMC as of October 31, 2022.

The Ultimate Parent was incorporated in the Republic of the Philippines and registered with the SEC on March 11, 2008, with SEC Registration No. CS200803939. Its principal place of business is at 5th Floor ENZO Building, No. 399 Sen. Gil J. Puyat Avenue, Makati City. Its primary purpose is to acquire by purchase, exchange, assignment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in and with and otherwise operate, enjoy and dispose of, all properties of every kind and description and wherever situated and to the extent permitted by law, including but not limited to real estate, whether improved or unimproved, and any interest or right therein, as well as buildings, tenements, warehouses, factories, edifices and structures and other improvements, and shares of capital stock or other securities or obligations, created, negotiated or issued by any corporation, association or other entity, and while the owner, holder or possessor thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income derived therefrom, and the right to vote on any proprietary or other interest on any shares of the capital stock, and other securities, having voting power, so owned or held; provided that the corporation shall not engage in the business of an investment company as defined in the Investment Company Act (R.A. 2629), as amended, without first complying with the applicable provisions of the said statute.

(b) Members of the Board of Directors of the Bidder and the Person Controlling the Bidder

- (i) The following are members of the Board of Directors, key officers, and person in control of the Bidder:

Name	Citizenship	Share Ownership / Position	Business Address
San Miguel Corporation	Filipino	Parent Company of the Bidder Owns 100% of the Bidder's share capital	No. 40 San Miguel Avenue, Mandaluyong City
Ramon S. Ang	Filipino	Chairman of the Board and President	No. 40 San Miguel Avenue, Mandaluyong City
Ferdinand K. Constantino	Filipino	Director and Treasurer	No. 40 San Miguel Avenue, Mandaluyong City
Aurora T. Calderon	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City
Joseph N. Pineda	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City
Bella O. Navarra	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City
Rodelia S. Sarrosa	Filipino	Vice President and Finance Manager	No. 40 San Miguel Avenue, Mandaluyong City
Rito Bimbo L. Baliuag	Filipino	Assistant President and Comptrollership Manager	No. 40 San Miguel Avenue, Mandaluyong City
Irene M. Cipriano	Filipino	Corporate Secretary	No. 40 San Miguel Avenue, Mandaluyong City
Paula Katherina A. Gan	Filipino	Assistant Corporate Secretary	No. 40 San Miguel Avenue, Mandaluyong City

- (ii) The following are the members of the Board of Directors, key officers and person in control of SMC:

Name	Citizenship	Share Ownership / Position	Business Address
Top Frontier Investment Holdings, Inc.	Filipino	Parent Company of SMC; Owns 61.78% of SMC's common share capital as of October 31, 2022	5 th Floor ENZO Building., 399 Sen. Gil J. Puyat Avenue, Makati City

Name	Citizenship	Share Ownership / Position	Business Address
Ramon S. Ang	Filipino	Vice Chairman, President, and Chief Executive Officer	No. 40 San Miguel Avenue, Mandaluyong City
John Paul L. Ang	Filipino	Director	153 EDSA, Barangay Wack- Wack, Mandaluyong City
Aurora T. Calderon	Filipino	Director, and Senior Vice President – Senior Executive Assistant to the Office of the President and Chief Executive Officer	No. 40 San Miguel Avenue, Mandaluyong City
Joselito D. Campos, Jr.	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City
Jose De Venecia, Jr.	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City
Menardo R. Jimenez	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City
Estelito P. Mendoza	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City
Ernesto M. Pernia	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City
Alexander J. Poblador	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City
Ramon F. Villavicencio	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City
Iñigo U. Zobel	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City
Teresita J. Leonardo-De Castro	Filipino	Independent Director	No. 40 San Miguel Avenue, Mandaluyong City
Diosdado M. Peralta	Filipino	Independent Director	No. 40 San Miguel Avenue, Mandaluyong City
Reynato S. Puno	Filipino	Independent Director	No. 40 San Miguel Avenue, Mandaluyong City
Margarito B. Teves	Filipino	Independent Director	No. 40 San Miguel Avenue, Mandaluyong City

Name	Citizenship	Share Ownership / Position	Business Address
Ferdinand K. Constantino	Filipino	Senior Vice President – Chief Finance Officer and Treasurer	No. 40 San Miguel Avenue, Mandaluyong City
Virgilio S. Jacinto	Filipino	Senior Vice President – General Counsel, Compliance Officer and Corporate Secretary	No. 40 San Miguel Avenue, Mandaluyong City
Joseph N. Pineda	Filipino	Senior Vice President – Deputy Chief Finance Officer and Head of Treasury	No. 40 San Miguel Avenue, Mandaluyong City
Lorenzo G. Formoso III	Filipino	Senior Vice President – Head of SMC Infrastructure Business	No. 40 San Miguel Avenue, Mandaluyong City
Mary Rose S. Tan	Filipino	Assistant Corporate Secretary	No. 40 San Miguel Avenue, Mandaluyong City
Ramon Bantigue	Filipino	Internal Audit Group Head	No. 40 San Miguel Avenue, Mandaluyong City

(iii) The following are the members of the Board of Directors and key officers of Top Frontier:

Name	Citizenship	Share Ownership / Position	Business Address
Iñigo U. Zobel	Filipino	Owns 59.96 % of Top Frontier's outstanding common stock as of October 31, 2022; Chairman of the Board	No. 40 San Miguel Avenue, Mandaluyong City
Ramon S. Ang	Filipino	President and Chief Executive Officer	No. 40 San Miguel Avenue, Mandaluyong City
John Paul L. Ang	Filipino	Director	153 EDSA, Barangay Wack-Wack, Mandaluyong City
Aurora T. Calderon	Filipino	Director and Treasurer	No. 40 San Miguel Avenue, Mandaluyong City
Teresita J. Leonardo - De Castro	Filipino	Independent Director	No. 40 San Miguel Avenue, Mandaluyong City
Consuelo M. Ynares - Santiago	Filipino	Independent Director	No. 40 San Miguel Avenue, Mandaluyong City

Name	Citizenship	Share Ownership / Position	Business Address
Ricardo C. Marquez	Filipino	Independent Director	No. 40 San Miguel Avenue, Mandaluyong City
Bella O. Navarra	Filipino	Chief Finance Officer	No. 40 San Miguel Avenue, Mandaluyong City
Virgilio S. Jacinto	Filipino	Corporate Secretary and Compliance Officer	No. 40 San Miguel Avenue, Mandaluyong City
Maria Rosario B. Balanza	Filipino	Investment Relations Officer and Data Privacy Officer	No. 40 San Miguel Avenue, Mandaluyong City
Irene M. Cipriano	Filipino	Assistant Corporate Secretary	No. 40 San Miguel Avenue, Mandaluyong City
Ramon R. Bantigue	Filipino	Internal Audit Group Head	No. 40 San Miguel Avenue, Mandaluyong City

(c) Nature of any affiliation between such person and the issuer;

Mr. Ramon S. Ang, who is the Chairman and President of the Bidder, the Vice Chairman, President and Chief Executive Officer of SMC and the President and Chief Executive Officer of Top Frontier, is also the Chairman of the Board of Eagle Cement. Mr. John Paul L. Ang, who is a director in SMC and Top Frontier, is also the President and Chief Executive Officer of Eagle Cement.

Mr. Ricardo C. Marquez is an independent director of both Top Frontier and Eagle Cement.

Other than the foregoing, none of the persons enumerated in item 2 (b) above are affiliated with Eagle Cement.

(d) Whether or not, during the last five (5) years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name, and location of court, any penalty imposed, or other disposition of the case;

During the last five (5) years, none of the persons enumerated in item 2 (a) above have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Whether or not, during the last five (5) years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment, or decree, not subsequently reversed, suspended, or vacated, permanently or temporarily enjoining, barring, suspending, or otherwise limiting involvement in any type of business, securities, commodities, or banking;

During the last five (5) years, none of the persons enumerated in item 2 (a) have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceedings was or is subject to any order,

judgment, or decree, not subsequently reversed, suspended, or vacated, permanently or temporarily enjoining, barring, suspending, or otherwise limiting involvement in any type of business, securities, commodities, or banking.

Item 3. Purpose of the Tender Offer and Plans or Proposals of the Bidder

(a) Purpose of the Tender Offer

The purpose of the Tender Offer is to comply with Section 19 of the SRC and SRC Rule 19.2.4 which provide that the sale of shares pursuant to the private transaction shall not be completed prior to the closing and completion of the tender offer. Transactions with any seller(s) of significant blocks of shares with whom the acquirers may be in private negotiations shall close at the same time and upon the same terms as the tender offer made to the public. Accordingly, the Bidder's acquisition of the Sale Shares from the Share Sellers **closed** at the same time and upon the same terms as the Tender Offer.

The Minority Shareholders who **participated** in the Tender Offer will **receive** payment for their Tender Offer Shares. On the other hand, the Minority Shareholders who **did** not participate in the Tender Offer will continue to be shareholders of the Company.

The Tender Offer **was** also conducted to comply with PSE Delisting Rules in view of the Company's intent to file a Petition for Voluntary Delisting. Under the PSE Delisting Rules, a petition for voluntary delisting of listed shares will require the conduct of a tender offer to all stockholders of record of the listed company by the listed company itself, or the person(s) proposing the delisting thereof. **In a letter dated November 18, 2022, the PSE granted Eagle Cement's request to consider the Tender Offer as sufficient compliance with the tender offer requirement for Voluntary Delisting.**

In addition, the Company must submit a fairness opinion or valuation report, stating that from a financial point of view of the person making such opinion/report, based upon certain procedures followed and assumptions made, the terms and conditions of the tender offer are fair. In connection with the Tender Offer, the Bidder engaged the IFA to render an opinion as to the Tender Offer Price. A copy of the report of the IFA is attached hereto as **Exhibit G**.

(b) Plans or Proposals of the Bidder

- Listed Status of Eagle Cement

This Tender Offer may result in the delisting of the Company from the PSE.

Following completion of the Tender Offer and the Transaction, and subject to the approval of the PSE, all of the issued and outstanding common shares of the Company will be delisted from and will no longer be available for trading on the PSE. If the Company is delisted, its common shares will no longer be traded on the PSE, which could affect investors' ability to liquidate their investment. Also, any capital gains generated by an investor from any sale or transfer of their common shares will be subject to the following taxes:

Capital Gains Tax

As required by the National Internal Revenue Code, as amended, (the "**NIRC**") the net capital gains realized by a citizen, resident alien, non-resident alien, whether or not engaged in trade or business within the Philippines, a domestic corporation (other than a

dealer in securities), a resident foreign corporation or a non-resident foreign corporation during each taxable year from the sale, exchange, or disposition of shares of stock outside the facilities of the PSE, are subject to capital gains tax at the rate of 15% of the net capital gains realized.

Furthermore, if the fair market value of the shares of stock in a Philippine corporation sold outside the facilities of the local stock exchange is greater than the consideration received by the seller or the selling price, the amount by which the fair market value of the shares exceeds the selling price shall be deemed a gift that is subject to donor's tax under Section 100 of the NIRC; provided, however, that a sale, exchange, or other transfer of such shares outside the facilities of the local stock exchange made in the ordinary course of business (a transaction which is *bona fide*, at arm's length and free from donative intent) will be considered as made for an adequate and full consideration in money or money's worth and will not be subject to donor's tax.

If an applicable income tax treaty exempts net gains from such sale from capital gains tax, an application for tax treaty relief has to be filed with the Bureau of Internal Revenue ("**BIR**") in accordance with BIR regulations, and approved by the BIR, to avail of the exemption. The transfer of shares shall not be recorded in the books of a company, unless the BIR has issued a Certificate Authorizing Registration ("**CAR**"), certifying that capital gains and documentary stamp taxes relating to the sale or transfer have been paid or, where applicable, tax treaty relief has been confirmed by the International Tax Affairs Division of the BIR in respect of the capital gains tax, or other conditions have been met.

Documentary Stamp Tax

The Philippines imposes a documentary stamp tax ("**DST**") upon transfers outside the PSE of shares issued by a Philippine corporation at the rate of ₱1.50 on each ₱200.00, or a fractional part thereof, of the par value of the shares. The DST is imposed on the person making, signing, issuing, accepting, or transferring the document and is thus payable by either or both the vendor or the vendee of the shares.

The above taxes can be substantially higher than the stock transaction tax (at the rate of 0.6% of the gross selling price or gross value in cash of the shares) applicable for selling shares through the facilities of the PSE.

- **Reportorial Requirements of Eagle Cement**

Once the Company is delisted from the PSE, the Company will no longer be subject to the reporting obligations of a listed company and other requirements under the applicable rules of the PSE.

Likewise, the Company may no longer be subject to the reporting requirements under the SRC, SRC Rules, and other rules and regulations applicable to reporting companies, if the Company ceases to be a public company (have less than 200 stockholders holding at least 100 shares each), ceases to have any registered securities under the SRC, and subject to compliance with SRC Rule 13.2 on the Voluntary Revocation of Registration of Securities of the Company.

In making a decision to participate in or abstain from the Tender Offer, the holders of the common shares were advised to consider carefully the impact of the Voluntary Delisting of the common shares of the Company.

In the event that the Company ceases to be a public company as defined under the SRC and SRC Rules or as a listed company on the PSE after the conclusion of the Tender Offer, the Company shall, or the Bidder shall cause the Company to, take necessary steps to terminate its reporting obligations under the SRC and/or the applicable PSE Rules, as applicable.

Other than the foregoing, as of the date of this report, the Bidder has no plans of proposals which relate to or would result in:

- (i) an extraordinary corporate transaction, such as a merger, reorganization, or liquidation, involving the Company or any of its subsidiaries;
- (ii) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries outside of the ordinary course of business;
- (iii) any change in the present board of directors or management of the Company including, but not limited to, any plan or proposal to change the number or term of directors, to fill any existing vacancy on the board or to change any material term of the employment contract of any executive officer;
- (iv) any material change in the present dividend rate or policy or indebtedness or capitalization of the Company;
- (v) any other material change in the Company's corporate structure or business;
- (vi) causing any class of equity securities of the Company which is listed on an exchange to be no longer listed; and
- (vii) causing the Company to no longer be subject to the reporting requirements of the SRC Rules, Rule 17.

Item 4. Interest in Securities of the Issuer

- (a) The subject of the Tender Offer is the Tender Offer Shares, consisting of 574,877,004 common shares, which comprise approximately 11.50% of the entire outstanding capital stock of Eagle Cement.

- (b) **Prior to the acquisition by SMEII of the Sale Shares and Tendered Shares in the Tender Offer, SMEII did not own any common shares in Eagle Cement. With its acceptance and purchase of the Tendered Shares together with the Sale Shares, SMEII now beneficially owns a total of 4,997,903,678 common shares representing 99.9581% of the total issued and outstanding common shares of Eagle Cement.**

- (c) Except as disclosed in this report, SMEII has not effected any transaction during the past sixty (60) days in relation to any of the securities of the Company. To the best of the Bidder's knowledge, none of its directors, officers, or the persons enumerated in item 2 (b) above has effected any transaction during the same period in relation to any of the securities of the Company.

Item 5. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer

The Bidder, the Company, SMC, and the Ultimate Parent assisted each other in securing all required regulatory consents, authorizations, and approvals in connection with the Tender Offer. Aside from the foregoing, there are no contracts, arrangements, understandings, or relationships between or among the Bidder and any other persons with respect to any securities of the Company, including, but not limited to, transfer or voting of any of the securities, joint ventures, loan, or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

To the best of the Bidder's knowledge, none of the common shares of the Company are pledged or otherwise subject to a contingency, the occurrence of which gives another person voting power or investment power over such common shares.

Other than what is disclosed in this document, there are no definitive contracts, arrangements, understandings, or relationships between the Bidder and any person regarding any securities of the Company. This includes, but is not limited to, the transfer or voting of any of the securities, finder's fees, joint ventures, loan, or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 6. Materials to be Filed as Exhibits

The following Tender Offer materials have been published or made available to the shareholders of the Company:

Exhibit	Document																		
Exhibit A	Announcement of Intention to Make a Tender Offer to Shareholders of the Company published in the Philippine Star on October 12, 2022																		
Exhibit B	Affidavit of Publication on the Announcement of Intention to Make a Tender Offer to Shareholders of the Company																		
Exhibit C	Notice to Shareholders of the Company – to be published in the Philippine Star and Malaya Business Insight on November 7, 2022 and to be further published in said newspapers on November 8, 2022 and November 9, 2022.																		
Exhibit D	Application to Tender Shares in the Company to the Bidder, which has the following attachments:																		
	<table><tr><td>Annex A</td><td>–</td><td>Terms of the Tender Offer</td></tr><tr><td>Annex B</td><td>–</td><td>Form of Irrevocable Power of Attorney for Individual Shareholders of the Company</td></tr><tr><td>Annex C</td><td>–</td><td>Form of Board Resolution for Corporate Shareholders of the Company</td></tr><tr><td>Annex D</td><td>–</td><td>Form of Partnership Resolution for Partnership Shareholders of the Company</td></tr><tr><td>Annex E</td><td>–</td><td>Form of Affidavit of Loss</td></tr><tr><td>Annex F</td><td>–</td><td>Requirements for Transfer of Shares from Deceased Shareholders to His/Her Heir(s)</td></tr></table>	Annex A	–	Terms of the Tender Offer	Annex B	–	Form of Irrevocable Power of Attorney for Individual Shareholders of the Company	Annex C	–	Form of Board Resolution for Corporate Shareholders of the Company	Annex D	–	Form of Partnership Resolution for Partnership Shareholders of the Company	Annex E	–	Form of Affidavit of Loss	Annex F	–	Requirements for Transfer of Shares from Deceased Shareholders to His/Her Heir(s)
Annex A	–	Terms of the Tender Offer																	
Annex B	–	Form of Irrevocable Power of Attorney for Individual Shareholders of the Company																	
Annex C	–	Form of Board Resolution for Corporate Shareholders of the Company																	
Annex D	–	Form of Partnership Resolution for Partnership Shareholders of the Company																	
Annex E	–	Form of Affidavit of Loss																	
Annex F	–	Requirements for Transfer of Shares from Deceased Shareholders to His/Her Heir(s)																	

Exhibit		Document	
	Annex G	–	Form of Specimen Signature Card
Exhibit E	Instructions to Participating Brokers		
Exhibit F	Certification on the Sufficiency of the Bidder's Financial Resources to Satisfy Full Acceptance of the Tender Offer Shares		
Exhibit G	Fairness Opinion dated November 3, 2022 issued by FTI Consulting Philippines, Inc.		
Exhibit H	PCC's Letter dated October 27, 2022		

The following additional exhibits relating to the results of the Tender Offer are attached to this Final Tender Offer Report:

Exhibit		Document
<u>Exhibit I</u>	<u>Certification from Philippine Equity Partners, Inc. dated December 15, 2022 on the results of the Tender Offer</u>	
<u>Exhibit J</u>	<u>Affidavits of Publication by The Philippine Star dated November 9, 2022 and by Malaya Business Insight dated November 9, 2022 on the publication of the Notice of Tender Offer to the Shareholders of the Company on November 7, 8 and 9, 2022</u>	


[Signature page follows.]


SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this report is true, complete, and correct. This report is signed in Mandaluyong City, on 19 December 2022.

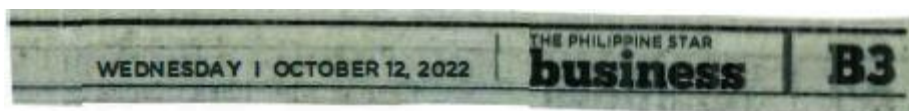
San Miguel Equity Investments Inc.
Bidder

By:


Ferdinand K. Constantino
Authorized Signatory


Joseph N. Pineda
Authorized Signatory

**ANNOUNCEMENT OF INTENTION TO MAKE
A TENDER OFFER TO THE SHAREHOLDERS OF
EAGLE CEMENT CORPORATION**



**ANNOUNCEMENT OF INTENTION TO MAKE
A TENDER OFFER TO THE SHAREHOLDERS OF
EAGLE CEMENT CORPORATION**

TO THE SHAREHOLDERS OF EAGLE CEMENT CORPORATION

October 12, 2022

This is to advise you that, on October 4, 2022, the Board of Directors of SAN MIGUEL EQUITY INVESTMENTS INC. ("SMEI") approved the acquisition of 4,426,123,001 common shares of EAGLE CEMENT CORPORATION ("ECC"), registered in the names of, and/or beneficially owned by, Far East Holdings, Inc., Ramon S. Ang, John Paul L. Ang, and Monica L. Ang-Mercado, representing approximately 88.5% of the total issued and outstanding capital stock of ECC (the "Transaction"). The acquisition of ECC shares by SMEI is subject to the mandatory tender offer provisions of Section 19 of the Securities Regulation Code (the "Tender Offer").

The conduct of the Tender Offer of ECC common shares is conditioned on the approval or clearance of Philippine Competition Commission ("PCC") of the Transaction (the "PCC Clearance"). Accordingly, after the PCC Clearance is obtained, SMEI will conduct a Tender Offer for all the remaining issued and outstanding common shares of ECC (or 574,877,004 ECC common shares) representing approximately 11.5% of the total issued and outstanding capital stock of ECC, at a price of Twenty-Two Pesos and Two Centavos (PHP 22.02) per ECC common share.

The Tender Offer Report (i.e., SEC Form 19-1, including its annexes, schedules and exhibits) will be filed with the Securities and Exchange Commission and the Philippine Stock Exchange ("PSE") on the date of commencement of the Tender Offer. On the same date, copies of the Tender Offer Report and the relevant Tender Offer materials will be sent to each ECC shareholder separately.

The other terms of the Tender Offer shall be announced on the date of commencement of the Tender Offer. In this connection, SMEI has the resources to implement the offer in full pursuant to the terms of the Tender Offer.

As soon as practicable after SMEI files the Tender Offer Report, ECC intends to file a Petition for Voluntary Delisting of its 5,000,000,005 common shares from the Main Board of the PSE. ECC also intends to request the PSE to, among others, consider the Tender Offer as the tender offer required for a Voluntary Delisting under the PSE Delisting Rules, as amended.

The foregoing announcement is made in compliance with Rule 19.5 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code.

The Board of Directors
SAN MIGUEL EQUITY INVESTMENTS INC.

AFFIDAVIT OF PUBLICATION

REPUBLIC OF THE PHILIPPINES) s.s.
 QUEZON CITY)

AFFIDAVIT OF PUBLICATION

I, **LEO N. ALISGAR**, of legal age, single, Filipino and with office address at c/o **PhilSTAR Daily, Inc.**, 202 Railroad Street corner Roberto S. Oca Street, Port Area, Manila, after being duly sworn to in accordance with law, depose and state:

That I am the **BILLING & COLLECTION MANAGER** of the **PhilSTAR Daily, Inc.** a domestic corporation duly organized and existing under by virtue of Philippine laws with office and business address at 202 Railroad Street corner Roberto S. Oca Street, Port Area, Manila.

That the said corporation publishes **THE PHILIPPINE STAR**, a daily broadsheet newspaper published in English and of general circulation.

That the order of SMC Stock Transfer Service Corporation

captioned as follows:

**ANNOUNCEMENT OF INTENTION TO MAKE A TENDER
 OFFER TO THE SHAREHOLDERS OF EAGLE CEMENT CORPORATION**

Please see attached printed text which had been published in **The Philippine STAR** in its issues of:

October 12, 2022

FURTHER AFFIANT SAYETH NAUGHT.
 QUEZON City, Philippines

LEO N. ALISGAR
 Affiant

SUBSCRIBED AND SWORN to before me this 12th day of October affiant exhibited to me her Unified Multi-Purpose ID (UMID) CRN No. 0111-2584437-3

Doc. No. 320
 Page No. 65
 Book No. XXVII
 Series of 2022

ATTY. GARY A. SANCIO
 Notary Public

Until December 31, 2022

Adm. Matter No. NP-146 2021-2022

Roll No. 44261

IBP No. 1082447/06-30-17/Q.C.

PTR No.2369275/01-07-2022/QC

MCLE Compliance No. VII-0011638/03-01-22

TO ALL SHAREHOLDERS OF EAGLE CEMENT CORPORATION

Please be advised that **San Miguel Equity Investments Inc.** ("**SMEI**" or the "**Bidder**") is filing on November 7, 2022 a Tender Offer Report in SEC Form 19-1 with the Securities and Exchange Commission (the "**SEC**") and the Philippine Stock Exchange (the "**PSE**") pursuant to Section 19 of the Securities and Regulation Code ("**SRC**") in connection with its intention to acquire the remaining 574,877,004 common shares of **Eagle Cement Corporation** ("**Eagle Cement**").

SMEI intends to acquire, through a private sale, a total of 4,425,123,001 common shares of Eagle Cement, representing approximately 88.50% of Eagle Cement's outstanding capital stock (the "**Sale Shares**") registered in the names of, and/or beneficially owned by, Far East Holdings, Inc., Ramon S. Ang, John Paul L. Ang, and Monica L. Ang-Mercado (the "**Share Sellers**").

In accordance with the SRC and the Implementing Rules and Regulations of the SRC ("**SRC Rules**"), SMEI shall conduct a mandatory tender offer (the "**Tender Offer**") to acquire all of the remaining issued and outstanding common shares of Eagle Cement.

Subject to the approval of the PSE, SMEI intends to proceed to voluntarily delist Eagle Cement from the Main Board of the PSE ("**Voluntary Delisting**"). At a special meeting held on October 7, 2022, the Board of Directors of Eagle Cement has approved the Voluntary Delisting subject to: (1) the closing of the Transaction and the Tender Offer; (2) the acquisition by SMEI of more than 90% of the total outstanding shares of the capital stock of Eagle Cement; and (3) the approval of the shareholders of Eagle Cement.

As of November 4, 2022, the remaining issued and outstanding common stock of Eagle Cement consists of 574,877,004 common shares representing approximately 11.50% of Eagle Cement's issued and outstanding common stock (the "**Minority Shares**") held by shareholders other than the Share Sellers (the "**Minority Shareholders**").

The Tender Offer shall be subject to the terms set out in **Annex A** of the Application to Tender Shares in the Company to the Bidder (*i.e.*, Exhibit D of the SEC Form 19-1 filed by SMEI with the SEC and the PSE ("**Terms of the Tender Offer**").

Tender Offer Period and Tender of Shares

The Tender Offer is intended to start at 9:30 am on November 7, 2022 and is initially intended to end on 12 noon of December 5, 2022 (the "**Tender Offer Period**").

During the Tender Offer Period, any Minority Shareholder who tender their shares ("**Tendering Shareholder**") may offer all or a portion of their common shares in Eagle Cement for acceptance by, and sale to, the Bidder ("**Tender Offer Shares**").

Tendering Shareholders are permitted to withdraw their Tender Offer Shares at any time while the Tender Offer Period remains open.

The accepted Tender Offer Shares are initially intended to be crossed through the PSE five (5) business days after the close of the Tender Offer Period or on December 14, 2022 ("**Cross Date**"), subject to the approval of the PSE of the special block sale of the Tender Offer Shares.

Subject to the approval by the PSE of the crossing of the Tender Offer Shares, the sale and purchase of the accepted Tender Offer Shares shall be settled on the Cross Date or on December 14, 2022, subject to any extension of the Tender Offer Period with the approval of the SEC ("**Settlement Date**").

Tender Offer Price

The price for the Tender Offer (the "**Tender Offer Price**") is ₱22.02 per common share, which is the highest valuation based on the fairness opinion or valuation report prepared by an independent financial adviser and is higher than the volume weighted average price of the Eagle Cement common shares for one (1) year immediately preceding the date of posting of the disclosure of the approval by the Company's Board of Directors of the Company's delisting from the PSE.

The Tender Offer Price shall be payable to Tendering Shareholders by way of credit to a nominated bank account or by way of check which shall be made available at the following address:

Philippine Equity Partners, Inc. (" Tender Offer Agent ")	
ADDRESS:	10/F Philippine Stock Exchange Tower 5 th Avenue corner 28 th St Bonifacio Global City Taguig 1634
TEL NO.:	(02) 8 640 6703; (02) 8 640 6707
CONTACT PERSON:	Wyndell A. Mendoza

The Tender Offer Price does not include customary selling charges amounting to 0.621% of the total transaction value (excluding broker's commission). Customary selling charges shall be for the Tendering Shareholder's account, and shall include:

- (1) Stock transaction tax of 0.6% of the value of the transaction;
 - (2) Securities Clearing Corporation of the Philippines fee of 0.01% of the value of the transaction;
 - (3) PSE transaction fee of 0.005% of the value of the transaction;
 - (4) SEC Fee of 0.005% of the value of the transaction; and
 - (5) Securities Investors Protection Fund fee of 0.001% of the value of the transaction;
- (collectively, the "**Selling Charges**").

After deducting the Selling Charges from a Tendering Shareholder's account, the net Tender Offer Price is estimated to be ₱21.8833 per common share. In addition to the Selling Charges, broker's commission shall likewise be for the account of the Tendering Shareholder.

If the Tendering Shareholder will lodge its shares through the Tender Offer Agent, other fees such as lodgment fee and trade transfer fee (as applicable) will be for the account of the Bidder. If the Tendering Shareholder will lodge its shares through a different PSE authorized broker, other fees such as lodgment fee and trade transfer fee (as applicable) will be for the account of the Tendering Shareholder.

The selling broker's commission, including value-added tax, shall be payable by the Tendering Shareholder, subject to mutual agreement between the Tendering Shareholder and the broker.

A holder of the common shares of Eagle Cement should be aware that upon the completion of the Tender Offer and Voluntary Delisting, the common shares may no longer be listed and available for trading on the PSE, and this may impact the ability of such holder of the common share to sell such common shares. In addition, any sale or transfer of such common shares after the Voluntary Delisting will be subject to the prevailing capital gains tax (levied on any capital gain generated by such holder through such sale or transfer) and documentary stamp tax, instead of the stock transaction tax applicable to sales of listed shares of stock transacted through the PSE.

The Tender Offer gives Tendering Shareholders of the Company the opportunity to sell their common shares and realize their investment, in cash, at a premium to (meaning an amount that is more than) the current trading price of the common shares, as of the date of the Tender Offer Report. The Tender Offer Price represents a 22.16% premium over the six-month volume weighted average price ("**VWAP**") and a 20.99% premium over the three-month VWAP of the Company's common shares.

Tender Offer Process

Subject to the Terms of the Tender Offer, the Bidder shall acquire any Tender Offer Shares that may be tendered by any Tendering Shareholder in response to the Tender Offer. The Tender Offer shall commence on November 7, 2022 at 9:30 am and shall end on December 5, 2022 at 12 noon (the "**Tender Offer Period**"). The Tender Offer Period may be extended by the Bidder subject to prior approval of the SEC. All the Tender Offer Shares that will have been accepted by the Bidder will be purchased by the Bidder by way of a block sale through the facilities of the PSE and will be crossed and settled thereat on or around December 14, 2022.

The Minority Shareholders who wish to offer all or a portion of their Minority Shares for sale to the Bidder may do so by securing an Application to Tender Shares form (the "**Application Form**") and submitting a duly accomplished Application Form in triplicate together with the documentary requirements (the "**Tender Offer Documents**") to the Tender Offer Agent at the following address:

Philippine Equity Partners, Inc. ("Tender Offer Agent")	
ADDRESS:	10/F Philippine Stock Exchange Tower 5 th Avenue corner 28 th St Bonifacio Global City Taguig 1634
TEL NO.:	(02) 8 640 6703; (02) 8 640 6707
CONTACT PERSON:	Wyndell A. Mendoza

Application Forms together with the documentary requirements must be received by the Tender Offer Agent not later than 12 noon on December 5, 2022.

The Tender Offer Agent reserves the right to require the Tendering Shareholders to present additional documents for purposes of determining the validity, eligibility, and acceptability of the Minority Shares being tendered by the Tendering Shareholders pursuant to the Tender Offer. Defective applications (e.g., with discrepancy between the specimen signatures on file

and the endorsement) must be corrected within the Tender Offer Period to avoid being rejected by the Bidder. Hence, the Minority Shareholders are strongly urged against tendering at the last minute to allow sufficient time to correct any deficiency in their application. The Minority Shareholders are also urged to indicate their telephone numbers in their respective application forms to allow the Tender Offer Agent to inform them immediately of any deficiency in their applications.

The Tender Offer Shares tendered may be withdrawn by the shareholder of record at any time during the Tender Offer Period by submitting to the Tender Offer Agent a written request for the withdrawal of the Tender Offer Shares and surrendering the original Securities In-Receipt issued by the Tender Offer Agent. Withdrawal may be permitted at any time before the Tendered Shares are accepted for payment.

The Tender Offer Shares shall be deemed accepted by the Bidder for payment on December 7, 2022 at 12 noon (the **"Closing Date"**), subject to the condition that the Tender Offer Agent has determined that the Tendering Shareholders shall have obtained and submitted all required documents, corporate, contractual and regulatory approvals, consents and authorizations, and shall have otherwise complied with all applicable requirements, to enable the Tendering Shareholders to transfer the Tender Offer Shares to the Bidder before the expiration of the Tender Offer. Acceptance by the Bidder of the Tender Offer Shares shall likewise be subject to the condition that the Bidder shall have obtained all corporate, contractual, and regulatory approvals, consent, and authorizations, and shall have otherwise complied with all applicable requirements, for the purchase by the Bidder of the Tender Offer Shares.

The Minority Shareholders are advised to read the Application Form, the Terms of the Tender Offer, and the SEC Form 19-1 filed by the Bidder with the SEC and the PSE. The Application Form has been mailed to the Minority Shareholders through the Company's stock transfer agent, Rizal Commercial Baking Corporation.

For queries, please call the Tender Offer Agent at contact details set forth below. Copies of the Application Form and the SEC Form 19-1 may be obtained by Minority Shareholders, free of charge, from the following:

Philippine Equity Partners, Inc. ("Tender Offer Agent")	
ADDRESS:	10/F Philippine Stock Exchange Tower 5 th Avenue corner 28 th St Bonifacio Global City Taguig 1634
TEL NO.:	(02) 8 640 6703; (02) 8 640 6707
CONTACT PERSON:	Wyndell A. Mendoza

Very truly yours,

**THE BOARD OF DIRECTORS
SAN MIGUEL EQUITY INVESTMENTS INC.**

Exhibit D

**APPLICATION TO TENDER SHARES IN EAGLE CEMENT CORPORATION
TO SAN MIGUEL EQUITY INVESTMENTS INC.**

<p>This Application must be prepared in triplicate and completed in all parts:</p> <ol style="list-style-type: none"> 1. Bidder's Copy 2. Tender Offer Agent's Copy 3. Applicant's Copy <p>DO NOT PROCEED UNLESS YOU HAVE DECIDED TO TENDER YOUR SHARES TO THE BIDDER</p>	<p>This APPLICATION TO TENDER SHARES IN EAGLE CEMENT CORPORATION ("Eagle Cement") (the "Application") is made on the terms and conditions as set out in the Terms of the Tender Offer attached as Annex A to this Application which form an integral part hereof ("Terms of the Tender Offer"). The Tender Offer shall commence at 9:30 am on November 7, 2022 and end at 12:00 noon on December 5, 2022 (the "Tender Offer Period"). This Application, together with the duly endorsed Eagle Cement stock certificates (as applicable) and the required attachments specified below, must be received by Philippine Equity Partners, Inc. (the "Tender Offer Agent") not later than 12 noon on December 5, 2022 at the following address:</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <tr> <th colspan="2" style="text-align: center; padding: 5px;">Philippine Equity Partners, Inc.</th> </tr> <tr> <td style="width: 30%; padding: 5px;">ADDRESS:</td> <td style="padding: 5px;">10/F Philippine Stock Exchange Tower 5th Avenue corner 28th St Bonifacio Global City Taguig 1634</td> </tr> <tr> <td style="padding: 5px;">TEL NO.:</td> <td style="padding: 5px;">(02) 8 640 6703; (02) 8 640 6707</td> </tr> <tr> <td style="padding: 5px;">CONTACT PERSON:</td> <td style="padding: 5px;">Wyndell A. Mendoza</td> </tr> </table> <p>San Miguel Equity Investments, Inc. ("SMEI" or the "Bidder") has prepared SEC Form 19-1 which was filed with the Securities and Exchange Commission ("SEC") and the Philippine Stock Exchange ("PSE") on November 7, 2022, for the purpose of describing the Tender Offer in detail and complying with the Securities Regulation Code and its implementing rules. Before making any decision, each shareholder is advised to read the Terms of the Tender Offer and the SEC Form 19.1. Inquiries and request for assistance and copies of the SEC Form 19.1 may be directed to the Tender Offer Agent, whose address and telephone numbers appear in the attached Terms of the Tender Offer. The Bidder reserves the right to accept or reject this Application. This Application after being submitted may be withdrawn in writing. The notice of withdrawal, to be effective, must be received by the Tender Offer Agent before 12 noon on December 5, 2022.</p>	Philippine Equity Partners, Inc.		ADDRESS:	10/F Philippine Stock Exchange Tower 5 th Avenue corner 28 th St Bonifacio Global City Taguig 1634	TEL NO.:	(02) 8 640 6703; (02) 8 640 6707	CONTACT PERSON:	Wyndell A. Mendoza
Philippine Equity Partners, Inc.									
ADDRESS:	10/F Philippine Stock Exchange Tower 5 th Avenue corner 28 th St Bonifacio Global City Taguig 1634								
TEL NO.:	(02) 8 640 6703; (02) 8 640 6707								
CONTACT PERSON:	Wyndell A. Mendoza								

APPLICATION TO TENDER																					
<p>The undersigned registered shareholder of Eagle Cement or the undersigned Participating Broker holding Eagle Cement shares on behalf of the beneficial owner of such shares and acting in accordance with and within the instructions of such beneficial owner, as the case may be (in either case, the "Applicant" or the "Tendering Shareholder"), hereby applies to sell _____ Eagle Cement common shares (the "Shares") for the price stated below.</p> <p>If covered by stock certificates, please fill in (and attach separate sheet if needed):</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <tr> <th style="width: 30%; padding: 5px;">Eagle Cement Stock Certificate No.(s)</th> <th style="width: 40%; padding: 5px;">No. of Shares Represented by Each Certificate</th> <th style="width: 30%; padding: 5px;">No. of Shares Tendered</th> </tr> <tr><td style="height: 20px;"></td><td></td><td></td></tr> <tr><td style="height: 20px;"></td><td></td><td></td></tr> <tr><td style="height: 20px;"></td><td></td><td></td></tr> <tr><td style="height: 20px;"></td><td></td><td></td></tr> <tr><td style="height: 20px;"></td><td></td><td></td></tr> <tr> <td style="text-align: center; padding: 5px;">TOTAL</td> <td></td> <td></td> </tr> </table> <p>The Bidder shall purchase the Shares at a price of ₱22.02 per Share (the "Tender Offer Price"), which is the highest valuation based on the fairness opinion or valuation report prepared by the independent financial adviser and is higher than the volume weighted average price of the Eagle Cement common shares for one (1) year immediately preceding the date of posting of the disclosure of the approval by Eagle Cement Board of Directors of the Eagle Cement's delisting from the PSE. The Tender Offer Price shall be payable to Tendering Shareholders by way of credit to a nominated bank account or by way of check which shall be made available for pick up at the office of the Tender Offer Agent (address indicated above).</p> <p>On closing, the Sale Shares and the Tender Offer Shares will be crossed by a special block sale on the PSE at the Tender Offer Price.</p> <p>The Tender Offer Price to be received by the Tendering Shareholders shall be subject to deduction for stock transaction tax, customary selling charges, and the broker's commission payable by the Tendering Shareholder to its/his/her broker, and the tax due thereon.</p> <p>The customary selling charges, which are equivalent to 0.621% of the total transaction value, shall be for the Tendering Shareholder's account; provided that, for Tendering Shareholders who reside outside the Philippines, the Tender Offer Price, as adjusted, shall be payable only by cash.</p> <p>The customary selling charges that will be deducted by the Bidder do not include selling broker's commissions payable by the Tendering Shareholders, which are subject to mutual agreement between the Tendering Shareholder and its/his/her broker, and the taxes thereon.</p>	Eagle Cement Stock Certificate No.(s)	No. of Shares Represented by Each Certificate	No. of Shares Tendered																TOTAL		
Eagle Cement Stock Certificate No.(s)	No. of Shares Represented by Each Certificate	No. of Shares Tendered																			
TOTAL																					

REPRESENTATIONS AND WARRANTIES
<p>The Applicant hereby represents and warrants to the Bidder as follows: (i) it/he/she is the sole, absolute, legal, and beneficial owner of the Shares and has good, valid, and marketable title to the Shares, free from any liens encumbrances and restrictions of any kind and nature; (ii) it/he/she can and has full authority and capacity to transfer good, valid, and clean title to such Shares, and is not aware of any objection, adverse claim, dispute, or notice concerning it/his/her right to tender and transfer the Shares; (iii) the Bidder will obtain full and valid title to such Shares, free and clear from any warrants, interests, options, liens, claims, objections, disputes, and encumbrances and will be able to freely and fully exercise all rights and privileges arising therefrom.</p>

from ownership of such Shares, including but not limited to the right to vote and to receive dividends; (iv) the Shares are fully paid and non-assessable and there are no further amounts payable by it/him/her to Eagle Cement or to any other entity in respect of these securities; (v) (for corporate shareholders) the transfer of the Shares to the Bidder shall not constitute a breach of the constitutive documents of the Applicant or of any agreement or arrangement, law, order, or regulations or other issuances applicable to the Shares or Applicant; and (vi) all information contained herein and in the documents submitted herewith are true and correct and that the signatures thereon are genuine, properly authorized, and obtained without the use of fraud or coercion or any vice of consent.

The Applicant, in executing this Application, confirms that it/he/she: (i) has read and understood and unconditionally accepted the Terms of the Tender Offer and Instructions to Participating Brokers attached to this Application (as applicable); (ii) warrant/s having read and understood and relied solely upon the provisions of SEC Form 19-1 and the terms and conditions stated herein, and unconditionally accept/s said terms and conditions; and (iii) understand/s that no person has been authorized to give information or to make any representation with respect to the Tender Offer other than those specified and made in the SEC Form 19-1.

Applicant's/ Participating Broker's Full Name in Print	Applicant's Mailing Address (Building, Street Address, District and City)		Applicant's Country of Residence
Applicant's/Participating Broker's Signature	Tel. No.(s)	Tax Identification Number	Nationality

ACKNOWLEDGMENT

This Application (with all the required attachments indicated herein) is received subject to the terms and conditions set forth in this Application and to the Terms of the Tender Offer.

**On behalf of Eagle Cement Corporation:
Philippine Equity Partners, Inc.**

Authorized Signature

Date

Time

REQUIRED ATTACHMENTS TO THIS APPLICATION

- (a) Original stock certificates duly endorsed; to be verified by the Tender Offer Agent with Rizal Commercial Banking Corporation, the stock transfer agent of Eagle Cement as valid and authentic certificates. A cancellation fee of ₱120.00 per certificate is required. For those whose stock certificate/s covering the Shares is/are lost: (i) one (1) original of a duly notarized affidavit of loss; (ii) copy of the affidavit of loss as published in a newspaper of general circulation (in substantially the form of **Annex E** to the Application, which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC); (iii) affidavit of publication of affidavit of loss for three (3) consecutive weeks; and (iv) bond in the amount equivalent to 100% of the current market value per share of the Eagle Cement shares as of the date of execution of the affidavit of loss, multiplied by the number of shares covered by each lost stock certificate.
- (b) For Individuals
- (i) For shareholders acting through an attorney-in-fact, please submit a duly notarized Irrevocable Power of Attorney (in the form substantially the same as **Annex B** of the Application, and which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC). For married individuals who are Philippine citizens, their respective spouses must sign on the space provided in the Irrevocable Power of Attorney to indicate marital consent to the sale of the Tender Offer Shares;
 - (ii) Photocopies of two (2) valid identification cards showing the Applicant's signature and photograph; *i.e.*, driver's license, tax identification card, Social Security Services/Government Services and Insurance System card, or passport; and
 - (iii) Duly accomplished signature card containing the specimen signature of the Applicant and verified by the Applicant's broker or by an officer of the custodian bank at which the Applicant maintains an account (the signature card must specify the name of the broker and the broker's signatory or the name of the bank and the bank's signatory, as the case may be), in the form substantially the same as **Annex G** of the Application, and which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC. A copy of at least one (1) valid identification card of the bank's signatory is also required.
- (c) For Corporations:
- (i) Notarized Board Resolution (in the form substantially the same as the Secretary's Certificate attached as **Annex C** to the Application, which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC) authorizing the sale of the Tender Offer Shares, designating signatories for the purpose, and indicating the specimen signatures of those signatories;
 - (ii) Copy of SEC Registration or equivalent constitutive document certified as a true copy of original by the Corporate Secretary or equivalent person having official custody of company records;
 - (iii) Copy of latest Articles of Incorporation and By-Laws of the Applicant or equivalent constitutive document certified as a true copy of the original by the Corporate Secretary or equivalent person having official custody of company records; and
 - (iv) Duly accomplished signature card containing the specimen signature of the Applicant's designated authorized signatories and verified by the Applicant's broker or by an officer of the custodian bank at which the Applicant maintains an account (the signature card must specify the name of the broker and the broker's signatory or the name of the bank and the bank's signatory, as the case may be), in the form substantially the same as **Annex G** of the Application, and which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC.
 - (v) Copy of latest General Information Sheet filed with SEC and certified as true copy of the original by the Corporate Secretary or equivalent person having official custody of company records.
- (d) For Partnership:

- (i) Copy of SEC Registration or equivalent constitutive document certified as a true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records;
- (ii) Copy of latest Articles of Partnership of the Applicant or equivalent constitutive document certified as a true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records;
- (iii) Notarized Partnership Resolution (in the form substantially the same as the Partners' Certificate attached as **Annex D** to the Application, which is **Exhibit D** of the SEC Form 19-1 filed by the Bidder with the SEC) authorizing the sale of the Tender Offer Shares, designating signatories for the purpose, and indicating the specimen signature of the signatories; and
- (iv) Duly accomplished signature card containing the specimen signature of the Applicant's designated authorized signatories and verified by the Applicant's broker or by an officer of the custodian bank at which the Applicant maintains an account (the signature card must specify the name of the broker and the broker's signatory or the name of the bank and the bank's signatory, as the case may be), in the form substantially the same as **Annex G** of the Application, and which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC.

IMPORTANT INFORMATION

The Tender Offer shall commence at 9:30 am on November 7, 2022 and end on 12 noon of December 5, 2022 (the "**Tender Offer Period**"). This Application, together with the duly endorsed Eagle Cement stock certificates and the other required attachments specified above, must be received by Philippine Equity Partners, Inc. (the "**Tender Offer Agent**") not later than 12 noon on December 5, 2022 at the following address:

Philippine Equity Partners, Inc.	
ADDRESS:	10/F Philippine Stock Exchange Tower 5 th Avenue corner 28 th St Bonifacio Global City Taguig 1634
TEL NO.:	(02) 8 640 6703; (02) 8 640 6707
CONTACT PERSON:	Wyndell A. Mendoza

Applications received after the end of the Tender Offer Period shall be rejected, unless the Tender Offer Period is extended by the Bidder, upon approval by the SEC. Applications that are not properly completed or lack any of the required attachments will also be rejected. If the Tender Offer Agent is unable to verify the signature on the Application or the endorsement of the stock certificate, the Tender Offer Agent will also reject the Application.

The shares covered by stock certificates ("**Scrip Shares**") being tendered for sale to the Bidder must be received by the Tender Offer Agent by the surrender of the documents specified above, including the corresponding stock certificates duly endorsed or for those with lost stock certificates, by submission of one (1) original copy of duly notarized affidavit of loss; copy of affidavit of loss published in a newspaper of general circulation; affidavit of publication; and bond, not later than 12 noon of December 5, 2022. Tendering shareholders whose shares are lodged with the Philippine Depository Trust Corporation ("**Scripless Shares**") should instruct their brokers to electronically transfer their shares to the Tender Offer Agent prior to 12 noon of December 5, 2022.

The shares tendered may be withdrawn by the shareholder of record at any time during the Tender Offer Period, but only up to 12 noon on December 5, 2022, by submitting a written request for the tendered shares to the Tender Offer Agent with a copy of the "Applicant's Copy" of the Application issued by the Tender Offer Agent.

For inquiries on the Tender Offer, please contact any of the following:

PHILIPPINE EQUITY PARTNERS, INC.

10/F Philippine Stock Exchange Tower, 5th Avenue corner 28th St., Bonifacio Global City, Taguig 1634
(02) 8 640 6703; (02) 8 640 6707

Attention: Wyndell A. Mendoza

For inquiries about the number of shares of a shareholder in Eagle Cement, please contact:

**RIZAL COMMERCIAL BANKING CORPORATION
STOCK TRANSFER OFFICE**

G/F Grepalife Building, 2019 Sen. Gil Puyat Avenue, Makati City 1200
+632 88949000 local 3690 to 3694

Attention: Mr. Antonio B. Madrid, Jr.

COPIES OF THE SEC FORM 19-1 MAY BE OBTAINED FROM THE TENDER OFFER AGENT AT THEIR OFFICE ADDRESS ABOVE.

Annex A
(to Application to Tender Shares)

TERMS OF TENDER OFFER

San Miguel Equity Investments Inc. ("**SMEI**" or the "**Bidder**") shall purchase common shares in Eagle Cement Corporation ("**Eagle Cement**" or "**Company**") in accordance with the Terms and Conditions set out below. Unless otherwise specifically defined herein or the context otherwise requires, capitalized terms used herein shall have the same meanings given to them in Form 19-1 filed by the Bidder with the Securities and Exchange Commission ("**SEC**") and the Philippines Stock Exchange, Inc. ("**PSE**") on November 7, 2022.

The Bidder : The Bidder is a corporation duly established and existing under and by virtue of the laws of the Philippines. Its principal office is located at No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines.

Tender Offer : The Bidder intends to acquire a total of 4,425,123,001 common shares of stock of Eagle Cement, representing approximately 88.50% of the issued and outstanding capital stock (the "**Sale Shares**"), registered in the names of, and/or beneficially owned by Far East Holdings, Inc., Ramon S. Ang, John Paul L. Ang, and Monica L. Ang-Mercado.

In relation to the acquisition of the Sale Shares and in accordance with the Philippine Securities Regulation Code ("**SRC**") and applicable rules and regulations, the Bidder will conduct a mandatory tender offer (the "**Tender Offer**") to acquire all of the remaining issued and outstanding common shares of Eagle Cement.

As of the date hereof, the remaining issued and outstanding capital stock of Eagle Cement consists of 574,877,004 common shares representing approximately 11.50% of Eagle Cement's issued and outstanding common stock (the "**Minority Shares**") held by other Eagle Cement shareholders (the "**Minority Shareholders**").

Subject to the approval of the Philippine Stock Exchange ("**PSE**"), SMEI intends to proceed to voluntarily delist Eagle Cement from the Main Board of the PSE ("**Voluntary Delisting**"). At a special meeting held on October 7, 2022, the Board of Directors of Eagle Cement has approved the Voluntary Delisting subject to: (1) the closing of the Transaction and the Tender Offer; (2) the acquisition by SMEI of more than 90% of the total outstanding shares of the capital stock of Eagle Cement; and (3) the approval of the shareholders of Eagle Cement.

Copies of the Tender Offer Report (SEC Form 19- 1, including any and all of its annexes, exhibits, and schedules) are available at the PSE Electronic Disclosures Technology portal (<http://edge.pse.com.ph>), company disclosures section for Eagle Cement. Any shareholder who wishes to secure a copy of the Tender Offer Report may likewise do so at the office of the Tender Offer Agent, or download a copy from the following link <<https://www.eaglecement.com.ph/investor-relations/tender-offer/>>.

Tender Offer Price : The Tender Offer is being made at the price of ₱ 22.02 per common share (the "**Tender Offer Price**"), which is payable to Tendering Shareholders

by way of credit to a nominated bank account or by way of check which shall be made available for pick up at the office of the Tender Offer Agent.

The Tender Offer Price does not include customary selling charges amounting to 0.621% of the total transaction value (excluding broker's commission). Customary selling charges shall be for the Tendering Shareholder's account, and shall include:

<u>Type of Fee</u>	<u>% of value of the transaction</u>
Stock Transaction Tax	0.600%
Securities Clearing Corporation of the Philippines	0.010%
Securities Investors Protection Fund	0.001%
SEC Fees	0.005%
PSE Transaction Fees	0.005%

After deducting the Selling Charges from a Tendering Shareholder's account, the net Tender Offer Price is estimated to be ₱21.8833 per common share.

If the Tendering Shareholder will lodge its shares through the Tender Offer Agent, other fees such as lodgment fee and trade transfer fee (as applicable) will be for the account of the Bidder. If the Tendering Shareholder will lodge its shares through a different PSE authorized broker, other fees such as lodgment fee and trade transfer fee (as applicable) will be for the account of the Tendering Shareholder.

The selling broker's commission, including value-added tax, shall be payable by the Tendering Shareholder, subject to mutual agreement between the Tendering Shareholder and the broker.

Entitlement : Every Minority Shareholder as of any date during the Tender Offer Period (as defined below) is entitled to sell its/her/his Minority Shares to the Bidder in accordance with and subject to these Terms of the Tender Offer.

Tender Offer Period : The Tender Offer period will begin at 9:30 am on November 7, 2022 and end at 12 noon of December 5, 2022, unless extended by SMEII, with the approval of the SEC.

During the Tender Offer Period, any Tendering Shareholder of the Company may offer all or a portion of their common shares in the Company for acceptance by, and sale to, the Bidder.

Shareholders who previously tendered their shares are permitted to withdraw such tendered shares at any time while the Tender Offer Period remains open.

Closing Date (End of the Tender Offer Period) : The initial intended closing date at 12 noon on December 5, 2022 may be further extended by the Bidder, subject to the approval of the SEC.

Applications : For Certificated or Scrip Shareholders

Minority Shareholders who hold stock certificates ("**Scrip Shareholders**") who wish to tender and sell all or a portion of their Minority Shares to SMEII should complete the Application to Tender Shares Form (the "**Application**") in *triplicate* and submit the same within the Tender Offer Period to Philippine Equity Partners, Inc. (the "**Tender Offer Agent**"), together with the following documentary requirements:

Attachments to Scrip Applications

(a) Original stock certificates duly endorsed; to be verified by the Tender Offer Agent with Rizal Commercial Banking Corporation (the "**Stock Transfer Agent**"), the stock transfer agent of Eagle Cement, as valid and authentic certificates;

(b) For individuals:

(i) For shareholders acting through an attorney-in-fact, a duly notarized Irrevocable Power of Attorney (in substantially the form attached as **Annex B** to the Application, which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC).

For married individuals who are Philippine citizens, their respective spouses must sign the space provided in the Irrevocable Power of Attorney to indicate marital consent to the sale of his/her Minority Shares.

(ii) Photocopies of two (2) valid identification cards showing the Applicant's signature and photograph, *i.e.*, driver's license, tax identification card, Social Security System/Government Service Insurance System card, or passport.

(iii) Duly accomplished signature card containing the specimen signature of the Applicant and verified by the Applicant's broker or by an officer of the bank at which the Applicant maintains an account (the signature card must specify the name of the broker and the broker's signatory or the name of the bank and the bank's signatory, as the case may be), in the form substantially the same as **Annex G** of the Application, and which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC. A copy of at least one (1) valid identification card of the bank's signatory is also required.

(c) For Corporations:

(i) Notarized Board Resolution (in substantially the form of the Secretary's Certificate attached as **Annex C** to the Application, which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC) authorizing the sale of its Minority Shares, designating signatories for the purpose, and indicating the specimen signatures of those signatories.

- (ii) Copy of SEC Registration or equivalent constitutive document certified as true copy of the original by the Corporate Secretary or equivalent person having official custody of company records.
 - (iii) Copy of latest Articles Incorporation and By-Laws of the Application or equivalent constitutive document certified as true copy of the original by the Corporate Secretary or equivalent person having official custody of company records.
 - (iv) Duly accomplished signature card containing the specimen signature of the Applicant's designated authorized signatories and verified by the Applicant's broker or by an officer of the bank at which the Applicant maintains an account (the signature card must specify the name of the broker and the broker's signatory or the name of the bank and bank's signatory as the case may be), in the form substantially the same as **Annex G** of the Application, and which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC.
 - (v) Copy of latest General Information Sheet filed with SEC and certified as true copy of the original by the Corporate Secretary or equivalent person having official custody of company records.
- (d) For Partnership:
- (i) Copy of SEC Registration or equivalent constitutive document certified as true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records.
 - (ii) Copy of latest Articles of Partnership of the Applicant or equivalent constitutive document certified as true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records.
 - (iii) Notarized Partnership Resolution (in substantially the form of the Partner's Certificate attached as **Annex D** to the Application, which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC) authorizing the sale of its Minority Shares, designating signatories for the purpose, and indicating the specimen signature of the signatories.
 - (iv) Duly accomplished signature card containing the specimen signature of the Applicant's designated authorized signatories and verified by the Applicant's broker or by an officer of the bank at which the Applicant maintains an account (the signature card must specify the name of the broker and the broker's signatory or the name of the bank and the bank's signatory, as the case may be), in the form substantially the same as **Annex G** of the Application, and which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC.

Tendering Scrip Shareholders may submit their Applications to the Tender Offer Agent on or before December 5, 2022 at the following address:

Philippine Equity Partners, Inc.	
ADDRESS:	10/F Philippine Stock Exchange Tower 5 th Avenue corner 28 th St Bonifacio Global City Taguig 1634
TEL NO.:	(02) 8 640 6703; (02) 8 640 6707
CONTACT PERSON:	Wyndell A. Mendoza

Scrip Shareholders with lost stock certificates should submit the following to the Tender Offer Agent:

- (i) One (1) original of a duly notarized affidavit of loss;
- (ii) Copy of affidavit of loss as published in a newspaper of general circulation (in substantially the form of **Annex E** to the Application, which is **Exhibit D** to the SEC Form 19-1 filed by the Bidder with the SEC);
- (iii) Affidavit of publication (of affidavit of loss); and
- (iv) Bond in the amount equivalent to 100% of the current market value per share of the Minority Shares as of the date of execution of the affidavit of loss, multiplied by the number of Minority Shares covered by the lost stock certificate.

For Scripless Shareholders

Tendering Minority Shareholders whose Minority Shares are lodged with the Philippine Depository Trust Corporation (“**PDTC**”) (“**Scripless Shares**”) should instruct their brokers to electronically transfer their Minority Shares to the Transfer Offer Agent prior to 12 noon of December 5, 2022.

Brokers should submit to the Tender Offer Agent the Letter to Tender (in the form of **Annex 1** of the Instructions to Participating Brokers, which is **Exhibit E** to the SEC Form 19-1 filed by the Bidder with the SEC) not later than 12 noon on December 5, 2022 as well as the duly completed Application.

The terms of the Application (including the Representations and Warranties) shall form integral parts of these Terms of the Tender Offer, which in turn form integral parts of the Application.

- Conditions** :
- The Tender Offer Shares shall be deemed accepted by the Bidder on December 7, 2022 at 12 noon subject to the condition that the Tender Offer Agent has determined that the Tendering Shareholders shall have submitted all required documents, corporate, contractual, and regulatory approvals, consents, and authorizations, and shall have otherwise complied with all applicable requirements to enable the Tendering Shareholders to transfer the Tender Offer Shares to the Bidder before the expiration of the Tender Offer Period.

Acceptance by the Bidder of the Tender Offer Shares shall likewise be subject to the condition that the Bidder shall have obtained all corporate, contractual, and regulatory approvals, consents, and authorizations, and shall have otherwise complied with all the applicable requirements, for the purchase by the Bidder of the Tender Offer Shares.

Acceptance : **Acceptance of Applications is subject to the terms hereof.** The Bidder, through the Tender Offer Agent, at its sole and absolute discretion, shall have the right to reject or accept any Application if such Application is received after the end of the Tender Offer Period, or is not completed properly or lacks any of the required documents or if the signature affixed thereto cannot be authenticated by Rizal Commercial Banking Corporation, Eagle Cement's stock transfer agent.

Tendering Shareholders whose Applications have been rejected, in whole or in part, shall be notified of such fact by the Tender Offer Agent on or before the Settlement Date (as defined below).

Rejected Tender Offer Shares shall be returned in the same form it was received to the PDTC participant (if previously lodged with the PDTC participant) or to the Tendering Shareholder (if previously certificated) within three trading days from the end of the Tender Offer Period.

Any and all costs and expenses incurred in connection with the return of the rejected Tender Offer Shares shall be shouldered by the Tendering Shareholders.

Cross Date : The accepted Tender Offer shares are intended to be crossed at the PSE on December 14, 2022 (the "**Cross Date**"), subject to the approval of the PSE and subject to any further extension of the Tender Offer Period with the approval of the SEC.

Any change in the Cross Date shall be announced by the Bidder in the Philippine Star and the Malaya Business Insight.

Settlement Date : The Settlement Date shall also be on December 14, 2022, subject to any extension of the Tender Offer Period with the approval of the SEC (the "**Settlement Date**").

All accepted Applications shall be settled only in the Philippines.

Checks representing cash payment of accepted Tender Offer Shares shall be available for pick-up at the office of the Tender Offer Agent:

Philippine Equity Partners, Inc.	
ADDRESS:	10/F Philippine Stock Exchange Tower 5 th Avenue corner 28 th St Bonifacio Global City Taguig 1634
TEL NO.:	(02) 8 640 6703; (02) 8 640 6707
CONTACT PERSON:	Wyndell A. Mendoza

When collecting payment, the Tendering Shareholders shall present the "Applicant's Copy" of the Application as well as proper identification (e.g., driver's license, tax identification card, Social Security System/ Government Service Insurance System card, or passport). Duly authorized representatives shall be required to present an authorization letter from the Tendering Shareholders.

Thereafter, checks shall be mailed or delivered to the Tendering Shareholders, at their own risk, to their registered address indicated in the Application Form.

Tendering Shareholders that participate in the Tender Offer through their brokers should claim payment from such brokers.

Withdrawal

- : The Tender Offer Shares tendered may be withdrawn by a shareholder of record by submitting a written request of the withdrawal of the tendered Tender Offer Shares to Tender Offer Agent and surrendering the original Securities In-Receipt issued by Tender Offer Agent.

For a withdrawal of the tendered shares to be effective, the written request for the Tender Offer Shares must be received by the Tender Offer Agent before 12 noon of December 5, 2022 at the address set forth herein. The notice must specify the name of the Tendering Shareholder and the number of Tender Offer Shares to be withdrawn and the serial numbers of the stock certificates evidencing the Tender Offer Shares. No request for withdrawal of fractions of Tender Offer Shares will be considered. The Tender Offer Agent shall have the right in its sole discretion, to determine the form and validity of the notice of withdrawal, including the time of receipt hereof.

The Tender Offer Shares shall be returned in the same form it was received to the PDTC participant (if previously lodged with the PDTC participant) or to the Tendering Shareholder (if previously certificated), within three trading days from the end of the Tender Offer Period.

All costs and expenses incurred by the Tender Offer Agent in respect of the withdrawal of the Tender Offer Shares shall be for the account of the shareholder making the withdrawal.

Transfer Expenses

- : All expenses in relation to the sale of the Tender Offer Shares tendered by the Tendering Shareholders shall be for the account of the Tendering Shareholders.

The following customary selling charges payable by the Tendering Shareholders will be deducted by the Bidder from the Tender Offer Price payable to the Tendering Shareholder:

<u>Type of Fee</u>	<u>% of value of the transaction</u>
Stock Transaction Tax	0.600%
Securities Clearing Corporation of the Philippines	0.010%
Securities Investors Protection Fund	0.001%

SEC Fees	0.005%
PSE Transaction Fees	0.005%

The customary selling charges that will be deducted by the Bidder do not include any selling broker's commission payable by the Tendering Shareholder, which is subject to mutual agreement between the Tendering Shareholder and its/his/her broker.

SEC Form 19-1 and other Tender Offer Documents

: The terms set out in SEC Form 19-1 filed with the SEC and the PSE on November 7, 2022 shall form integral parts of these Terms of the Tender Offer.

Copies of the SEC Form 19-1 are attached to the Notice of Tender Offer distributed to the shareholders of Eagle Cement. Any shareholder who wishes to secure a copy of the said form may do so at the office of the Tender Offer Agent.

Inquiries

: For inquiries regarding the Tender Offer, please contact any of the following:

PHILIPPINE EQUITY PARTNERS, INC.

10/F Philippine Stock Exchange Tower, 5th Avenue corner 28th St.,
Bonifacio Global City, Taguig 1634
(02) 8 640 6703; (02) 8 640 6707

Attention: Wyndell A. Mendoza

For inquiries about the number of shares of a shareholder in Eagle Cement, please contact:

**RIZAL COMMERCIAL BANKING CORPORATION
STOCK TRANSFER OFFICE**

G/F Grepalife Building, 219 Sen. Gil Puyat Avenue, Makati City 1200
+632 88949000 local 3690 to 3694

Attention: Mr. Antonio B. Madrid, Jr.

**IRREVOCABLE POWER OF ATTORNEY FOR INDIVIDUAL SHAREHOLDERS
RELATING TO A PROPOSED OFFER TO BUY SHARES IN
EAGLE CEMENT CORPORATION**

I/We, _____, with address at _____, hereby irrevocably appoint/s _____ (the "**Broker**") acting through any of its directors or officers to be my/our attorney-in-fact to act in my/our name and on my/our behalf, to do all acts and things whatsoever requisite, necessary or convenient to be done, as it may in its absolute discretion determine, in connection with the sale or transfer of the [number of shares] common shares, held by me/us in Eagle Cement Corporation ("**Eagle Cement**") (the "**Shares**") in favor of San Miguel Equity Investments, Inc. ("**SMEI**") under the Terms of the Tender Offer (Exhibit C, Annex A to the SEC Form 19-1 filed by SMEI with the Securities and Exchange Commission ("**SEC**")), and in particular;

- (a) To represent and warrant, as I/we hereby represent and warrant, to SMEI that:
- (i) I am/We are the sole, absolute, legal, and beneficial owner of the Shares and has good, valid, and marketable title to the Shares, free from any liens, encumbrances, and restrictions of any kind and nature;
 - (ii) I/We can and have full authority to transfer good, valid, and clean title to the Shares, and am/are not aware of any objection, adverse claim, dispute, or notice concerning my/our right to tender and transfer the Shares;
 - (iii) SMEI will obtain full and valid title to the Shares, free and clear from any warrants, interests, options, liens, claims, objections, disputes, and encumbrances and will be able to freely and fully exercise all rights and privileges arising from ownership of Shares, including but not limited to the right to vote and to receive dividends;
 - (iv) The Shares are fully paid and non-assessable and there are no further amounts payable by me/us to Eagle Cement or to any other entity in respect of these securities; and
 - (v) The transfer of the Shares to SMEI shall not constitute a breach of any agreement or arrangement, law, order, or regulations or other issuances applicable to the Shares or me/us.
- (b) To sell the Shares to SMEI through the Philippine Stock Exchange ("**PSE**") for ₱22.02 per common share (inclusive of block sale fees and charges (such as any selling broker's commissions, payable by myself/us as applicable, and the taxes due thereon), which are for my/us account and shall be deducted from the purchase price payable to me/us), which shall be payable in accordance with the Terms of the Tender Offer;
- (c) To sign, execute, and complete in my behalf any agreement or documents, required in connection with or for the purpose of the sale or transfer of the Shares and to Eagle Cement ensure that any transfer or the same is effected in the stock and transfer book of Eagle Cement and in the system of the Philippine Depository and Trust Corporation;

- (d) To receive and accept any and all payments for the Shares in my behalf pursuant to the sale or transfer of Shares, and to deduct all expenses in relation to the sale or transfer of Shares, including but not limited to, stock transaction tax, any applicable Broker's selling commission, applicable PSE fees, SEC fees, or stock certificate cancellation costs; and
- (e) To do or cause to be done any and all such acts and things as shall be necessary or desirable to effect the sale or transfer of the Shares to SMEII, including the appointment of substitute/s and/or broker(s) who will effect the sale of the Shares through the PSE.

HEREBY CONFIRMING AND RATIFYING everything which the Broker or any of its duly authorized directors or officers or substitute/s shall do or purport to do under this Power of Attorney and hold the Broker, its directors, officers, agents, employees, representatives, or substitute/s, free from any liability and agree to indemnify the latter from any claims, damages, or liabilities which may result, directly or indirectly, from the performance of the transactions pursuant to the terms of this Power of Attorney.

This Power of Attorney is given in consideration of the Broker effecting the sale of the Shares as soon as possible and in any event not later than the Cross Date as defined in the Terms of the Tender Offer filed by SMEII with the SEC or any extended date approved by the SEC. If the sale is not made by such date, this Power of Attorney shall automatically lapse without need of any act on my/our part.

This Power of Attorney shall be governed by and construed in accordance with the laws of the Republic of the Philippines.

IN WITNESS WHEREOF, this Irrevocable Power of Attorney has been executed on this _____ day of _____ 2022.

(Signature over Printed Name of Stockholder)

With my marital consent:

(Signature over Printed Name of Stockholder's Spouse)

(Signature over Printed Name of
Stockholder)

(Signature over Printed Name of
Stockholder)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF) ss.

BEFORE ME, a Notary for and in the city named above this ____ day of _____ 2022
personally appeared

Name	Competent evidence of identity	Date/Place Issued

who has/have been identified by me through competent evidence of identity, to be the same person/s who executed and signed the foregoing Irrevocable Power of Attorney in my presence which consists of three (3) pages including the page where this acknowledgment is written, and who acknowledged to me that the same is his/her/their free and voluntary act and deed.

WITNESS MY HAND AND SEAL on the date and place first above written.

Doc. No.: ____;
Page No.: ____;
Book No.: ____;
Series of 2022.

FORM OF SECRETARY'S CERTIFICATE FOR CORPORATE SHAREHOLDERS

I, _____, of legal age, Filipino, and with office address at the _____, being the duly elected Corporate Secretary of [Name of Stockholder] (the "**Corporation**"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at _____, after having been duly sworn in accordance with law, do hereby certify that at the meeting of the Board or Directors of the Corporation duly called and held on _____, at which meeting a quorum was present and validly existing throughout, the following resolutions were approved:

"RESOLVED, That the Board of Directors of [Name of Stockholder] (the "**Corporation**"), authorize as it hereby authorizes the Corporation to sell or transfer its [number of shares] common shares in Eagle Cement Corporation ("**Eagle Cement**") in the name of the Corporation (the "**Shares**") in favor of San Miguel Equity Investments, Inc. ("**SMEI**") under the Terms of the Tender Offer (Exhibit C, Annex A to the SEC Form 19-1 filed by SMEI with the Securities and Exchange Commission ("**SEC**")) attached to the Notice of Tender Offer to stockholders of Eagle Cement;

RESOLVED, FURTHER, That the Corporation appoints, as it hereby irrevocably appoints, [Name of Broker] (the "**Broker**") or any of its duly authorized directors or officers, to be the Corporation's attorney-in-fact, to act in its name and on its behalf, and to do all acts and things whatsoever requisite, necessary, or convenient to be done, as it may in its absolute discretion determine, in connection with the sale of the Shares, and in particular the following:

- (a) to represent and warrant, as the Corporation hereby represents and warrants, to SMEI that:
 - (i) it is the sole, absolute, legal, and beneficial owner of the Shares and has good, valid, and marketable title to the Shares, free from any liens, encumbrances, and restrictions of any kind and nature;
 - (ii) it can and has full authority to transfer good, valid, and clean title to the Shares, and is not aware of any objection, adverse claim, dispute, or notice concerning its right to tender and transfer the Shares;
 - (iii) SMEI will obtain full and valid title to the Shares, free and clear from any warrants, interests, options, liens, claims, objections, disputes, and encumbrances and will be able to freely and fully exercise all rights and privileges arising from ownership of the Shares, including but not limited to the right to vote and to receive dividends;
 - (iv) the Shares are fully paid and non-assessable and there are no further amounts payable by it to Eagle Cement or to any other entity in respect of these securities; and
 - (v) the transfer of the Shares to SMEI shall not constitute a breach of its constitutive documents or of any agreement or arrangement, law, order, or

regulations or other Issuances applicable to the Shares or to it or its assets or properties.

- (b) to sell the Shares to SMEII through the Philippine Stock Exchange (“**PSE**”) for ₱22.02 per share (inclusive of block sale fees and other charges (such as any selling broker’s commissions, payable by the Corporation and its broker, as applicable, and taxes due thereon), which are for the account of the Corporation and shall be deducted from the purchase price payable to the Corporation), which shall be payable in accordance with the Terms of the Tender Offer;
- (c) to sign, execute, and complete on behalf of the Corporation any agreement or document required in connection with or for the purpose of the sale or transfer of the Shares and to ensure that any transfer of the same effected is in the stock and transfer book of SMEII and in the system of the Philippine Depository and Trust Corporation;
- (d) to receive and accept any and all payments for the Shares on behalf of the Corporation pursuant to the sale or transfer of Shares, and to deduct all expenses in relation to the sale or transfer of Shares, including but not limited to, stock transaction tax, any applicable Broker’s selling commission, applicable PSE fees, SEC fees, or stock certificate cancellation costs; and
- (e) to do or cause to be done any and all such acts and things as shall be necessary or desirable to effect the transfer of the Shares including the appointment of substitute/s and/or broker(s) who will effect the sale or transfer of the Shares through the PSE.

HEREBY CONFIRMING AND RATIFYING everything which the Broker or any of its duly authorized directors or officers or substitute/s shall do or purport to do under this Power of Attorney and hold the Broker, its directors, officers, agents, employees, representatives, or substitutes, free from any liability and agree to indemnify the latter from any claims, damages, or liabilities which may result, directly or indirectly, from the performance or the transactions pursuant to the terms of this Power of Attorney, which is given in consideration of the Broker effecting the sale of the Shares as soon as possible and in any event not later than the Cross Date as defined in the Terms of the Tender Offer or any extended date approved by the SEC; Provided that, if the sale is not made by such date, this Power of Attorney shall automatically lapse without need of any act on the part of the Corporation; Provided further that this Power of Attorney shall be governed by and construed in accordance with the laws of the Republic of the Philippines.

RESOLVED, FINALLY, That the Corporation authorize, as it hereby authorizes, the following persons to sign, endorse, and deliver any and all documents necessary to implement the foregoing resolutions, including the stock certificates covering the Shares:

Name	Specimen Signature
_____	_____
_____	_____
_____	_____

IN WITNESS WHEREOF, this Certificate has been signed on this ____ day of _____ 2022 at _____.

[Name of Corporate Secretary]

REPUBLIC OF THE PHILIPPINES)
CITY OF) ss.

BEFORE ME, a Notary for and in the city named above this ____ day of _____ 2022
personally appeared

Name	Competent evidence of identity	Date/Place Issued

who has been identified by me through competent evidence of identity, to be the same person/s
who executed and signed the foregoing Secretary's Certificate in my presence, and who took
an oath before me as to such instrument.

WITNESS MY HAND AND SEAL on the date and place first above written.

Doc. No.: ____;
Page No.: ____;
Book No.: ____;
Series of 2022.

***NOTE: The person/s who will endorse the stock certificate should be the person/s whose
specimen signature/s is/are on file with the stock transfer agent of Eagle Cement.***

FORM OF PARTNERSHIP RESOLUTION FOR PARTNERSHIP SHAREHOLDERS

I, _____, of legal age, Filipino, and with office address at the _____, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the Managing Partner/duly elected and incumbent partnership secretary of _____ (the "**Partnership**"), a partnership duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at _____.
2. The following resolutions were approved by the Partnership:

"RESOLVED, That the [Name of Shareholder] (the "**Partnership**"), authorize as it hereby authorizes the Partnership to sell or transfer its [number or shares] common shares in Eagle Cement Corporation ("**Eagle Cement**") in the name of the Partnership (the "**Shares**") in favor of San Miguel Equity Investments, Inc. ("**SMEI**") under the Terms of the Tender Offer (Exhibit C, Annex A to the SEC Form 19-1 filed by SMEI with the Securities and Exchange Commission ("**SEC**")) attached to the Notice of Tender Offer to stockholders of Eagle Cement;

RESOLVED, FURTHER, That the Partnership appoints, as it hereby irrevocably appoints, [Name of Broker] (the "**Broker**") or any of its duly authorized directors or officers, to be the Partnership's attorney-in-fact, to act in its name and on its behalf, and to do all acts and things whatsoever requisite, necessary, or convenient to be done, as it may in its absolute discretion determine, in connection with the sale of the Shares, and in particular the following:

- (a) to represent and warrant, as the Partnership hereby represents and warrants, to SMEI that:
 - (i) it is the sole, absolute, legal, and beneficial owner of the Shares and has good, valid, and marketable title to the Shares, free from any liens, encumbrances, and restrictions of any kind and nature;
 - (ii) it can and has full authority to transfer good, valid, and clean title to the Shares, and is not aware of any objection, adverse claim, dispute, or notice concerning its right to tender and transfer the Shares;
 - (iii) SMEI will obtain full and valid title to the Shares, free and clear from any warrants, interests, options, liens, claims, objections, disputes, and encumbrances and will be able to freely and fully exercise all rights and privileges arising from ownership of the Shares, including but not limited to the right to vote and to receive dividends;
 - (iv) the Shares are fully paid and non-assessable and there are no further amounts payable by it to Eagle Cement or to any other entity in respect of these securities; and
 - (v) the transfer of the Shares to SMEI shall not constitute a breach of its constitutive documents or of any agreement or arrangement, law, order, or

regulations or other Issuances applicable to the Shares or to it or its assets or properties.

- (b) to sell the Shares to FSCII through the Philippine Stock Exchange (“**PSE**”) for ₱22.02 per share (inclusive of block sales fees and other charges (such as any selling broker’s commissions, payable by the Partnership and its broker, as applicable, and taxes thereon), which are for the account of the Partnership and shall be deducted from the purchase price payable to the Partnership), which shall be payable in accordance with the Terms of the Tender Offer;
- (c) to sign, execute, and complete on behalf of the Partnership any agreement or document required in connection with or for the purpose of the sale or transfer of the Shares and to ensure that any transfer of the same effected is in the stock and transfer book of SMEII and in the system of the Philippine Depository and Trust Corporation;
- (d) to receive and accept any and all payments for the Shares on behalf of the Partnership pursuant to the sale or transfer of Shares, and to deduct all expenses in relation to the sale or transfer of Shares, including but not limited to, stock transaction tax, any applicable Broker’s selling commission, applicable PSE fees, SEC fees, or stock certificate cancellation costs; and
- (e) to do or cause to be done any and all such acts and things as shall be necessary or desirable to effect the transfer of the Shares including the appointment of substitute/s and/or broker(s) who will effect the sale or transfer of the Shares through the PSE.

HEREBY CONFIRMING AND RATIFYING everything which the Broker or any of its duly authorized directors or officers or substitute/s shall do or purport to do under this Power of Attorney and hold the Broker, its directors, officers, agents, employees, representatives, or substitutes, free from any liability and agree to indemnify the latter from any claims, damages, or liabilities which may result, directly or indirectly, from the performance or the transactions pursuant to the terms of this Power of Attorney, which is given in consideration of the Broker effecting the sale of the Shares as soon as possible and in any event not later than the Cross Date as defined in the Terms of the Tender Offer or any extended date approved by the SEC; Provided that, if the sale is not made by such date, this Power of Attorney shall automatically lapse without need of any act on the part of the Corporation; Provided further that this Power of Attorney shall be governed by and construed in accordance with the laws of the Republic of the Philippines.

RESOLVED, FINALLY, That the Partnership authorize, as it hereby authorizes, the following persons to sign, endorse, and deliver any and all documents necessary to implement the foregoing resolutions, including the stock certificates covering the Shares:

Name	Specimen Signature
_____	_____
_____	_____
_____	_____

IN WITNESS WHEREOF, this Certificate has been signed on this ____ day of _____ 2022 at _____.

[Name of Partner/Secretary]

REPUBLIC OF THE PHILIPPINES)
CITY OF) ss.

BEFORE ME, a Notary for and in the city named above this ____ day of _____ 2022
personally appeared

Name	Competent evidence of identity	Date/Place Issued

who has been identified by me through competent evidence of identity, to be the same person/s
who executed and signed the foregoing Partnership's Certificate in my presence, and who took
an oath before me as to such instrument.

WITNESS MY HAND AND SEAL on the date and place first above written.

Doc. No.: ____;
Page No.: ____;
Book No.: ____;
Series of 2022.

***NOTE: The person/s who will endorse the stock certificate should be the person/s whose
specimen signature/s is/are on file with the stock transfer agent of Eagle Cement.***

FORM OF AFFIDAVIT OF LOSS

REPUBLIC OF THE PHILIPPINES)
CITY OF) ss.

AFFIDAVIT OF LOSS

I, _____, of legal age, Filipino, married/single, a resident of _____,
do hereby depose and say that:

1. I am a stockholder of **EAGLE CEMENT CORPORATION** (the "**Company**"), owning _____
shares registered under the name _____, represented by the following
Certificates of Stock:

Certificate No.	Number of Shares

2. The above-mentioned certificates were discovered missing and have not been found or
located despite diligent search;
3. The above-mentioned certificates of stock have not been sold, pledged, mortgaged, or in
any way encumbered by me, and that they are free from any lines or encumbrances; and
4. This affidavit has been executed for the purpose of securing new certificate/s in replacement
of the certificate of stock mentioned above and to request the Company to take the
necessary steps to prevent the negotiations or transfer of said lost certificate/s.

IN WITNESS WHEREOF, this Certificate has been signed on this ____ day of _____ 2022 at
_____.

Affiant

SUBSCRIBED AND SWORN TO before me in _____, Philippines, this _____ 2022,
affiant having exhibited to me his/her _____ issued at _____ on _____.

Doc. No.: _____;
Page No.: _____;
Book No.: _____;
Series of 2022.

TRANSFER OF SHARES FROM DECEASED SHAREHOLDERS TO HIS/HER HEIR(S)

Documents to be submitted:

1. The original certificate(s) of the deceased shareholder's shares of stock;
2. Certified true copy of Certificate of Death;
3. Certification from the Commissioner of Internal Revenue attesting to the payment (or exemption from payment) of the estate tax, as required by the National Internal Revenue Code, as amended;
4. If the shareholder is a non-resident, Certification from the proper officer of the Philippine Embassy or Consulate that the estate taxes due to the Philippine Government under the Philippine National Internal Revenue Code, as amended, have been paid. If the estate is tax exempt, a Certification to this effect should be secured; and
5. A two (2)-year bond issued by a duly accredited bonding company in an amount equivalent to the total estimated market value of the shares left by the deceased and the expected dividends thereon for the two-year period. Otherwise, the new stock certificates in the name of the heirs shall be released after a period of two (2) years from the date of last publication of the extra-judicial partition, pursuant to Section 4, Rule 74 of the Philippine Rules of Court.

Additional Documents:

- A. If the estate of the deceased shareholder is settled judicially (through court proceedings), whether testate (with a will) or intestate (without a will), the heirs must submit to Rizal Commercial Banking Corporation the following:
 1. Letters of Administration / Testamentary, issued by the probate court;
 2. A certified true copy of the project of partition or holographic copy of the decedent's last will and testament, indicating the division and distribution of the estate; and
 3. Certified true copy of the court order approving the disposition of the shares and the partition or probating the decedent's will.
- B. If the estate is settled extra-judicially:
 1. The heir(s) will have to execute a **Deed of Extra-Judicial Settlement** (or an **Affidavit of Self-Adjudication**, if there is only one heir). The heir(s) must have the deed (or affidavit) registered with the Register of Deeds of the decedent's last known residence.
 2. The heir(s) must also have a notice of the estate's settlement published in a newspaper of general circulation once a week for three (3) consecutive weeks.
 3. An originally signed or certified true copy of the Deed of Extra-Judicial Settlement (or Affidavit of Self-Adjudication), duly annotated by the Register of Deeds.

4. Affidavit of publication by the publisher of the newspaper in which the Notice of Extra-Judicial Partition had been published.

NOTE: If the shareholder is a non-resident, all the documents to be submitted must be duly authenticated or apostilled by the proper officer of the Philippine Embassy or Consulate.

Annex G
(to Application to Tender Shares)

FORM OF SPECIMEN SIGNATURE CARD

Individuals

PRINT NAME <input type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Miss.		CITIZENSHIP	
COMPANY NAME AND ADDRESS		EMAIL ADDRESS	TELEPHONE NO/S
CIVIL STATUS <input type="checkbox"/> Single <input type="checkbox"/> Married	TIN	SSS / GSIS	BIRTHDAY
PLEASE SIGN THREE TIMES	<div>1. _____</div> <div>2. _____</div> <div>3. _____</div>		
<div style="text-align: center;">SIGNATURE VERIFIED BY</div> <div style="text-align: center; margin-top: 20px;">_____ Printed Name and Signature of Authorized Signatory of the Broker / Bank</div>			

Partnerships / Corporations

CORPORATE NAME		DATE OF REGISTRATION	
ADDRESS			
TELEPHONE NO/S		EMAIL ADDRESS	TIN
AUTHORIZED SIGNATORIES		SPECIMEN SIGNATURES	
NAME POSITION		1. _____ 2. _____ 3. _____	
NAME POSITION		1. _____ 2. _____ 3. _____	
NAME POSITION		1. _____ 2. _____ 3. _____	
SIGNATURE VERIFIED BY <div style="text-align: right;"> _____ Printed Name and Signature of Authorized Signatory of the Broker / Bank </div>			
Please attach the relevant document/s, such as partnership / board resolutions authorizing the above officers to sign and endorse share certificates.			

INSTRUCTIONS TO PARTICIPATING BROKERS
on the offer of SAN MIGUEL EQUITY INVESTMENTS, INC.
to purchase shares of EAGLE CEMENT CORPORATION

In connection with the tender offer by **San Miguel Equity Investments, Inc.** to purchase common shares in **Eagle Cement Corporation** (“Shares”), the following are the instructions for Participating Brokers whose clients are accepting the said offer:

1. The Terms of the Tender Offer (Annex A of Exhibit D to the SEC Form 19-1 filed by the Bidder with the Securities and Exchange Commission) form part of these instructions.
2. Participating Brokers are required to electronically transfer the Shares being tendered by their clients to Philippine Equity Partners, Inc. (the “**Tender Offer Agent**”), Philippine Depository and Trust Corporation (“**PDTC**”) Account No. B338. The Tender Offer Agent will act as custodian for such shares.
3. For each Participating Broker transacting a transfer of the Shares to the Tender Offer Agent, the PDTC’s charges for the share transfer and any subsequent withdrawal will be for the Participating Broker’s account.

Only those shares electronically transferred to the Tender Offer Agent as of 12 noon on December 5, 2022 are eligible for the Tender Offer.

For orderly transfer and accurate tracking, the Participating Broker should deliver in original, a letter to the Tender Offer Agent (in the form attached as Annex 1) citing the exact number of shares being transferred under the tender offer.

Please fax or email the letter to the Tender Offer Agent to the following:

Name:	Wyndell A. Mendoza
Fax Number:	8640 6768
Email Address:	operations@pep.com.ph ; wyndell.mendoza@pep.com.ph

The Tender Offer Agent will fax or email the Participating Broker a confirmation notice of receipt of the letter.

**LETTER TO TENDER OFFER AGENT
FROM PARTICIPATING BROKERS
DELIVERING THEIR SHARES OF THEIR CLIENT**

[Date]

[Tender Offer Agent]
[Address]

Attention: [Name]
 [Position]

Gentlemen:

[Name of Participating Broker] is delivering _____ (____) common shares of Eagle Cement Corporation ("**Eagle Cement**") from our clients who wish to participate in the Tender Offer made by San Miguel Equity Investments, Inc. ("**SMEI**") under the Terms of the Tender Offer (Annex A of Exhibit D to the SEC Form No. 19-1 dated November 7, 2022 filed by SMEI, which we have read and understood). Our clients commit to sell the shares and authorize Philippine Equity Partners, Inc. (the "**Tender Offer Agent**") to sell these shares to SMEI under the Terms of the Tender Offer. These shares will be held in custodianship by the Tender Offer Agent until such time that the transfer of these shares to SMEI has been effected by the Tender Offer Agent.

Thank you.

Very truly yours,

[Participating Broker's Name]

Signature over Printed Name of
Authorized Signatory/Signatories

PCD Account No.

Telephone Number:

Fax Number:

Tender Offer Agent hereby accepts _____ Shares from _____ and shall hold these shares in custody under the Terms of the Tender Offer.

Acceptance and Conformance:

Philippine Equity Partners, Inc.

Date:

**CERTIFICATION ON THE SUFFICIENCY OF THE BIDDER'S FINANCIAL RESOURCES
TO SATISFY FULL ACCEPTANCE OF THE TENDER OFFER SHARES**

November 4, 2022

SECURITIES AND EXCHANGE COMMISSION

7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City 1209

Gentlemen:

We write in reference to the SEC Form 19-1 filed by San Miguel Equity Investments Inc. (the "Bidder") for its tender offer for the common shares issued by Eagle Cement Corporation.

We hereby certify that the Bidder has sufficient resources to satisfy the full acceptance of the tender offer.

Very truly yours,



Michelangelo R. Aguilar
President & CEO

FAIRNESS OPINON OF FTI CONSULTING PHILIPPINES, INC.

03 November 2022



Acquisition by San Miguel Equity Investments, Inc. of Shares of Eagle Cement Corporation

Fairness Opinion Report

03 November 2022

San Miguel Equity Investments, Inc.

40 San Miguel Avenue
Mandaluyong City, Metro Manila

Far East Holdings, Inc.

153 Epifanio de los Santos Avenue
Mandaluyong City, Metro Manila

Attention: Boards of Directors of San Miguel Equity Investments, Inc. and Far East Holdings, Inc.

Re: Fairness Opinion in relation to the Acquisition by San Miguel Equity Investments, Inc. of Shares of Eagle Cement Corporation

Ladies and Gentlemen:

FTI Consulting Philippines, Inc. ("FTI Consulting") is pleased to submit this Fairness Opinion Report ("Report") covering the proposed acquisition by San Miguel Equity Investments, Inc. ("SMEI") of Eagle Cement Corporation ("ECC", the "Target" or the "Company") from its shareholders. ECC is an integrated cement producer and distributor listed in the Philippine Stock Exchange ("PSE"). The Company has four subsidiaries namely, Solid North Mineral Corporation ("SNMC"), Armstrong Fly Ash and Logistics Company, Inc. ("AFALCI"), KB Space Holdings, Inc. ("KBSHI"), and South Western Cement Corporation ("SWCC"). Both KBSHI and SWCC are currently not yet operating.

As of 30 June 2022, Far East Holdings, Inc. ("FEHI") owns 60.21 percent of the ECC's shares, followed by the Ang Family at 28.29 percent and the public at 11.50 percent. We understand that SMEI is planning to acquire the shares held by FEHI and the Ang family (the "Transaction"). Since the Transaction involves the acquisition of a majority stake in a public company, SMEI is required to conduct a mandatory tender offer for the shares held by the public pursuant to the Securities Regulation Code (SRC) and its Implementing Rules and Regulations (IRR). This Report is in support of the Transaction as part of the requirements under the SRC.

FTI Consulting conducted a valuation study of ECC in accordance with the International Valuation Standards ("IVS") to determine if the proposed purchase price for the shares of ECC is fair from a financial point of view.

The following standards were used:

- IVS 101 Scope of Work
- IVS 102 Investigations and Compliance
- IVS 103 Reporting
- IVS 104 Bases of Value
- IVS 105 Valuation Approaches and Methods
- IVS 200 Business and Business Interests

The Valuation Date is 30 June 2022, with the Philippine Peso ("PHP") as the Valuation Currency. Market Value (also referred to as "Fair Value") is the basis of value used in this engagement. Market Value according to IVS is defined as the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently, and without compulsion.

For the purpose of this valuation, FTI Consulting considered the following as “special assumptions”¹:

- ECC owns 78.95 percent of common shares in AFALCI. On August 30, 2022, ECC converted 750,000 AFALCI preferred shares into common shares. This increased ECC’s common shareholding from zero to 78.95 percent.
- KBSHI will be carved out from ECC prior to the execution of this transaction for a consideration amounting to PHP1,264.20 million.

FTI Consulting is an independent firm accredited by the Securities and Exchange Commission as a Professional Services Organization (PSO) in accordance with SEC Memorandum No. 2 Series of 2014 (Guideline on Asset Valuation).

Summary of Findings

FTI Consulting used the Sum-of-the-Parts (“SOTP”) Method under the Cost Approach to estimate the fair range of market values of equity for ECC. Under the SOTP method, each entity under ECC including its stand-alone operations was valued separately and then aggregated to arrive at the consolidated range of values for ECC. The operating entities were valued using the Discounted Cash Flows (“DCF”) method under the Income Approach, while the non-operating entity was valued using the Adjusted Book Value (“ABV”) method under the Cost Approach. The estimated equity valuation range for ECC as of the Valuation Date is presented in Exhibit 1.

Exhibit 1. Valuation Summary using the Sum-of-the-Parts Method

Entity	Valuation Method	Equity Value		Price per Share*	
Amounts in PHP Millions, except for per share values		Low	High	Low	High
Operating Entities					
Eagle Cement Corporation, stand-alone ^a	DCF	83,677.44	100,301.19	16.74	20.06
Solid North Mineral Corporation	DCF	6,282.52	6,611.71	1.26	1.32
Armstrong Fly-Ash and Logistics Company ^b	DCF	2,600.69	2,721.85	0.52	0.54
Non-operating Entity					
South Western Cement Corporation	ABV	420.96	446.27	0.08	0.09
TOTAL EQUITY VALUE OF ECC		92,981.60	110,081.02	18.60	22.02

*Computed based on 5,000,000,005 shares outstanding as of the Valuation Date

^a The valuation considered the expected proceeds from the sale of KBSHI

^b Value at ECC’s effective ownership of 78.95 percent

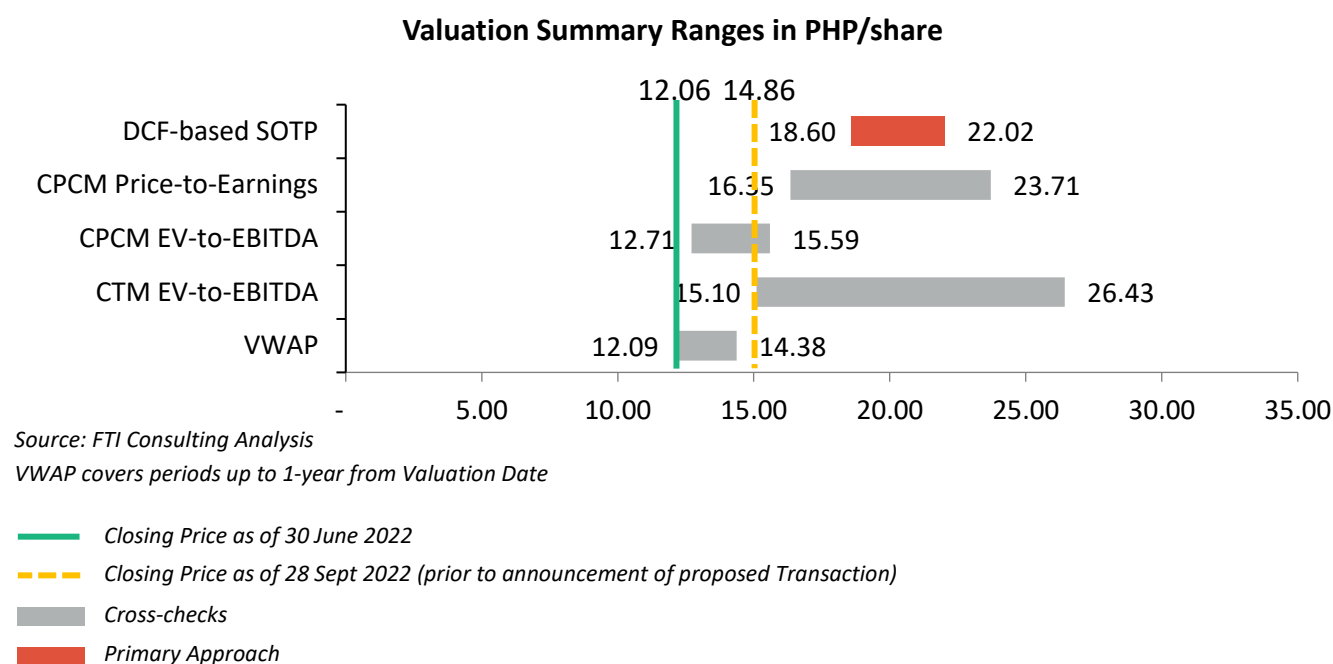
Source: FTI Consulting Analysis

¹ Section 200.4 of IVS 104 Bases of Value states that “special assumptions are often used to illustrate the effect of possible changes on the value of an asset. They are designated as ‘special’ so as to highlight to a valuation user that the valuation conclusion is contingent upon a change in current circumstances or that it reflects a view that would not be taken by participants generally on the valuation date.”

Valuation Cross-checks

We performed cross-checks of our SOTP-based valuation of ECC using different methodologies. These include the Comparable Public Companies Method (“CPCM”), Comparable Transactions Method (“CTM”), and Volume Weighted Average Price (“VWAP”) Method under the Market Approach. Exhibit 2 shows the resulting equity valuation ranges of our cross-checks.

Exhibit 2. Valuation Summary using Cross-Checks



Based on our analysis, our DCF-based SOTP valuation falls within the range of values from our cross-checks using the Market approach. Our DCF-based SOTP valuation also reflects a premium from 54 percent to 83 percent over the share price as of Valuation Date. We believe the premium is warranted given ECC’s expansion plans in the next ten years. Additionally, the share price as of Valuation Date may have been affected by the overall downward market sentiment at the time amid concerns of high inflation and higher interest rates.

The difference between our range of values and the share price as of the Valuation Date may also be attributable to the following factors: (1) better understanding of ECC’s business model, fully-integrated growth plans, and outlook based on discussions with and representations of management; (2) access to detailed information (schedules, documents, analyses) on ECC and its subsidiaries, including those that are not publicly available, as provided by management; and (3) in-depth fundamental analysis and valuation procedures in estimating ECC by applying different approaches and methodologies for each entity of ECC as considered appropriate depending on the specific circumstances of the entities.

Valuation Conclusion and Fairness Opinion

Exhibit 3 shows the comparison of the fair range of ECC's market values per share calculated by FTI Consulting and the proposed purchase price per share to be paid by SMEII.

Exhibit 3. Comparison of the Fair Range of ECC's Price per Share and the Proposed Purchase Price per Share by SMEII

In PHP per share	Fair Range of Market Values per Share		SMEII Proposed Purchase Price per Share
	Low Estimate	High Estimate	
Eagle Cement Corporation	18.60	22.02	22.02

Source: FTI Consulting Analysis

Given that SMEII's purchase price per share of ECC of PHP22.02 falls within our fair range of market values per share, FTI Consulting is of the opinion that the proposed purchase price is fair from a financial point of view.

Discussion on Methodologies Used

- FTI Consulting considered different valuation methodologies in arriving at the fair range of market values of Equity for ECC, and identified the SOTP method as the most appropriate method due to the following reasons:
 - The SOTP method allows for the valuation of each entity under ECC using a method that is most appropriate under the circumstances (operating entities were valued using the DCF method, while non-operating entities were valued using the ABV method).
 - This method provides the ability to evaluate the individual contributions of each entity under ECC (and its stand-alone operations) to its overall value.
- Under the SOTP method, the largest contributors of value were the operating entities that were valued using the DCF method. We believe that the DCF method is appropriate as it uses prospective financial information from the forecasts provided by management. This information may materially impact the operations of ECC, and such information cannot be applied in other valuation methodologies. As such, our fair range of market values for ECC is based solely on the results of SOTP method. Nonetheless, FTI Consulting considered the merits of using other methods and used them as support (cross-checks) for our primary methodology.
- Although we relied on representations of management with respect to their ability to achieve the results of the financial forecast, we made inquiries and tests of reasonableness to determine whether there is a reasonable basis to use such forecasts in our analysis. Based on discussions with management regarding their plans for the business, and after reviewing ECC's historical performance and financial forecasts and comparing them against historical industry growth and the industry's outlook, FTI Consulting believes there are reasonable grounds to use the financial forecasts for our valuation analysis. We discuss ECC's key forecast assumptions in the "Valuation Analysis" section of the accompanying valuation report.
- The cross-checks for our SOTP-based valuation of ECC include the VWAP Method, Comparable Public Companies Method (CPCM) and Comparable Transactions Method (CTM) under the Market Approach. We discuss these valuation methods in more detail in the "Valuation Approach" section of the accompanying valuation report.
 - The Comparable Public Companies Method was considered since there are comparable companies in the region, and their trading multiples can provide an indication of value for ECC. Specifically, the EV/EBITDA multiple was used as this multiple provides better comparison among companies that differ in size. We also used the P/E multiple given it's one of the most widely used metrics by investors in the market as a whole. We note that the multiples used are based on historical financials (trailing

twelve months data) as there is limited information on the forward multiples of the comparable companies. Historical multiples do not consider prospective information that could otherwise materially impact the prospects and valuation of the business.

- The Comparable Transactions Method was likewise considered as there are transactions for the past years within the region, and their transaction multiples can provide an indication of value for ECC. Specifically, the EV/EBITDA multiple was used as this multiple provides better comparison among companies that differ in capital structure. There were limited information available for the P/E multiple and thus was not considered. We note however that most of the comparable transactions occurred prior to the COVID-19 pandemic, which may have caused a change in investor sentiment towards similar transactions moving forward.
- FTI Consulting considered the VWAP method as ECC is a listed company. The VWAP method provides an indication of market sentiment towards the value of the business. Recent market developments and disclosures of ECC would have an impact on the stock price, but VWAP information beyond a certain period may no longer be as relevant. Thus, our analysis is limited to one year from Valuation Date. In addition, VWAP does not consider material prospective information that has not been disclosed to the public.
- Based on the discussions above, FTI Consulting acknowledges the limitations of using the cross-check methodologies. Therefore, the results of our cross-checks only provide support to our SOTP method and are presented for comparative purposes only.
- Other methodologies such as the Dividend Discount Model (“DDM”), or the use of ABV method to value ECC at a consolidated level, were disregarded.
 - DDM is relevant for mature companies which have a long history of issuing a stable level of dividends, based on a substantial portion of its earnings. Application of this method for ECC would not be appropriate at this time, given that the company is still on an expansion mode.
 - The ABV method would not be appropriate to value ECC as a whole. The use of ABV in valuing an entire business would typically be done for non-operating companies, businesses under liquidation, or businesses with reasonable doubt on its ability to remain as a going concern.

Statement of Limitations

- This Report opines solely on the fairness of the purchase price proposed by SMEII in exchange for shares in ECC. It does not opine as to the operational merits or strategic rationale of the Transaction.
- In the preparation of the valuation report, FTI Consulting relied on available information and records, including but not limited on the representation of ECC, management’s financial forecasts of the various ECC’s operating entities, audited financial statements for the three years ended 2019-2021, interim unaudited financial statements and trial balances as of 30 June 2022, reports of competent persons/entities and regulatory agencies, third-party information (PSE Edge, Cement Business Advisory, Bloomberg, S&P Capital IQ), and such other relevant supporting documents.
- We assume that the financial statements provided are true and accurate and best represent the financial performance and condition of ECC as of the date of the financial statements. Additionally, we assume that ECC did not intentionally withhold material information that would severely impact our analysis. Information obtained from reputable third-party or publicly available sources were assumed to be correct and accurate.
- While our work may include an analysis of financial and accounting data, our work does not constitute an audit conducted in accordance with generally accepted auditing standards, an examination of internal controls or other attestation or review services in accordance with standards established by the Auditing and Assurance Standards Council (“AASC”). Accordingly, we do not express an opinion or any other form of assurance on the financial statements of ECC and its subsidiaries or any financial or other information.
- With respect to prospective financial information relative to ECC and its subsidiaries referenced throughout the valuation report, we did not examine, compile, or apply agreed-upon procedures to such information in accordance with standards established by the AASC and we express no assurance of any

kind on such information. There will usually be differences between estimated and actual results because events and circumstances frequently do not occur as expected, and those differences may be material. We take no responsibility for the achievability of the expected results anticipated by the management of ECC.

- FTI Consulting did not verify or validate any information provided by management. The management of ECC is responsible for any and all financial information provided to us during the course of our work. For this purpose, ECC has issued a Certificate of Reliance in favor of FTI Consulting, a copy of which is included at the end of our valuation report.

Statement of Compliance

- The Report is reviewed and approved by the Senior Managing Directors of FTI Consulting. The Report is not approved by an internal committee.
- The Report does not express an opinion about the fairness of the compensation in the transaction to any of SMEII or FEHI or ECC's directors, officers, or employees relative to the compensation to SMEII or FEHI or ECC's shareholders.
- FTI Consulting did not act as a financial advisor to any party to the transaction and did not or will not receive a payment that is contingent on the successful completion of the transaction, for rendering the fairness opinion.
- There is no material relationship between FTI Consulting and any party to the Transaction during the prior two years, as it relates to this Transaction. FTI Consulting has not received or intends to receive compensation as a financial advisor.
- Information with respect to ECC and its subsidiaries' operations and account balances purported to be in effect and described in our valuation report was obtained primarily through analyses provided by and discussions with ECC management.
- FTI Consulting performed appropriate analysis to evaluate inputs and assumptions, and their appropriateness for the valuation purpose.
- Members of FTI Consulting, particularly those who are registered Certified Public Accountants and Chartered Financial Analysts, are compliant with the Code of Ethics of the Philippine Institute of Certified Public Accountants and the CFA Institute Code of Ethics.
- A brief description of FTI Consulting and the educational and professional qualification of its representatives who conducted the valuation are included at the end of our valuation report.

Should you require clarification on any of the matters contained in this Report or any further information, we would be pleased to meet and discuss.

Yours faithfully,

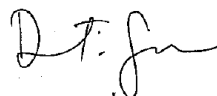
FTI CONSULTING PHILIPPINES, INC.

Unit 1404, The Victor Hotel
7258 J. Victor Street, Makati City
1200 Metro Manila, Philippines
SEC Accreditation No. 032
Validity Date: 29 October 2020 to 28 October 2025



John B. Balce

Senior Managing Director
Unit 1404, The Victor Hotel, 7258 J. Victor Street,
Makati City
PRC License No: 0113153
Validity Date: until 27 June 2025
APO Receipt Number: 574676
PTR Number: 8873904
TIN: 236-703-421



Dominador T. Gregorio III

Senior Managing Director
Unit 1404, The Victor Hotel, 7258 J. Victor Street,
Makati City
PRC License No: 0057726
Validity Date: until 18 May 2025
APO Receipt Number: 574676
PTR Number: 8880987
TIN: 177-088-250



Valuation Report

Acquisition by San Miguel Equity Investments, Inc. of Shares of Eagle Cement Corporation

STRICTLY PRIVATE & CONFIDENTIAL

San Miguel Equity Investments, Inc.

40 San Miguel Avenue

Mandaluyong City, Metro Manila

Far East Holdings, Inc.

153 Epifanio de los Santos Avenue

Mandaluyong City, Metro Manila

Attention: Boards of Directors of San Miguel Equity Investments, Inc. and Far East Holdings, Inc.

Re: Valuation Report on Eagle Cement Corporation

Ladies and Gentlemen:

FTI Consulting Philippines, Inc. ("FTI Consulting") is pleased to submit this Valuation Report ("Report") on Eagle Cement Corporation ("ECC", the "Target" or the "Company") as of 30 June 2022 (the "Valuation Date"). This is in relation to the proposed acquisition by San Miguel Equity Investments, Inc. ("SMEI") of ECC from its shareholders (the "Transaction"). ECC is an integrated cement producer and distributor listed in the Philippine Stock Exchange ("PSE"). The Company has four subsidiaries namely, Solid North Mineral Corporation ("SNMC"), Armstrong Fly Ash and Logistics Company, Inc. ("AFALCI"), KB Space Holdings, Inc. ("KBSHI"), and South Western Cement Corporation ("SWCC").

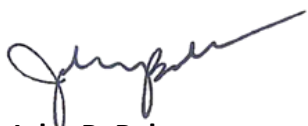
This Report has been prepared in accordance with our letter of engagement dated 5 September 2022, for the purpose indicated therein. This Report should not be relied upon for any other purpose.

Should you require clarification on any of the matters contained in this Report or any further information, we would be pleased to meet and discuss.

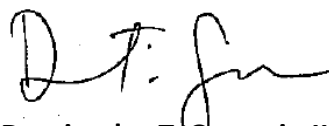
Yours faithfully,

FTI CONSULTING PHILIPPINES, INC.

Unit 1404, The Victor Hotel
7258 J. Victor Street, Makati City
1200 Metro Manila, Philippines
SEC Accreditation No. 032
Validity Date: 29 October 2020 to 28 October 2025

A handwritten signature in black ink, appearing to read "John B. Balce", written in a cursive style.

John B. Balce
Senior Managing Director
Unit 1404, The Victor Hotel, 7258 J. Victor Street, Makati City
PRC License No: 0113153
Validity Date: until 27 June 2025
APO Receipt Number: 574676
PTR Number: 8873904
TIN: 236-703-421

A handwritten signature in black ink, appearing to read "D. T. Gregorio III", written in a cursive style.

Dominador T. Gregorio III
Senior Managing Director
Unit 1404, The Victor Hotel, 7258 J. Victor Street, Makati City
PRC License No: 0057726
Validity Date: until 18 May 2025
APO Receipt Number: 574676
PTR Number: 8880987
TIN: 177-088-250

Table of Contents

Executive Summary	5
Market Overview	9
Valuation Approach	13
Valuation Analysis	19
Valuation Conclusion	33
Appendices	36
About FTI Consulting Philippines, Inc.	58
Our Team	63
Certificate of Reliance	66
Mandate Letter	69
Scope of Work	76
References	79



Executive Summary

Executive Summary

Transaction Overview

- **San Miguel Equity Investments, Inc. (“SMEI”)**, a wholly owned subsidiary of San Miguel Corporation (SMC), intends to acquire up to 100 percent ownership interest in **Eagle Cement Corporation (“ECC”, the “Target”, or the “Company”)**.
- ECC is a company listed in the Philippine Stock Exchange (“PSE”) and is primarily engaged in the business of manufacturing, marketing, sale, and distribution of cement. ECC has four subsidiaries namely, Solid North Mineral Corporation (“SNMC”), Armstrong Fly Ash and Logistics Company, Inc. (“AFALCI”), KB Space Holdings, Inc. (“KBSHI”), and South Western Cement Corporation (“SWCC”). Both KBSHI and SWCC are currently not yet operating.
- As of 30 June 2022, ECC is 60.21 percent owned by Far East Holdings, Inc. (“FEHI”), with the remaining shares owned by the Ang family (28.29 percent), and the public (11.50 percent).
- FTI Consulting Philippines, Inc. (“FTI Consulting”) conducted a valuation study of ECC in accordance with the International Valuation Standards (“IVS”). We considered different methodologies under the Income Approach, Market Approach, and Cost Approach to value ECC. Detailed discussion of the different valuation methodologies considered in this valuation exercise is presented in *Valuation Approach* section of this report.
- The Valuation Date is 30 June 2022, with the Philippine Peso (“PHP”) as the Valuation Currency. Market Value (also referred to as “Fair Value”) is the basis of value used in this engagement. Market Value according to IVS is defined as the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently, and without compulsion.
- For the purpose of this valuation, FTI Consulting considered the following as “special assumptions”¹:
 - ECC owns 78.95 percent of common shares in AFALCI. On August 30, 2022, ECC converted 750,000 AFALCI preferred shares into common shares. This increased ECC’s common shareholding from zero to 78.95 percent.
 - KBSHI will be carved out from ECC prior to the execution of this transaction for a consideration amounting to PHP1,264.20 million.
- The succeeding sections present the valuation summary for ECC.

¹ Section 200.4 of IVS 104 *Bases of Value* states that “special assumptions are often used to illustrate the effect of possible changes on the value of an asset. They are designated as ‘special’ so as to highlight to a valuation user that the valuation conclusion is contingent upon a change in current circumstances or that it reflects a view that would not be taken by participants generally on the valuation date.”

Executive Summary

Summary of Findings

FTI Consulting used the Sum-of-the-Parts (“SOTP”) Method under the Cost Approach to estimate the fair range of market values of equity for ECC. Under the SOTP method, each entity under ECC including its stand-alone operations was valued separately and then aggregated to arrive at the consolidated range of values for ECC. The operating entities were valued using the Discounted Cash Flows (“DCF”) method under the Income Approach, while the non-operating entity was valued using the Adjusted Book Value (“ABV”) method under the Cost Approach. The estimated equity valuation range for ECC as of the Valuation Date is presented below.

Valuation Summary using the Sum-of-the-Parts Method

Entity	Valuation Method	Equity Value		Price per Share*	
Amounts in PHP Millions, except for per share values		Low Estimate	High Estimate	Low Estimate	High Estimate
Operating Entities					
Eagle Cement Corporation, stand-alone ¹	DCF	83,677.44	100,301.19	16.74	20.06
Solid North Mineral Corporation	DCF	6,282.52	6,611.71	1.26	1.32
Armstrong Fly-Ash and Logistics Company ²	DCF	2,600.69	2,721.85	0.52	0.54
Non-operating Entity					
South Western Cement Corporation	ABV	420.96	446.27	0.08	0.09
TOTAL EQUITY VALUE OF ECC		92,981.60	110,081.02	18.60	22.02

*computed based on 5,000,000,005 shares outstanding as of the Valuation Date

¹ The valuation considered the expected proceeds from the sale of KBSHI

² Value at ECC’s effective ownership of 78.95 percent

Source: FTI Consulting Analysis

Valuation Cross-checks

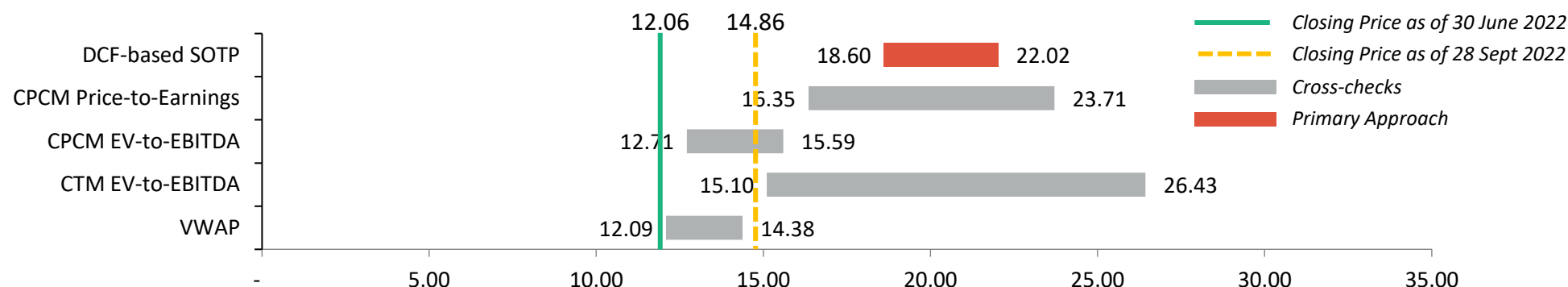
We performed cross-checks of our SOTP-based valuation of ECC using different methodologies. These include the Comparable Public Companies Method (“CPCM”), Comparable Transactions Method (“CTM”), and Volume Weighted Average Price (“VWAP”) Method under the Market Approach. Exhibit 2 shows the resulting equity valuation ranges of our cross-checks.

Executive Summary

Valuation Cross-checks (cont'd)

Valuation Summary using Cross-Checks

Valuation Summary Ranges in PHP/share



Source: FTI Consulting Analysis

VWAP covers periods up to 1-year from Valuation Date

Based on our analysis, our DCF-based SOTP valuation falls within the range of values from our cross-checks using the Market approach. Our DCF-based SOTP valuation also reflects a premium from 54 percent to 83 percent over the share price as of Valuation Date.

We believe the premium is warranted given ECC's expansion plans in the next ten years. Additionally, the share price as of Valuation Date may have been affected by the overall downward market sentiment at the time amid concerns of high inflation and higher interest rates. This may also be attributable to the following factors: (1) better understanding of ECC's business model, fully-integrated growth plans, and outlook based on discussions with and representations of management; (2) access to detailed information (schedules, documents, analyses) on ECC and its subsidiaries, including those that are not publicly available, as provided by management; and (3) in-depth fundamental analysis and valuation procedures in estimating ECC by applying different approaches and methodologies for each entity of ECC as considered appropriate depending on the specific circumstances of the entities.



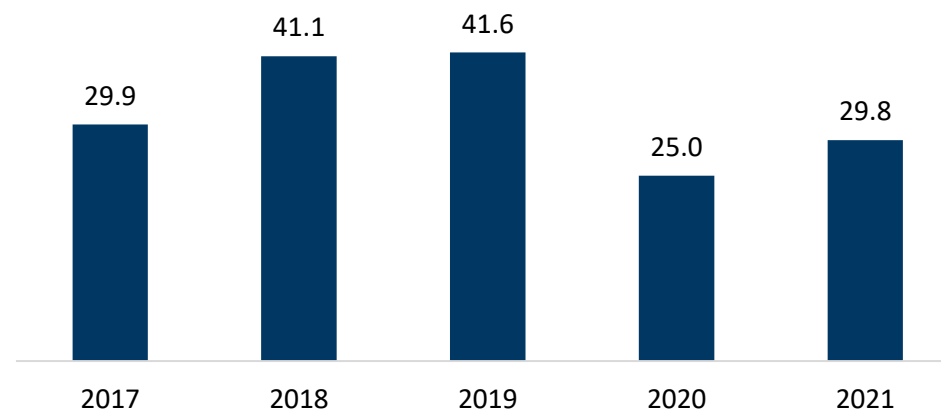
Market Overview

Market Overview

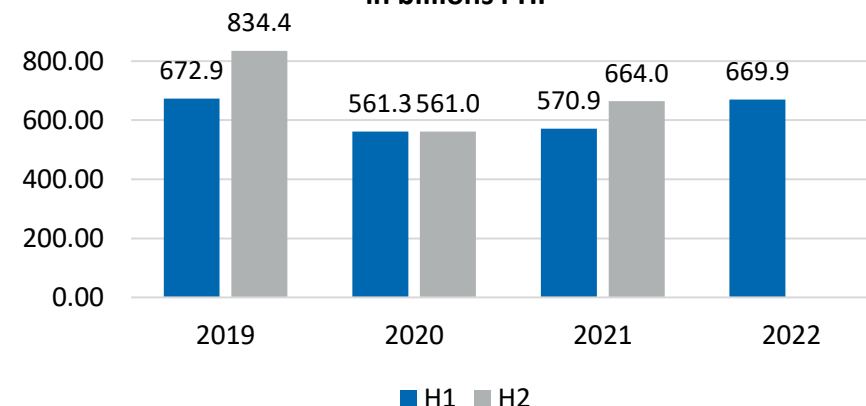
The Philippine Cement Manufacturing and Sales Industry

- As the Philippine economy continues to recover with easing restrictions that heightened economic activities, the Philippine Gross Domestic Product (“GDP”) registered a growth of 7.4 percent in the second quarter of 2022. The construction industry alone contributed 19.0 percent to the economy’s growth in Q2 2022, while also posting the fastest QoQ growth with 7.6 percent, among 16 industries.
- In 2021, the total number of construction projects from approved building permits reached 151,040 with total floor area of 29.9 million square meters (“sqm”), an annual increase of 19 percent. Gross value added (“GVA”) in construction, based on 2018 prices, amounted to PHP1.23 trillion. Furthermore, in the first quarter of 2022, the GVA in construction reached almost PHP670 billion, an increase of 17.4 percent compared to the first quarter of 2021.
- According to Cement Business Advisory (“CBA”), demand for cement declined by about 12 percent in 2020 due to the pandemic. In 2021, however, the cement industry showed strong recovery as demand for cement peaked at 34.5 million metric tons (“MMT”), an increase of 14 percent. From 2011 to 2021, cement demand has grown at a Compounded Annual Growth Rate (CAGR) of 8.5 percent.
- As of December 2021, the Philippine cement industry has an annual cement capacity of 43.0 MMT (5.6 percent CAGR between 2011 to 2021). However, according to CBA, domestic companies can produce only around 25.1 MMT without importing any clinker, thus resulting in a gap between domestic production and demand.

Total Area of Approved Building Permits (mn sqm)



**Gross Value Added in Construction
(at constant 2018 prices)
in billions PHP**



Market Overview

The Philippine Cement Manufacturing and Sales Industry

Imports and Coal Prices

- According to CBA's market study on the Philippine cement industry, the country's strong economic fundamentals over the past decade increased cement consumption. The industry, however, is limited by generally old and capacity-constrained assets that were unable to satisfy demand. Because of this, local producers and independent importers began to import both clinker and cement. These were sourced from ASEAN neighbors where there is significant overcapacity in cement production.
- Since 2016, cement and clinker imports have been increasing following the implementation of the "Build, Build, Build" infrastructure program of the Duterte administration. In 2021, cement imports peaked at 7.1 MMT. In the same year, the country was among the largest cement importers in the world. Furthermore, the share of cement imports in terms of volume amounted to 6.9 MMT in 2021.
- Coal is a significant input in the production of electricity that powers up cement plants. As of June 2022, the price of NewCastle thermal coal is at \$387/MT. This is a significant increase compared to 2020 when prices reached as low as \$50/MT. Coal prices have rapidly increased in recent months as global demand hit record highs. Total coal consumption in 2022 is expected to reach 8 billion tonnes, which matches the annual record set in 2013. Demand for coal rebounded amidst rising natural gas prices and disruption of global trade due to the Russian invasion of Ukraine. As such, institutions such as Fitch forecasts NewCastle coal prices to remain at a high level, possibly remaining above USD\$250/MT until at least 2024.

Anti-Dumping Duty

- Last December 2021, the Department of Trade and Industry ("DTI") imposed a provisional anti-dumping duty on specific Vietnamese exporters who were selling their cement products in the Philippines at a price lower than standard value. The amount imposed ranged from USD1.02 to USD12.79 per metric tonne or 2.7 percent to 31.9 percent of the export price.
- According to the cement manufacturers that filed the petition, the growth in exported Vietnamese cement to the Philippine market at dumped prices harms the local industry. Based on DTI's findings, the volume of dumped cement amounted to 4.3 MMT, equivalent to 55 percent of the total Philippine imports from July 2019 to December 2020.
- In 2021, a total of 6.5 MMT of cement was imported by the country from Vietnam, accounting for 91 percent of the 7.11 MMT of total cement imports during that year. Furthermore, the Cement Manufacturers Association of the Philippines ("CeMAP") recorded a growth in total imports by 14 percent YoY and an increase of 20 percent YoY on imports from Vietnam.

Market Overview

The Philippine Cement Manufacturing and Sales Industry

Safeguard Duty

- In 2019, DTI issued a Department Administrative Order (“DAO”) imposing definitive safeguard duty on cement imports for a period of three years after the Tariff Commission (“TC”) found a causal relationship between increased imports and impairment of the domestic industry. The safeguard measure is set to end in October this year.
- CeMAP filed for an extension of the safeguard measures to aid in the recovery of local cement makers. In February 2022, the TC started investigating the possible extension of the safeguard duty against the importation of ordinary Portland cement Type 1 and blended cement Type 1P.

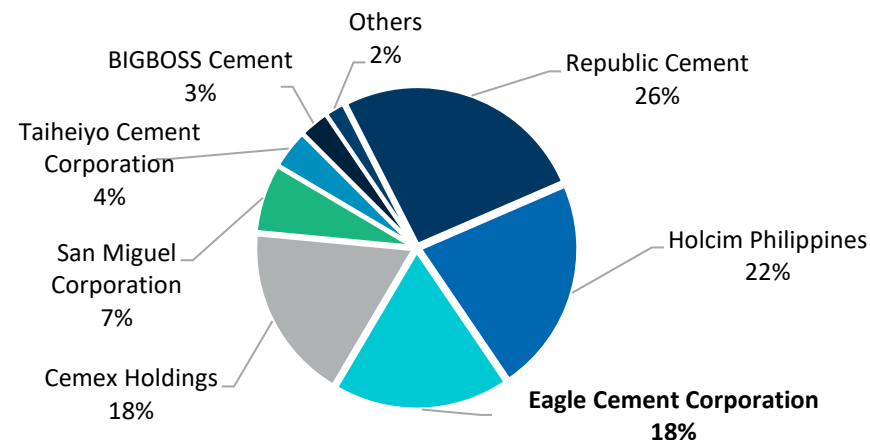
Market Outlook

- In the first months of 2021, infrastructure and capital expenditures for public construction increased by 38.1 percent. As the government prioritizes infrastructure development this year, this is expected to drive economic expansion further.
- Holcim Philippines, a leading cement manufacturer in the country, expects the industry to continue to recover this 2022, but at a softer pace as global economic challenges such as rising commodity and oil prices remain. Nonetheless, it expects that the government’s intention to continue the “Build, Build, Build” program will sustain the sector’s growth.
- Based on CBA’s report, macroeconomic projections show that growth will continue in 2022 with economic output exceeding the 2019 output level by the end of the year. Annual cement consumption is projected to grow between 3.3 and 6.0 percent CAGR for 2021 to 2026, while cement production could also grow at a CAGR ranging from 4.1 to 7.3 percent during the same period.

Competition

- The four largest players in the industry are Republic Cement and Building Materials, Inc. (“RCBM”), Holcim Philippines, Inc. (“HLCM”), ECC, and Cemex Holdings Philippines, Inc. (“CHP”). The four companies account for around 84 percent of the country’s cement production in 2021.
- CRH-Aboitiz, which owns the Republic Cement group of companies, has the largest capacity in cement, with 21.7 percent of the total, whereas HLCM has the largest capacity in clinker with 20.5 percent of the total capacity.
- In the Luzon region alone, RCBM is estimated to have the largest market share at around 35 percent, followed by ECC with 23 percent. Meanwhile, CHP is the largest supplier in Visayas through its subsidiary, APO Cement Corporation. Luzon is the country’s major cement consumer, followed by Mindanao and Visayas.

Philippine Cement Sales by Volume, Market Share (%) in 2021





Valuation Approach

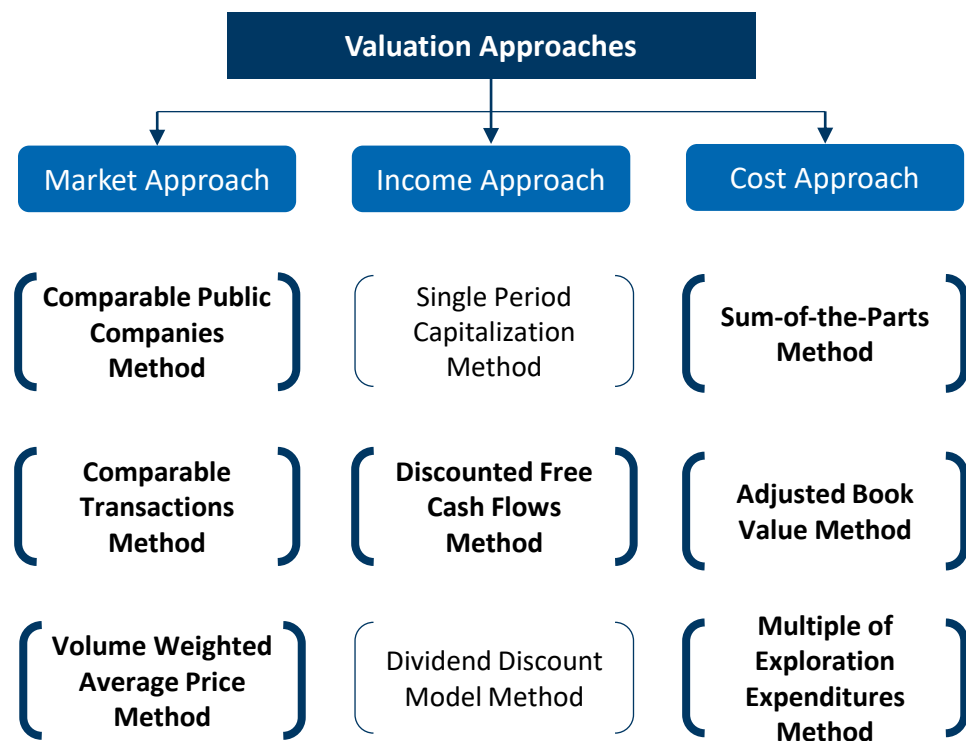
Valuation Approach

In order to arrive at our estimates of value, we have considered the three (3) generally accepted approaches to valuation described below.

Approaches to Valuation

According to the IVS, the three (3) main approaches used in valuation are referred to as: Market Approach, Income Approach, and Cost Approach.

Within each category, a variety of methodologies exists to assist in the estimation of value. The succeeding sections contain a brief overview of the theoretical basis of each approach, as well as a discussion of the specific methodologies relevant to the analyses performed.



Legend:

Method Valuation methods considered in our valuation exercise

Valuation Approach

Market Approach

The Market Approach references actual transactions in the equity of the company being valued or transactions in similar companies that are traded in the public markets. Third-party transactions in the equity of a company generally represent the best estimate of fair market value if they are done at arm's length.

This approach should be used as the primary basis for valuation under the following circumstances:

- The subject company has recently been sold in a transaction appropriate for consideration under the basis of value;
- The subject company or substantially similar companies are actively publicly traded; and/or
- There are frequent and/or recent observable transactions in substantially similar companies.

Under the Market Approach, the Comparable Public Companies Method, Comparable Transactions Method, and Volume Weighted Average Price Method were considered in the valuation analysis.

Comparable Public Companies Method

This method involves identifying and selecting publicly-traded companies with financial and operating characteristics similar to the subject company being valued.

Once comparable companies are identified, valuation multiples can be derived, adjusted for comparability, and then applied to the subject company's corresponding fundamental data to estimate the value of its equity.

Per IVS, this method should be used only when the subject company is sufficiently similar to the publicly traded comparable companies to allow for meaningful comparison.

Comparable Transactions Method

This method utilizes information on transactions involving companies that are the same or similar to the subject company to arrive at an indication of value. Under this method, a variety of different comparable evidence, also known as units of comparison, which form the basis of the comparison can be used (e.g., EBITDA multiples, earnings multiples, revenue multiples and book value multiples).

Once relevant comparable transactions are identified, valuation metrics derived from those transactions can be applied to the subject company's corresponding fundamental data to estimate the market value of its equity. For the list of comparable transactions considered in our valuation, please refer to Appendix D.

Valuation Approach

Volume Weighted Average Price (“VWAP”) Method

This method involves analysis of the value of the company’s shares based on its historical trading volume and price. VWAP is commonly used for subject companies that are actively traded. Given that prices may already reflect past and forward-looking available information of the subject company, this method may provide reliable basis of market value.

Income Approach

The Income Approach is based on the premise that the value of the subject company is the present value of the future earning capacity that is available for distribution to investors in the asset.

The Income Approach should be used as primary basis of valuation under the following circumstances:

- The income-producing ability of the asset is the critical element affecting value from a participant perspective; and/or
- Reasonable projections of the amount and timing of future income are available for the subject asset, but there are few, if any, comparable assets in the market.

Under the Income Approach, the Discounted Cash Flows Method (“DCF”) was considered in the valuation analysis.

Discounted Cash Flows Method

This method involves forecasting the asset's appropriate cash flow stream over an appropriate period and discounting the forecasted cash flows back to present value using an appropriate discount rate. This discount rate should consider the time value of money, inflation, and the risk inherent in the ownership of the asset being valued.

Free Cash Flows to the Firm

Free Cash Flows to Firm (“FCFF”) are determined and discounted using the weighted average cost of capital (“WACC”). Free Cash Flows to the Firm (“FCFF”) represents the cash flows available for distribution to the capital holders of the subject company after all operating expenses have been paid and all necessary investments in working capital and fixed assets have been made, as shown below:

$$FCFF = EBIT \times (1 - \text{Tax rate}) + \text{Noncash Charges} - FCInv - WCInv$$

where:

EBIT = Earnings before interest and taxes

Noncash Charges = Depreciation and amortization

FCInv = Fixed capital investments

WCInv = Working capital investments

WACC is computed by multiplying the weights of debt and equity in the company's financing by the after-tax costs of debt and equity, respectively.

Valuation Approach

The formula for the calculation of WACC is presented below:

$$WACC = W_d K_d (1 - \text{Tax Rate}) + W_e K_e$$

where: W_d = Weight of debt
 W_e = Weight of equity
 K_d = Pre-tax cost of debt
 K_e = Cost of equity

The pre-tax cost of debt is computed using the build-up approach by adding the risk-free rate and an assumed margin.

The cost of equity, on the other hand, is computed using the Capital Asset Pricing Model ("CAPM"). CAPM is calculated as follows:

$$K_e = R_f + \beta_L \times MRP$$

where: R_f = Risk-free rate
 β_L = Levered beta
 MRP = Market risk premium

Risk-free rate represents the return that would be earned from an investment in risk-free assets such as government bonds, while market risk premium refers to the difference between the expected market return and the risk-free rate.

Beta measures the sensitivity of a stock's returns to changes in the market and is a measure of systematic risk. Levered beta is the beta of a firm inclusive of the effects of capital structure and is calculated using the Hamada equation, as follows:

$$\beta_L = \beta_U \times [1 + (1 - T) (D/MC)]$$

where: β_L = Levered beta of ECC
 β_U = Unlevered beta of ECC
 T = Marginal tax rate of ECC
 D/MC = Debt-to-market capitalization ratio of comparable companies

The unlevered beta of ECC and the average debt-to-market capitalization ratio of comparable publicly traded companies were used to derive levered beta. To determine the unlevered beta of ECC, the following formula is used:

$$\beta_U = \beta \div [1 + (1 - T) (D/MC)]$$

where: β_U = Unlevered beta of ECC
 β = Raw beta of ECC
 T = Marginal tax rate of ECC
 D/MC = Existing debt-to-market capitalization ratio of ECC

The weights of debt and equity were based on the average debt-to-market capitalization ratio of comparable publicly traded companies.

Please refer to Appendix E for the discount rate inputs used to estimate cost of equity, cost of debt, and WACC and Appendix C for the respective debt-to-market capitalization ratios of each comparable company.

Comparable companies were selected based on their business operations and risks. The process of filtering out the comparable companies considered in our valuation analysis and their corresponding business descriptions are presented in Appendices B and C of this report.

Valuation Approach

Cost Approach

The Cost Approach is based on the economic principle that a buyer will pay no more for a company than the cost to obtain a company of equal utility, whether by purchase or by construction.

The cost approach is most commonly applied to investment or holding companies where the underlying assets and liabilities can be valued using different valuation methodologies such as the market or income approaches. This approach is generally not used for operating companies where value is mostly based on the ability of the company to generate earnings and cash flows.

Under the Cost Approach, the Sum-of-the-Parts (“SOTP”) Method, Adjusted Book Value (“ABV”) Method, and Multiple of Exploration Expenditures (“MEE”) Method were used in the analysis.

Sum-of-the-Parts Method

A valuation method that provides an indication of the value of an entire company or enterprise by the addition of the separate values of its component parts. Values of the component parts are estimated using different valuation methodologies as deemed appropriate.

Adjusted Book Value Method

This method measures the company’s value by subtracting the market or fair value of its liabilities, including off-balance sheet items like operating leases, from the market or fair value of its assets.

Multiple of Exploration Expenditures Method

This method is a commonly used valuation methodology for exploration assets that uses as basis, the historical cost of exploration, plus warranted future exploration expenditures already committed to the project. Historical exploration expenditures are adjusted to reflect current costs as of Valuation Date and are multiplied to a Prospectivity Enhancement Multiplier (“PEM”), which is determined based on the prospectivity of the area where the asset is located.

A table developed by WMC Resources Ltd. suggesting the PEM to be used for each stage of exploration is presented below.

Prospectivity Enhancement Multiplier Guidelines

PEM	Description
0.5	Previous exploration indicates that the area has limited potential for a major discovery.
1.0	Existing data is sufficient to warrant further exploration.
1.5	There is direct evidence of an interesting target. Further work is warranted to evaluate the target.
2.0	The leases contain a defined drill target with significant geochemical intersections.
2.5	Exploration is well advanced and limited in-fill drilling is likely to define a resource.
3.0	A substantial resource has already been found. Further exploration is likely to lead to an increase in the size and quality of the resource.

Source: WMC Resources Ltd.



Valuation Analysis

Valuation Analysis

Corporate Background | Eagle Cement Corporation

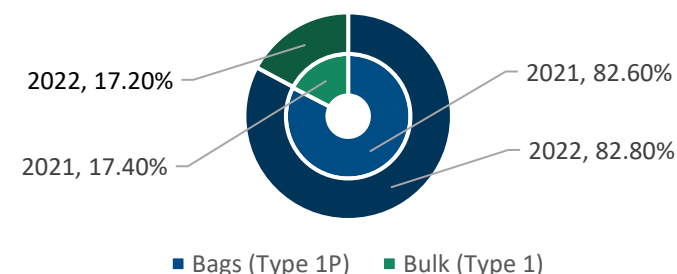
- **Eagle Cement Corporation (“ECC”)** was incorporated and registered with the Securities and Exchange Commission (“SEC”) on 21 June 1995. Its Parent Company is Far East Holdings, Inc. with a 60.21 percent ownership stake as of 30 June 2022. The remaining shares are owned by the Ang Family (28.29 percent) and the public (11.50 percent).
- ECC’s common shares were listed and traded on the Philippine Stock Exchange (“PSE”) on 29 May 2017 through an Initial Public Offering (“IPO”) priced at PHP15.00. Its main office is at 2/F SMITS Corporate Center, 155 EDSA, Barangay Wack-Wack, Mandaluyong City, Metro Manila.

Business Operations

- ECC is primarily engaged in the business of manufacturing, developing, processing, marketing, sale and distribution of cement, cement products, minerals and other by-products. It has two main products sold under the brands Eagle Cement Advance (Type 1P - bagged cement) and Eagle Cement Strongcem (Type 1 - bulk cement).
- ECC operates a cement manufacturing plant located in Bulacan and a grinding and packaging facility in Limay, Bataan. The cement plant consists of three integrated production lines. It is also strategically located near rich limestone and shale reserves covered by the exclusive mineral rights of the company. Altogether, ECC has a production capacity of 8.6 MMT or 215 million bags per annum as of 2021. ECC intends to increase its capacity by building two more production lines (4 and 5), with a total estimated budget of PHP20.9 billion and additional capacity of 102 million bags per annum.
- ECC currently distributes its products within Luzon, particularly within NCR and regions I to IV-A. It has distribution centers in Cavite, Batangas, Parañaque, and Pangasinan.

- ECC is currently the third largest cement player in the Philippines in terms of revenues. In 2021, ECC registered consolidated revenues of PHP21.40 billion, up by 54 percent from PHP13.91 billion it generated in 2020. This is mainly attributed to higher sales volume despite the historically low average selling price of cement. Below are the key financial highlights of ECC as of 31 December 2021 and 30 June 2022. Please refer to Appendix F for the historical stand-alone financial statements of ECC.

ECC’s Revenue Contribution by Product Type



**ECC’s Consolidated Key Financials
as of 31 Dec 2021 and 30 June 2022**

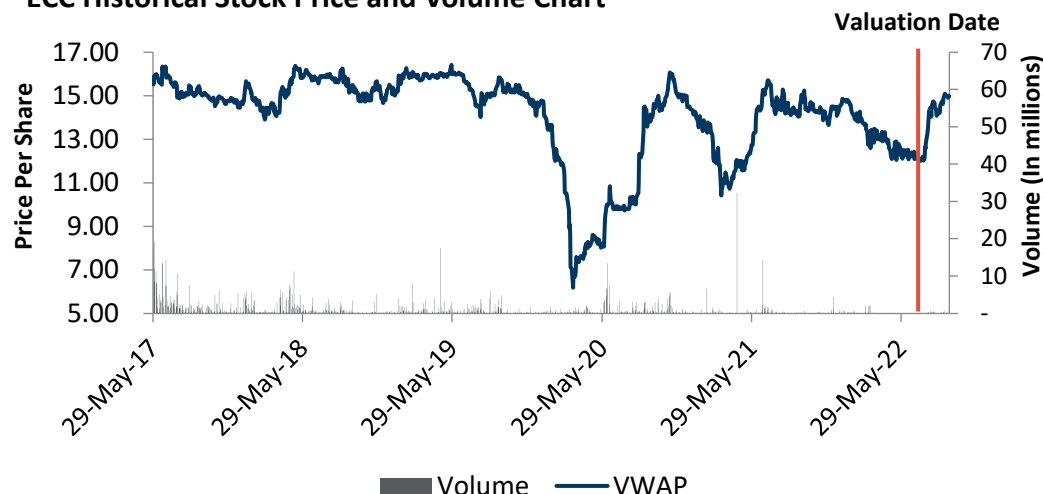
Financial Item (In PHP)	31 Dec 2021	30 June 2022
Total Assets	53,234,296,551	55,657,805,505
Total Liabilities	11,030,295,798	11,149,364,904
Shareholder’s Equity	42,204,000,753	44,508,440,601
Gross Revenues	21,396,891,131	13,679,571,008
Net Income	6,025,794,105	2,965,537,720
Earnings Per Share (“EPS”)	1.21	0.59

Revenues, Net Income and EPS for 2022 cover January to June

Valuation Analysis

Corporate Background | Subsidiaries

ECC Historical Stock Price and Volume Chart



VWAP Analysis

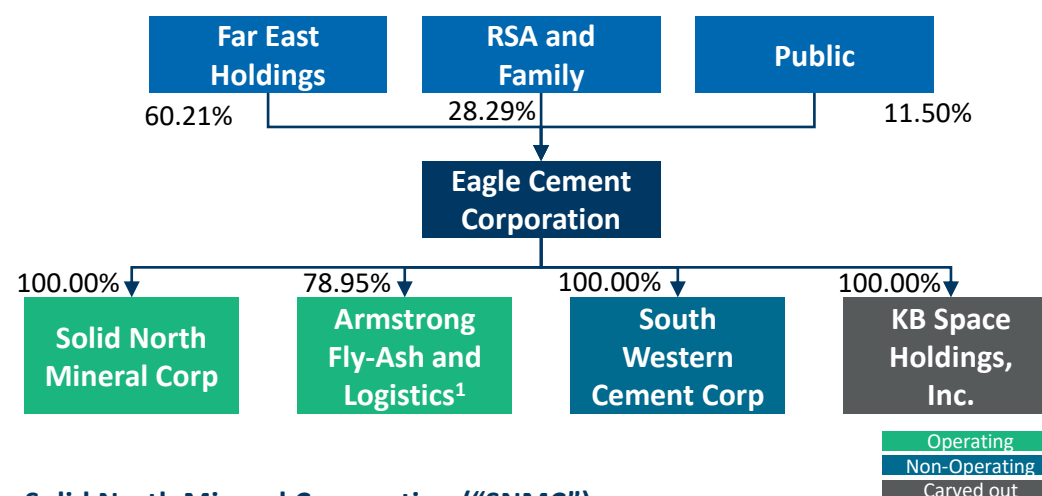
Period	Price per Share* (PHP)	Equity Value* (PHP mn)
VWAP as of 30 June 2022	12.09	60,432.50
1-month VWAP	12.24	61,197.57
3-month VWAP	12.47	62,356.56
6-month VWAP	13.65	68,248.10
1-year VWAP	14.38	71,878.28
Closing Price as of June 30, 2022	12.06	60,300.00
52-week Low	11.82	59,100.00
52-week High	15.40	77,700.00

*Rounded to two decimal places for presentation purposes

Sources: Bloomberg, FTI Consulting Analysis

ECC has two operating subsidiaries that supply the raw materials used by the Company to manufacture cement. It has two non-operating subsidiaries engaged in mineral exploration and development; and property leasing.

ECC's Shareholding Structure as of 30 June 2022



Solid North Mineral Corporation ("SNMC")

- SNMC was incorporated on 19 July 1995 to engage in mining activities and the processing of limestones. It was acquired by ECC on 4 November 2021.
- SNMC has a Mineral Production Sharing Agreements ("MPSAs") covering mining areas located in the Province of Bulacan (MPSA 161-2000-III). This MPSA has a total area of 780 hectares with total measured and indicated reserves of limestone, shale and pozzolan amounting to 957 million metric tons ("MT"). SNMC extracts and processes 1 million MT of these materials annually and sells it to ECC for its cement production.

¹As of 30 June 2022, ECC's ownership over AFALCI is in the form of 750,000 preferred shares. These were then converted to common shares on 30 August 2022, resulting in ECC owning 78.95 percent of AFALCI.

Valuation Analysis

Corporate Background | Subsidiaries

Armstrong Fly-ash and Logistics Company, Inc. (“AFALCI”)

- AFALCI was incorporated in the Philippines and registered with the SEC on 2 June 2015. It is primarily engaged in the business of manufacturing, selling and distribution of fly-ash, bottom ash and hi carbon. It started its commercial operations in February 2019. AFALCI sells its products to ECC for its cement production.

KB Space Holdings, Inc. (“KBSHI”)

- KBSHI was incorporated on 13 April 1994. Its aim is to engage in the purchase, acquisition, leasing, development, holding, owning, and usage of land and real estate.
- KBSHI was acquired by ECC on 13 August 2015 and owns two properties located along Epifanio de los Santos Avenue (“EDSA”) and Harvard Street, within Wack-Wack Subdivision in Mandaluyong City, with commercial and residential buildings currently under construction for eventual lease. It has not yet started commercial operations as of the Valuation Date.
- KBSHI will be carved out from ECC prior to the execution of this transaction for a consideration amounting to PHP1,264.20 million.

South Western Cement Corporation (“SWCC”)

- SWCC was incorporated on 26 December 1994. Its primary purpose is to engage in the manufacturing, marketing, sale and distribution of cement, cement products and by-products. As of Valuation Date, SWCC has not started its commercial operations.
- It holds two Mineral Production Sharing Agreements including mining areas in Malabuyoc, Cebu, granted by the Philippine Government through the Mines and Geosciences Bureau (“MGB”) that will both expire on 18 November 2030.

Valuation Analysis

Operating Entities | Eagle Cement Corporation (stand-alone)

OPERATING ENTITIES

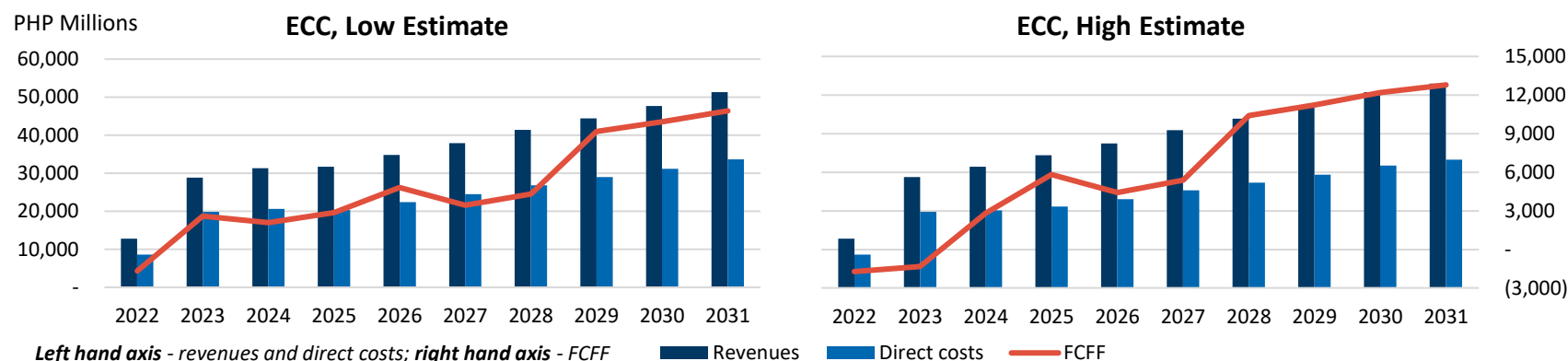
Eagle Cement Corporation

Solid North Mineral Corporation
Armstrong Fly-Ash and Logistics Company

NON-OPERATING ENTITY

South Western Cement Corporation

The market value of Eagle Cement Corporation's ("ECC") equity was estimated within the range of **PHP83,677.44 million** to **PHP100,301.19 million** using the Discounted Free Cash Flows to Firm ("FCFF") Method after adjusting for cash, debt, and non-operating assets and liabilities.



Key Forecast Assumptions

- Revenues are driven by management's assumptions on: (1) sales volume growth, which is in line with the average growth rate of the industry over the past ten years, and (2) average selling price, which after a moderate growth in 2022 due to rising input costs and high inflation, is assumed to grow steadily at 1.5 percent in 2023 and 1.0 percent thereafter.
- Operating expenses and cost of sales are generally based on the margins forecasted by management. On average, EBIT margins are expected to be 28 percent over the next ten years.
- CAPEX is based on management expectations of required expansions to fulfill sales volume requirements over the forecast period. For expansion CAPEX, budgets of PHP10.0 billion and PHP10.9 billion are allocated for Line 4 and 5 expansions.
- Discount rate used is the weighted average cost of capital ("WACC") of 10.6 percent. Please refer to Appendix E for the details.
- Terminal value is computed based on the terminal year's Net Operating Profit After Tax ("NOPAT"), taking into account necessary reinvestments, and a terminal growth rate of 4.0 percent¹.
- To arrive at the low and high estimates of value, we applied sensitivity analysis on key variables: (1) timing of line expansions and (2) ECC's coal and power input prices. See next slide for additional details.

¹ Long-term PH GDP Growth forecast was sourced from The Economist Intelligence Unit. 23

Valuation Analysis

Operating Entities | Eagle Cement Corporation (stand-alone)

OPERATING ENTITIES

Eagle Cement Corporation

Solid North Mineral Corporation
Armstrong Fly-Ash and Logistics Company

NON-OPERATING ENTITY

South Western Cement Corporation

Key Forecast Assumptions (cont'd)

- *Sensitivity on timing of line expansions:* The low case assumes that ECC's line 4 and 5 expansions will be delayed by one year, from management's base assumption of 2025 and 2028 (applied in high case). This causes average FCFF to be lower by PHP1.4 billion from 2023-2030 for the low case, as sales volume growth beyond 2026 will be attributable to new line expansions.
- *Sensitivity on coal and power input prices:* We sensitized management's forecasted coal prices based on updated forecast prices from Barchart. This input increases ECC's cost margins by about 3 percent throughout the forecast period.
- After computing the present value of FCFFs, we adjusted for cash, debt, non-operating assets ("NOA"), and non-operating liabilities ("NOL") to arrive at the equity value of ECC.
- Cash consists of cash, cash equivalents and marketable securities. This is adjusted for the expected proceeds from the sale of KBSHI, estimated at PHP1,264.20 million.
- Debt consists primarily of ECC's outstanding term loan facility as of Valuation Date.
- The NOA is mainly composed of financial assets at FVTPL and long-term placements, while the bulk of NOL is from net deferred tax liabilities, which were not considered in the financial forecast.

Valuation Summary – ECC (stand-alone)

In PHP Millions	Low Estimate	High Estimate
Value of Operating Assets	72,186.54	88,810.29
[+] Cash	11,503.61	11,503.61
[-] Debt	(4,692.69)	(4,692.69)
[+] Non-operating Assets (NOA)	6,243.35	6,243.35
[-] Non-operating Liabilities (NOL)	(1,563.38)	(1,563.38)
TOTAL EQUITY VALUE (100%)	83,677.44	100,301.19

Sources: ECC Stand-alone Unaudited FS as of 30 June 2022, FTI Consulting Analysis

Valuation Analysis

Operating Entities | Solid North Mineral Corporation

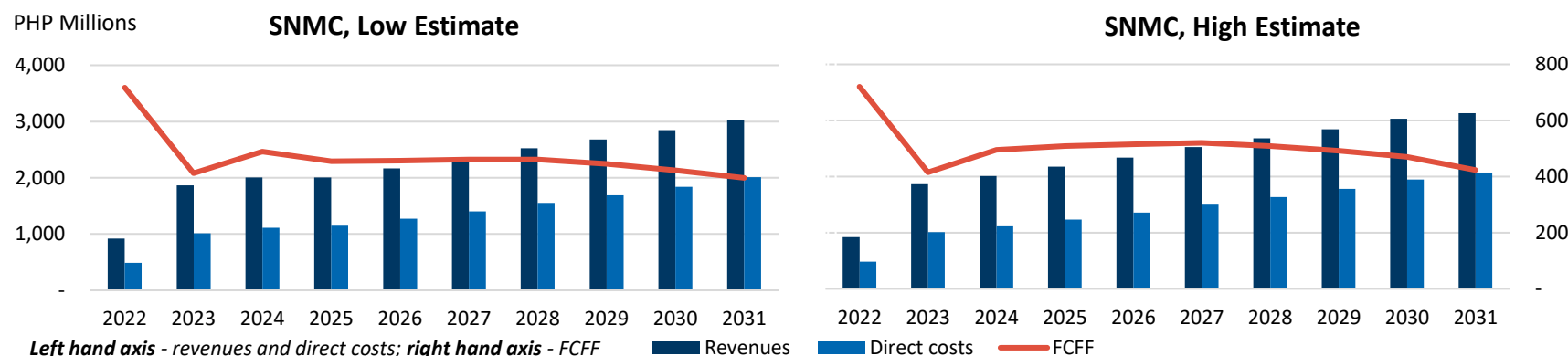
OPERATING ENTITIES

Eagle Cement Corporation
Solid North Mineral Corporation
 Armstrong Fly-Ash and Logistics Company

NON-OPERATING ENTITY

South Western Cement Corporation

The market value of Solid North Mineral Corporation's ("SNMC") equity was estimated within the range of **PHP6,282.52 million to PHP6,611.71 million** using the Discounted FCFF Method, after adjusting for cash, and non-operating assets and liabilities.



Key Forecast Assumptions

- Revenues are driven by the raw material volume requirement of ECC. Hence, assumptions and sensitivities on ECC's projected sales volume growth also directly affect SNMC's sales volume forecast and is used as the basis for our low and high estimates of value.
- Average variable costs of raw materials are based on historical prices and are grown with inflation. Other cost of sales items and operating expenses (except for depreciation expense) generally increase with inflation.
- SNMC outsources majority of its capital assets. As such, CAPEX estimates are nil during the forecast period.
- Discount rate used is the 10.6 percent WACC (please see Appendix E for details). Terminal value is computed based on the terminal year's NOPAT, taking into account necessary reinvestments, and a terminal growth rate of 4.0 percent.

Valuation Summary – SNMC

In PHP Millions	Low Est.	High Est.
Value of Op. Assets	5,184.05	5,513.24
[+] Cash	1,442.05	1,442.05
[+] NOA*	43.09	43.09
[-] NOL**	(386.68)	(386.68)
TOTAL EQUITY VALUE (100%)	6,282.52	6,611.71

*NOA is comprised mainly by other noncurrent assets

**NOL is comprised mainly by deferred tax liabilities

Sources: SNMC Separate Financial Statements, FTI Consulting Analysis

Valuation Analysis

Operating Entities | Armstrong Fly-Ash and Logistics Company

OPERATING ENTITIES

Eagle Cement Corporation
Solid North Mineral Corporation
Armstrong Fly-Ash and Logistics Company

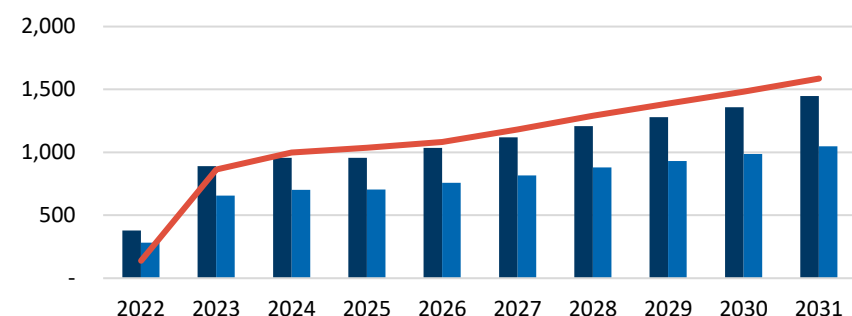
NON-OPERATING ENTITY

South Western Cement Corporation

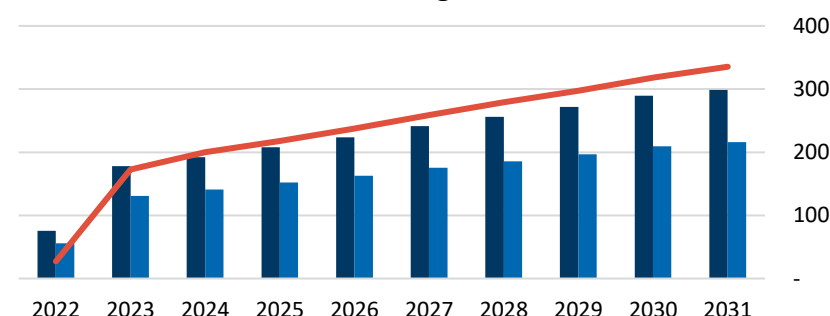
The market value of Armstrong Fly-Ash and Logistics Company's ("AFALCI") equity at ECC's effective ownership was estimated within the range of **PHP2,600.69 million** to **PHP2,721.85 million** using the Discounted FCFF Method, after adjusting for cash, and non-operating assets and liabilities.

PHP Millions

AFALCI, Low Estimate



AFALCI, High Estimate



Left hand axis - revenues and direct costs; right hand axis - FCFF

Revenues Direct costs FCFF

Key Forecast Assumptions

- Revenues are driven by the raw material volume requirement of ECC. Hence, assumptions and sensitivities on ECC's projected sales volume growth also directly affect AFALCI's sales volume forecast and is used as the basis for our low and high estimates of value.
- Cost of sales and operating expenses (except for depreciation expense) generally increase with inflation. CAPEX is based on management's estimates.
- Discount rate used is the 10.6 percent WACC (please see appendix E for details). Terminal value is computed based on the terminal year's NOPAT, taking into account necessary reinvestments, and a terminal growth rate of 4.0 percent.
- On 30 August 2022, ECC converted 750,000 AFALCI preferred shares into common shares. This increased ECC's common shareholding from zero to 78.95 percent.

Valuation Summary – AFALCI

In PHP Millions	Low Est.	High Est.
Value of Op. Assets	3,269.05	3,422.52
[+] Cash	23.72	23.72
[+] NOA*	1.36	1.36
[-] NOL**	(0.03)	(0.03)
TOTAL EQUITY VALUE (100%)	3,294.09	3,447.56
TOTAL EQUITY VALUE (78.95%)	2,600.69	2,721.85

*NOA is comprised by other noncurrent assets

**NOL is comprised by retirement benefits liability

Sources: AFALCI Separate Financial Statements, FTI Consulting Analysis

Valuation Analysis

Non-Operating Entity | South Western Cement Corporation

OPERATING ENTITIES

Eagle Cement Corporation
Solid North Mineral Corporation
Armstrong Fly-Ash and Logistics Company

NON-OPERATING ENTITY

South Western Cement Corporation

The market value of South Western Cement Corporation's ("SWCC") equity was estimated within the range of **PHP420.96 million** to **PHP446.27 million** using the ABV Method. SWCC's MPSAs were adjusted to market values using the Multiple of Exploration Expenditures ("MEE") Method, resulting to a range of values of PHP186.57 million to PHP211.88 million.

Valuation of SWCC using the ABV Method

- SWCC was valued using the ABV Method. The value of SWCC's MPSAs was added to the value of other assets and liabilities of SWCC to arrive at the equity value.
- Bulk of SWCC's assets is property, plant, and equipment, which comprise of the following:
 - Land, buildings, and other land improvements located in Malayaboc, Cebu appraised at PHP62.08 million¹
 - Land located in Ginatilan, Cebu appraised at PHP276.33 million¹
 - Construction in progress amounting to PHP41.92 million
- Other non-current assets include deposits for future land development and advances to contractors while other non-current liabilities include deferred tax liabilities and deposits for future stock subscription.

Valuation Summary – SWCC

Amounts in PHP millions as of 30 June 2022	Low Estimate	High Estimate
ASSETS		
Cash and cash equivalents	3.02	3.02
Trade and other receivables	3.41	3.41
Other current assets	10.52	10.52
Property, plant and equipment	380.33	380.33
Deferred exploration and development costs*	186.57	211.88
Other non-current assets	235.93	235.93
Total Assets	819.77	845.09
LIABILITIES		
Trade and other payables	27.53	27.53
Other non-current liabilities	371.28	371.28
Total Liabilities	398.82	398.82
TOTAL EQUITY VALUE (100%)	420.96	446.27

* This item pertains to the SWCC MPSAs valued using the MEE Method. Please refer to the next slide for the discussion.

Sources: SWCC Separate Financial Statements, FTI Consulting Analysis

¹ Based on the appraisal report done by Cuervo Appraisers, Inc. as of 10 March 2021

Valuation Analysis

Non-Operating Entity | South Western Cement Corporation

OPERATING ENTITIES

Eagle Cement Corporation
Solid North Mineral Corporation
Armstrong Fly-Ash and Logistics Company

NON-OPERATING ENTITY

South Western Cement Corporation

Valuation of SWCC MPSAs using the MEE Method

- SWCC's MPSAs were valued within the range of **PHP186.57 million** to **PHP211.88 million** using the MEE Method. The table below presents the calculation details.

Valuation Summary – SWCC MPSAs

Amounts in PHP millions, except PEM	Low Est.	High Est.
Total Historical Costs, adjusted for inflation	50.63	50.63
[x] Prospectivity Enhancement Multiplier	2.50	3.00
Total SWCC MPSAs Value, before future costs	126.57	151.88
[+] Total Committed Future Costs	60.00	60.00
TOTAL SWCC MPSAs VALUE (100%)	186.57	211.88

Source: Management, FTI Consulting Analysis

Historical Costs

- Total historical costs before inflation adjustment amounted to PHP45.02 million as provided by management.
- Major costs include expenditures related to the comprehensive land use plan, core drilling projects in Malabuyong and Malabuyoc, geotechnical investigations, and securing the Application for Mineral Production Sharing Agreement ("APSA") permits.

- Historical costs were adjusted to prevailing market levels as of Valuation Date using inflation rates published by the Philippine Statistics Authority.

Prospectivity Enhancement Multiplier ("PEM")

- With reference to the PEM guidelines presented under the *Valuation Approach* section and based on discussions with management, company disclosures, and third-party assessment of the prospects, we applied a PEM of 2.50x and 3.00x to the inflation-adjusted historical costs.

Committed Future Costs

- Committed future costs consist of geotechnical drilling, additional confirmatory drilling, and conversion to operations totaling to PHP60 million as provided by management.

Valuation Analysis

Cross Check: Volume Weighted Average Price Method

- Given that the shares of ECC are listed at the local stock exchange, we also valued the company using the Volume Weighted Average Price ("VWAP") Method and its market capitalization as of Valuation Date.

- The VWAP method is computed using the following formula:

$$VWAP = \frac{\sum (Stock Price \times Volume Traded)}{\sum Volume Traded}$$

- Stock prices were extracted from Bloomberg and were weighted by their corresponding trading volume.
- Presented in the table to the right are the 1-day, 1-month, 3-month, 6-month, and 1-year VWAP's of ECC as of the Valuation Date. These were considered since VWAPs closer to the Valuation Date would reflect the prevailing market sentiment on both past and forward-looking information of the company.
- Using the VWAP method, the equity value of ECC as of the Valuation Date was estimated within the range of **PHP60,432.50 million** (VWAP as of 30 June 2022) and **PHP71,878.28 million** (1-year VWAP), or **PHP12.09** and **PHP14.38** on a per share basis.

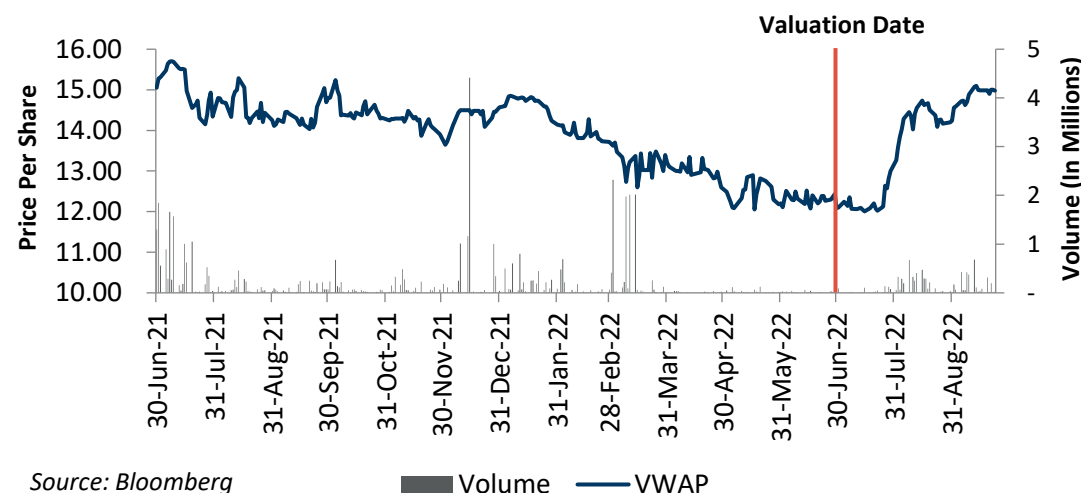
VWAP Computation as of 30 June 2022

Period	Price per Share ¹ (PHP)	Equity Value ¹ (PHP mn)
VWAP as of 30 June 2022	12.09	60,432.50
1-month VWAP	12.24	61,197.57
3-month VWAP	12.47	62,356.56
6-month VWAP	13.65	68,248.10
1-year VWAP	14.38	71,878.28
Closing Price as of June 30, 2022	12.06	60,300.00

¹Rounded to two decimal places for presentation purposes

Sources: Bloomberg, FTI Consulting Analysis

Stock Price and Volume Chart



Source: Bloomberg

Volume VWAP

Valuation Analysis

Cross Check: Comparable Public Companies Method

- The Comparable Public Companies Method was also used to estimate the equity value of ECC. This method involves the identification of publicly traded companies within Southeast Asia region that are reasonably comparable to ECC, and an analysis of the valuation indications that the multiples of comparable companies imply when applied to ECC.
- Based on our search and filter process, we gathered eight comparable companies that are similar to ECC in terms of business operations (i.e., with 85 percent or more of the revenue mix into cement sales).
- We examined the enterprise value (“EV”) and price multiples of the selected comparable companies extracted from Bloomberg as of the Valuation Date. We considered the EV-to-EBITDA multiple as this multiple provides better comparison among companies that differ in size. We also used the Price-to-Earnings (“P/E”) multiple given it’s one of the most widely used metrics by investors in the market.
- To arrive at the range of values, we removed outliers and took the first and third quartiles of the comparable companies’ multiples. The calculated quartiles were then multiplied to the relevant last twelve months (“LTM”) financial metrics of ECC as of the Valuation Date and adjusted for non-operating assets and liabilities to arrive at the range of equity values as of the Valuation Date. For EV multiples, net debt was further deducted.
- Please see Appendix C for details of the selected comparable companies.

EV and Price Multiples of Comparable Public Companies

Comparable Companies	P/E	EV-to-EBITDA
HLCM PM EQUITY	20.96x	8.00x
SMGR IJ EQUITY	20.56x	7.28x
INTP IJ EQUITY	23.07x	11.04x
SMCB IJ EQUITY	18.97x	8.04x
HT1 VN EQUITY	30.67x	7.32x
BTS VN EQUITY	14.54x	5.68x
LBM VN EQUITY	9.90x	5.04x
DCON TB EQUITY	14.51x	13.42x
First Quartile	14.53x	6.88x
Third Quartile	21.49x	8.79x

From our initial list, CHP PM Equity, HOM VN Equity, and QNC VN Equity were removed as outliers

Source: Bloomberg

Financial Metrics, Net Debt and NOAL of ECC at Consolidated Level as of the Valuation Date

ECC Financials	Value (PHP mn)
Earnings	5,295.19
EBITDA	7,535.92
Net Debt	6,980.68
Non-operating Assets and Liabilities	4,774.36

Sources: ECC Financials, FTI Consulting Analysis

Valuation Analysis

Cross Check: Comparable Public Companies Method

- Using the Comparable Public Companies Method, the equity value of ECC as of the Valuation Date was estimated within the range of **PHP63,565.91 million** and **PHP118,542.48 million**, or **PHP12.71** and **PHP23.71** on a per share basis.

Implied Equity Values of ECC using Comparable Public Companies Method

Multiple	Implied Equity Value (PHP mn)	Value per Share ¹ (PHP/share)
Price-to-Earnings		
Low	81,734.68	16.35
High	118,542.48	23.71
Enterprise Value-to-EBITDA		
Low	63,565.91	12.71
High	77,972.12	15.59

¹Rounded to two decimal places for presentation purposes

Source: FTI Consulting Analysis

Valuation Analysis

Cross Check: Comparable Transactions Method

- In addition to the Comparable Public Companies Method, similar transactions and their implied multiples were also used to estimate the equity value of ECC. This method involves the identification of transactions in Asia-Pacific region within the past six years from the Valuation Date of target companies that are comparable to ECC.
- We examined the transactions' implied EV-to-EBITDA multiples sourced from S&P Capital IQ as of the transaction date of the selected comparable transactions.
- Similar to Comparable Companies Method, we took the first and third quartiles of the comparable transactions' multiples. These were then multiplied to the LTM EBITDA of ECC as of the Valuation Date and adjusted for net debt and non-operating assets and liabilities ("NOAL") to arrive at the range of equity values.
- Using the Comparable Transactions Method, the equity value of ECC as of the Valuation Date was estimated within the range of **PHP75,500.47 million** and **PHP132,163.07 million**, or **PHP15.10** and **PHP26.43** on a per share basis.
- Please see Appendix D for details of the selected comparable transactions.

Financial Metric, Net Debt and NOAL Values of ECC at Consolidated Level as of the Valuation Date

ECC Financials	Value (PHP mn)
EBITDA	7,535.92
Net Debt	6,980.68
NOAL	4,774.36

Sources: ECC Financials, FTI Consulting Analysis

EV-to-EBITDA Multiples of Comparable Transactions

Comparable Transactions ¹	EV-to-EBITDA ²
CEMEX Holdings Philippines, Inc. ³	4.80x
Shree Digvijay Cement Company Ltd.	7.60x
Tangshan Jidong Cement Co., Ltd.	9.32x
Dalmia Bharat Limited	11.97x
China Shanshui Cement Group Limited	12.88x
PT Solusi Bangun Indonesia Tbk	19.08x
Holcim Philippines, Inc. ⁴	20.80x
First Quartile	8.46x
Third Quartile	15.98x

¹ Enumerated companies are the target companies. Refer to Appendix D for the details of the transactions.

² Based on implied multiples as of the transaction date

³ Stock rights offering; derived based on the deal terms and relevant financials as of the transaction date

⁴ Transaction did not proceed

Sources: S&P Capital IQ, FTI Consulting Analysis

Implied Equity Values of ECC using Comparable Transactions Method

Multiple	Implied Equity Value (PHP mn)	Value per Share ¹ (PHP/share)
Enterprise Value-to-EBITDA		
Low	75,500.47	15.10
High	132,163.07	26.43

¹ Rounded to two decimal places for presentation purposes

Source: FTI Consulting Analysis



Valuation Conclusion

Valuation Conclusion

Based upon discussions with and representations of management, research conducted, and valuation analyses performed, the consolidated equity value of ECC as of the Valuation Date using the Sum-of-the-Parts method is reasonably estimated to be within the range of **PHP92,981.60 million** to **PHP110,081.02 million** or **PHP18.60** to **PHP22.02** on a per share basis.

Valuation Summary using the Sum-of-the Parts Method

Entity	Valuation Method	Equity Value		Price per Share*	
Amounts in PHP Millions, except for per share values		Low Estimate	High Estimate	Low Estimate	High Estimate
Operating Entities					
Eagle Cement Corporation, stand-alone ¹	DCF	83,677.44	100,301.19	16.74	20.06
Solid North Mineral Corporation	DCF	6,282.52	6,611.71	1.26	1.32
Armstrong Fly-Ash and Logistics Company ²	DCF	2,600.69	2,721.85	0.52	0.54
Non-operating Entity					
South Western Cement Corporation	ABV	420.96	446.27	0.08	0.09
TOTAL EQUITY VALUE OF ECC		92,981.60	110,081.02	18.60	22.02

*computed based on 5,000,000,005 shares outstanding as of the Valuation Date

¹ The valuation considered the expected proceeds from the sale of KBSHI

² Value at ECC's effective ownership of 78.95 percent

Source: FTI Consulting Analysis

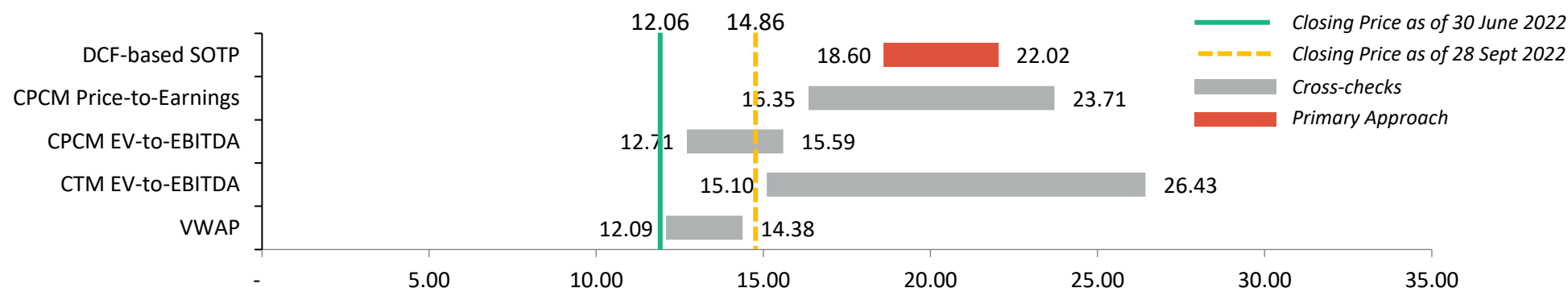
Valuation Cross-checks

We performed cross-checks of our SOTP-based valuation of ECC using different methodologies. This include the Comparable Public Companies Method, Comparable Transactions Method, and VWAP Method under the Market Approach. The succeeding slide shows the resulting equity valuation ranges of our cross-checks.

Valuation Conclusion

Valuation Cross-checks (cont'd)

Valuation Summary Ranges in PHP/share



Source: FTI Consulting Analysis

VWAP covers periods up to 1-year from Valuation Date

Based on our analysis, our DCF-based SOTP valuation falls within the range of values from our cross-checks using the Market approach. Our DCF-based SOTP valuation also reflects a premium from 54 percent to 83 percent over the share price as of Valuation Date.

We believe the premium is warranted given ECC's expansion plans in the next ten years. Additionally, the share price as of Valuation Date may have been affected by the overall downward market sentiment at the time amid concerns of high inflation and higher interest rates. This may also be attributable to the following factors: (1) better understanding of ECC's business model, fully-integrated growth plans, and outlook based on discussions with and representations of management; (2) access to detailed information (schedules, documents, analyses) on ECC and its subsidiaries, including those that are not publicly available, as provided by management; and (3) in-depth fundamental analysis and valuation procedures in estimating ECC by applying different approaches and methodologies for each entity of ECC as considered appropriate depending on the specific circumstances of the entities.



Appendices

Appendix A

Glossary of Terms

Term	Definition
ABV Method	Adjusted Book Value Method
Beta	Measures the sensitivity of a stock's returns to changes in the market and is a measure of systematic risk
Book Value	Value of an asset or liability according to its balance sheet account balance
BVAL	Bloomberg Valuation
CAGR	Compounded annual growth rate
CAPM	Capital Asset Pricing Model; Estimates the expected return on an investment given its systematic risk
Comparable companies	Publicly traded companies that are of similar characteristics (such as size, business of operations, or risks) and industry to the enterprise being valued
Comparable transactions	Transactions involving target companies that are of similar characteristics (such as size, business of operations, or risks) and industry to the enterprise being valued
Comparable Public Companies Method	Valuation method that involves identification of publicly listed companies that are reasonably comparable to the subject company, and analysis of the valuation indications that the multiples of comparable companies imply when applied to the subject company
Comparable Transactions Method	Involves identifying and selecting disclosed transactions involving target companies with financial and characteristics similar to the enterprise being valued
Cost Approach	A valuation approach based on the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction
Cost of debt	The effective interest rate used by a company to pay its debts
Cost of equity	The return that stockholders require for a company; also called as required rate of return on equity
Discount rate	A rate of return used to convert a future monetary sum or cash flow into present value
Discounted Cash Flows Analysis	Involves forecasting the appropriate cash flow stream over an appropriate period and then discounting it back to a present value at an appropriate discount rate
D/MC	Debt-to-market capitalization
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization
EBIT	Earnings Before Tax
Enterprise Value (EV)	Economic measure reflecting the market value of a whole business; includes the company's market capitalization, total debt and cash to value the company
EPS	Earnings per Share

Appendix A

Glossary of Terms

Term	Definition
EV-to-EBITDA	Enterprise Value divided by EBITDA
Equity value	Value of the company to its shareholders
FCFF	Free Cash Flows to the Firm; Represents the cash flows available for distribution to the capital holders of the asset after all operating expenses have been paid and all necessary investments in working capital and fixed assets have been made
FVTPL	Fair Value Through Profit or Loss
GDP	Gross Domestic Product; The total market value of the goods and services produced by a country's economy during a specified period of time
GICS	Global Industry Classification Standard
Income Approach	Based on the premise that the value of a security or asset is the present value of the future earning capacity that is available for distribution to investors in the security or asset
IVS	International Valuation Standards
LTM	Last twelve months
Market Approach	A valuation approach which provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available
Market capitalization	Measure of the value of a company's value obtained by multiplying the number of shares outstanding by the company's share price
Market risk premium	The difference between the expected return of the market and the risk-free rate of return
Market Value	The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.
MEE Method	Multiple of Exploration Expenditures Method; a commonly used valuation methodology for exploration assets
Mn	Million
MMT	Million metric tonne
MPSA	Mineral Production Sharing Agreement: a mineral agreement wherein the government shares in the production of the contractor, as owners of the minerals. In return, the contractor shall provide necessary financing, technology, management and personnel for the mining project.

Appendix A

Glossary of Terms

Term	Definition
Multiples	Ratios that use the share price or enterprise value of a company in conjunction with some specific per-share financial metric in order to evaluate an enterprise's financial situation
NOA	Non-operating Assets
NOAL	Non-operating Assets and Liabilities
NOL	Non-operating Liabilities
NOPAT	Net Operating Profit After Tax
PHP	Philippine Peso
P/E	The price of a share of stock divided by its earnings per share
QoQ	Quarter on quarter
Raw beta	Historical beta that represents the relationship of a security's return and return of an index
Risk premium	Excess return above the risk-free rate of risky assets
Risk-free rate	The rate of return with zero risk; represents the interest an investor would expect from an absolutely risk-free investment over a specified period of time
SOTP	Sum-of-the-Parts; a valuation method that provides an indication of the value of an entire asset by the addition of the separate values of its component parts
Valuation	The process of establishing the value of an asset or liability
Valuation approach	One of three principal ways of estimating value; each valuation approach includes different methods that may be used to apply the principles of the approach to specific asset types or situations
Valuation Date	The date on which the estimation of value applies
VWAP	Volume Weighted Average Price
VWAP Method	Valuation method that involves analysis of the value of the subject company's shares based on its historical trading volume and price
WACC	Weighted Average Cost of Capital; a calculation of a firm's cost of capital in which each source of capital is proportionately weighted
YoY	Year on year

Appendix B

Selection of Comparable Companies

Using Bloomberg, we obtained the population of public companies which are possibly comparable to the subject company. We selected comparable public companies in the 'Construction Materials' industries which operate in Southeast Asia and are primarily engaged in selling and manufacturing cement. The table below presents the selection process of comparable public companies used in the analysis.

Selection Process of Comparable Companies	Number of Comparables Filtered out	Number of Comparables Remaining
GICS Industry Classification: Construction Materials		502
Geographic Location: Within Southeast Asia	407	95
Business Line: Manufacturing and Selling of Cement (majority)	84	11
Number of Comparable Companies Used to derive D/MC in WACC		11
Exclude: Outlier Multiples	3	8
Final Number of Comparable Companies Considered for the Comparable Public Companies Method		8

Sources: Bloomberg, FTI Consulting Analysis

Appendix C

Comparable Companies

Presented below are the selected comparable companies for the valuation of the subject company.

Comparable Companies	Country	Business Description	D/MC Ratio
HOLCIM PHILIPPINES INC	Philippines	Holcim Philippines Incorporated manufactures and distributes portland cement and pozzolan cement. The Company was incorporated in 1964.	0.04
CEMEX HOLDINGS PHILIPPINES	Philippines	Cemex Holdings Philippines, Inc. is a cement producer. The Company produces and markets cement and cement products, such as ready-mix concrete and clinker. Cemex Holdings Philippines sells its products throughout the Philippines.	1.50
SEMEN INDONESIA PERSERO TBK	Indonesia	PT Semen Indonesia (Persero) Tbk manufactures cement including portland cement, oil well cement, and mixed cement. Through its subsidiaries, the Company also develops and operates an industrial estate, mines limestone and clay, and packages and distributes cement.	0.37
INDOCEMENT TUNGGAL PRAKARSA	Indonesia	PT Indocement Tunggul Prakarsa Tbk is a producer of cement and specialty cement products. The Company, through its subsidiaries, manufactures and sells cement and ready-mix concrete. Indocement Tunggul Prakarsa also aggregates quarrying and trass.	0.02
SOLUSI BANGUN INDONESIA TBK	Indonesia	PT Solusi Bangun Indonesia Tbk produces construction materials. The Company manufactures and markets ready-mix concrete and cements, as well as operates stone quarries.	0.33
VICEM HA TIEN CEMENT JSC	Vietnam	Vicem Ha Tien Cement Joint Stock Company provides building materials. The Company manufactures and trades a wide range of cement, sand, and other building products.	0.26
VICEM HOANG MAI CEMENT JSC	Vietnam	VICEM Hoang Mai Cement JSC is a cement production company.	0.37
QUANG NINH CONSTRUCTION & CE	Vietnam	Quang Ninh Construction and Cement Joint - Stock Company supplies cement products.	1.31

Source: Bloomberg

D/MC = Debt to Market Capitalization

Appendix C

Comparable Companies

Presented below are the selected comparable companies for the valuation of the subject company.

Comparable Companies	Country	Business Description	D/MC Ratio
BUT SON CEMENT JSC	Vietnam	But Son Cement J.S.C. manufactures and trades cement and other construction materials.	0.93
LAM DONG MINERAL AND BUILDING MATERIAL JSC	Vietnam	Lam Dong Mineral and Building Material JSC supplies building materials.	0.01
DCON PRODUCTS PCL	Thailand	DCON Products Public Company Limited is a Thailand-based company engaged in the business of manufacturing and selling construction supplies. The Company is engaged in the business of manufacturing and distributing various products under the brand name DCON.	0.06
Average D/MC			0.47

Source: Bloomberg

D/MC = Debt to Market Capitalization

Appendix C

Comparable Companies

Presented below are the comparable companies' selected LTM financials information as of the Valuation Date.

Comparable Companies	FS Currency	Closing Price ¹	Enterprise Value ²	EBITDA ²	EPS
HOLCIM PHILIPPINES INC	PHP	PHP5.28	34,754.28	4,346.11	0.25
CEMEX HOLDINGS PHILIPPINES	PHP	PHP0.64	17,708.07	17,708.07	(0.02)
SEMEN INDONESIA PERSERO TBK	IDR	IDR7,125	59,602,360.00	8,191,845.00	346.54
INDOCEMENT TUNGGAL PRAKARSA	IDR	IDR9,475	32,369,764.35	2,930,760.00	410.71
SOLUSI BANGUN INDONESIA TBK	IDR	IDR1,570	18,676,641.70	2,324,188.54	82.77
VICEM HA TIEN CEMENT JSC	VND	VND15,500	6,824,964.99	932,245.40	505.46
VICEM HOANG MAI CEMENT JSC	VND	VND6,900	642,507.44	146,309.96	177.11
QUANG NINH CONSTRUCTION & CE	VND	VND7,800	924,082.82	231,799.11	2,025.00
BUT SON CEMENT JSC	VND	VND7,700	1,797,900.75	316,701.72	529.56
LAM DONG MINERAL AND BUILDING MATERIAL JSC	VND	VND46,800	926,048.10	183,830.78	4,729.10
DCON PRODUCTS PCL	THB	THB0.41	2,261.11	168.46	0.03

¹ As of Valuation Date

² Amounts in millions (stated in respective financial statement's currency)

Source: Bloomberg

Appendix D

Comparable Transactions

Presented below are the selected comparable transactions for the valuation of the subject company.

Target Companies	Country of Target	Announcement Date	Transaction Details	Net Transaction Price (PHP mn)	Percentage Acquired	EV/EBITDA
CEMEX Holdings Philippines, Inc. (PSE:CHP)	Philippines	11/12/2019	The company is offering shares on rights basis of 1.5963 right shares for every share held by the shareholders as on the record date January 14, 2020. The pricing date is January 6, 2020. The offer period starts on January 20, 2020 and will end on January 24, 2020. The tentative listing date is March 4, 2020. Each applicant must be for a minimum of one rights share. The ex-date is January 09, 2020. The record date is January 14, 2020. The minimum subscription is application for a minimum of one Rights Share. The offering was completed with strong participation from both foreign and domestic shareholders. Post offering, public float for CHP would comprise 3,283,007,966 common shares or 24.3% of the total issued and outstanding 13,489,226,623 common shares. CEMEX completed its stock rights offering and sold 8.29 billion common shares.	12,541.00	n/a	4.80
Shree Digvijay Cement Company Ltd. (BSE:502180)	India	12/11/2018	True North Fund VI LLP, fund managed by True North Enterprise Private Limited made an offer to acquire 25.1% stake in Shree Digvijay Cement Company Limited (BSE:502180) for approximately INR 830 million on November 12, 2018. Under the terms of transaction, True North Fund VI LLP, fund managed by True North Enterprise Private Limited will acquire 35.6 million shares at INR 23.33 each in cash. In a related transaction, True North Fund VI LLP, a fund of True North Enterprise Private Limited entered into a share purchase agreement to acquire 75% stake in Shree Digvijay Cement Company Limited from Votorantim Cimentos S.A. and Votorantim Cimentos Eaa Inversiones, S.L. for INR 1.7 billion. Upon completion of the agreement and offer, True North Fund VI LLP, fund managed by True North Enterprise Private Limited will hold 100% stake in Shree Digvijay Cement Company Limited.	61.64	25.1%	7.60

Sources: S&P Capital IQ, 2018 and 2019 CHP Audited Financial Statements, FTI Consulting Analysis

Appendix D

Comparable Transactions

Presented below are the selected comparable transactions for the valuation of the subject company.

Target Companies	Country of Target	Announcement Date	Transaction Details	Net Transaction Price (PHP mn)	Percentage Acquired	EV/EBITDA
Tangshan Jidong Cement Co., Ltd. (SZSE:000401)	China	06/09/2018	BBMG Corporation (SEHK:2009) made an offer to acquire an additional 5% stake in Tangshan Jidong Cement Co., Ltd. (SZSE:000401) for approximately CNY 790 million on September 6, 2018. Under the terms, BBMG Corporation offered to buy 67.4 million shares at CNY 11.68 per share. Upon completion, BBMG Corporation will hold 7% stake in Tangshan Jidong Cement Co., Ltd. The transaction was approved by the 35th session of 4th directorate of BBMG Corporation on September 7, 2018. Tender offer period for the transaction is from September 25, 2018 to October 24, 2018. Huarong Securities Co., Ltd. acted as a financial advisor and Haiwen & Partners acted as a legal advisor to BBMG Corporation.	6,210.34	5%	9.32
Dalmia Bharat Limited	India	05/11/2016	OCL India Limited (BSE:502165) agreed to acquire Dalmia Bharat Limited (BSE:533309) from its shareholders for approximately INR 170 billion on November 5, 2016. Under the terms, OCL India Limited and Dalmia Bharat Limited will merge such that for every one share of Dalmia Bharat Limited, two shares of the merged entity will be issued. Pursuant to the transaction, Dalmia Bharat Limited will be dissolved and OCL India Limited will change its name to Dalmia Bharat Limited.	161,563.43	100%	11.97
China Shanshui Cement Group Limited (SEHK:691)	China	31/03/2017	Asia Cement Corporation (TSEC:1102) acquired 0.86% stake in China Shanshui Cement Group Ltd. from institutional investors for approximately HKD 130 million on March 31, 2017. Asia Cement Corporation will acquire 28.9 million shares of China Shanshui Cement Group Ltd. at HKD 4.4 per share in cash. Goldman Sachs acted as broker for the institutional investors.	831.84	0.86%	12.88

Source: S&P Capital IQ

Appendix D

Comparable Transactions

Presented below are the selected comparable transactions for the valuation of the subject company.

Target Companies	Country of Target	Announcement Date	Transaction Details	Net Transaction Price (PHP mn)	Percentage Acquired	EV/EBITDA
PT Solusi Bangun Indonesia Tbk (IDX:SMCB)	Indonesia	12/11/2018	PT Semen Indonesia (Persero) Tbk (IDX:SMGR) signed an agreement to acquire 80.6% stake in PT Holcim Indonesia Tbk (IDX:SMCB) from LafargeHolcim Ltd (SWX:LHN) for IDR 13 trillion on November 12, 2018. Under the terms of the transaction, PT Semen Indonesia (Persero) Tbk agreed to acquire 6.18 billion shares of PT Holcim Indonesia Tbk for IDR 2097 per share. The assets to be sold to Semen Indonesia include the entirety of LafargeHolcim's operations in Indonesia, which consists of 4 cement plants, 33 ready-mix plants and 2 aggregate quarries. Closing of the transaction is subject to customary regulatory approvals. The proceeds from this transaction will significantly improve debt ratios of LafargeHolcim with the target of 2 times of net debt to recurring EBITDA to be achieved by the end of 2019 and to pay debts of LafargeHolcim Ltd.	76,309.56	80.6%	19.08
Holcim Philippines, Inc. (PSE:HLCM)	Philippines	09/05/2019	First Stronghold Cement Industries Inc. signed an agreement to acquire 85.7% stake in Holcim Philippines, Inc. (PSE:HLCM) from Cemco Holdings, Inc., Union Cement Holdings Corporation and Holderfin B.V. for an enterprise value of \$2.2 billion on May 9, 2019. First Stronghold Cement Industries Inc will acquire 5.5 billion shares of Holcim Philippines. The transaction was approved by the Executive Committee of the Board of Directors of San Miguel Corporation (PSE:SMC) on May 9, 2019. On June 2, 2019, the transaction obtained regulatory approval. As of September 9, 2019, the Philippine Competition Commission moved the acquisition to Phase 2 review. First Stronghold Cement Industries Inc. cancelled the acquisition of 85.7% stake in Holcim Philippines, Inc. (PSE:HLCM) from Cemco Holdings, Inc., Union Cement Holdings Corporation and Holderfin B.V. on May 10, 2020. The Philippines Competition Authority did not issue an approval of the transaction within the required time period and consequently the agreement lapsed.	N/A	85.7%	20.80

Source: S&P Capital IQ

Appendix E

Discount Rate Estimation

Inputs to the determination of the WACC as of the Valuation Date were based on the following parameters:

- Cost of equity was computed using the Capital Asset Pricing Model (“CAPM”).
 - Risk-free rate of 5.94 percent was based on the five-year Philippine BVAL rate as of Valuation Date sourced from Bloomberg.
 - Market risk premium of 9.61 percent was computed by deducting the risk-free rate of 5.94 percent from the Philippines’ market rate of return equal to 15.55 percent, which was obtained from Bloomberg.
 - Levered beta was derived from ECC’s unlevered beta and the average debt-to-market capitalization ratio of comparable companies.
- Pre-tax cost of debt was based on the risk-free rate of 5.94 percent plus a margin of 1.50 percent based on the stipulated spread from the term sheet of ECC’s outstanding loan.
- The weights of equity and debt were based on the average debt-to-market capitalization of companies deemed comparable to ECC.

Discount Rate As of 30 June 2022	Value	Formula
Risk-free Rate (RFR)	5.94%	
Market Risk Premium (MRP)	9.61%	
ECC’s levered beta (β_L)	0.74	
Cost of Equity (Ke)	13.03%	$RFR + \beta_L \times MRP$
Cost of Debt, pre-tax (Kd)	7.44%	
Tax Rate (T)	25.00%	
Cost of Debt, post-tax	5.58%	$Kd \times (1-T)$
Weight of Equity (We)	67.93%	
Weight of Debt (Wd)	32.07%	
WACC, rounded	10.60%	$Ke \times We + Kd (1-T) \times Wd$

Source: FTI Consulting Analysis, Bloomberg

Appendix F

Historical Financial Statements | Eagle Cement Corporation (stand-alone)

Historical Balance Sheet				
Amounts in PHP millions	2018A	2019A	2020A	2021A
ASSETS				
Cash and cash equivalents	16,157	16,929	11,460	10,327
Trade and other receivables	482	561	487	398
Inventories	1,504	1,451	1,406	1,589
Property, plant and equipment	22,084	23,490	25,222	25,894
Other assets	4,724	6,013	9,993	13,275
Total Assets	44,952	48,444	48,568	51,482
LIABILITIES				
Trade and other payables	3,331	3,332	3,189	3,922
Lease liabilities	-	52	44	37
Loans payable	8,323	7,354	6,296	5,236
Other liabilities	947	948	1,269	1,199
Total Liabilities	12,601	11,686	10,798	10,393
EQUITY				
Capital stock	8,000	8,000	8,000	8,000
Additional Paid-in Capital	6,526	6,526	6,526	6,526
Retained earnings	16,495	20,926	24,016	26,581
Other equity items	1,332	1,307	(772)	(17)
Total Equity	32,352	36,758	37,770	41,090
Total Liabilities and Equity	44,952	48,444	48,568	51,482

Historical Income Statement				
Amounts in PHP millions	2018A	2019A	2020A	2021A
Net Sales	16,522.05	19,824.45	13,906.14	21,304.26
[-] Cost of Sales	(9,310.95)	(11,153.02)	(8,208.93)	(12,436.48)
Gross Profit	7,211.10	8,671.43	5,697.21	8,867.78
[-] Operating expenses	(1,554.50)	(1,864.76)	(1,578.08)	(2,291.94)
[-] Interest expense	(365.79)	(495.68)	(430.69)	(359.11)
[+] Other income	580.67	832.52	484.53	427.35
EBT	5,871.48	7,143.51	4,172.97	6,644.07
[-] Provision for income tax	(1,495.85)	(1,232.61)	(1,035.71)	(779.26)
Net Income	4,375.63	5,910.90	3,137.26	5,864.81

Appendix G

Balance Sheet Forecast | Eagle Cement Corporation (stand-alone)

Low Case Forecast

Forecasted Balance Sheet										
Amounts in PHP millions	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F
ASSETS										
Cash and cash equivalents	8,009	7,764	7,201	6,926	10,162	12,470	15,502	22,886	31,520	41,138
Trade and other receivables	791	874	934	946	1,011	1,079	1,156	1,225	1,297	1,379
Inventories	1,346	1,492	1,551	1,503	1,644	1,799	1,976	2,135	2,307	2,500
Property, plant and equipment	26,042	27,993	31,878	35,629	37,635	41,752	45,724	45,401	45,078	44,754
Other assets	14,923	15,362	15,401	15,419	15,114	15,138	15,162	15,168	15,181	15,200
Total Assets	51,112	53,487	56,964	60,424	65,567	72,238	79,520	86,815	95,383	104,971
LIABILITIES										
Trade and other payables	3,705	4,377	4,869	4,907	5,064	5,711	6,178	6,058	6,417	6,884
Lease liabilities	28	28	28	28	28	28	28	28	28	28
Loans payable	4,042	2,804	1,558	312	-	-	-	-	-	-
Other liabilities	1,392	1,486	1,585	1,656	1,739	1,823	1,913	1,997	2,092	2,194
Total Liabilities	9,167	8,694	8,040	6,903	6,831	7,563	8,118	8,083	8,537	9,106
EQUITY										
Capital stock	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000
Additional Paid-in Capital	6,526	6,526	6,526	6,526	6,526	6,526	6,526	6,526	6,526	6,526
Retained earnings	27,436	30,284	34,415	39,013	44,227	50,167	56,893	64,224	72,337	81,356
Other equity items	(17)	(17)	(17)	(17)	(17)	(17)	(17)	(17)	(17)	(17)
Total Equity	41,945	44,793	48,924	53,521	58,736	64,676	71,402	78,732	86,846	95,865
Total Liabilities and Equity	51,112	53,487	56,964	60,424	65,567	72,238	79,520	86,815	95,383	104,971

Appendix G

Balance Sheet Forecast | Eagle Cement Corporation (stand-alone)

High Case Forecast

Forecasted Balance Sheet										
Amounts in PHP millions	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F
ASSETS										
Cash and cash equivalents	7,987	4,261	3,960	6,777	9,984	14,058	22,558	32,337	43,217	54,481
Trade and other receivables	791	874	936	1,002	1,070	1,146	1,213	1,285	1,366	1,419
Inventories	1,346	1,486	1,495	1,548	1,687	1,852	2,002	2,162	2,344	2,469
Property, plant and equipment	26,042	31,990	35,741	37,747	41,863	45,834	45,510	45,186	44,861	44,535
Other assets	14,945	15,399	15,421	15,445	15,151	15,173	15,179	15,190	15,207	15,224
Total Assets	51,112	54,010	57,553	62,519	69,755	78,063	86,461	96,160	106,995	118,128
LIABILITIES										
Trade and other payables	3,705	4,847	4,858	4,879	5,464	5,934	5,822	6,136	6,580	6,906
Lease liabilities	28	28	28	28	28	28	28	28	28	28
Loans payable	4,042	2,804	1,558	312	-	-	-	-	-	-
Other liabilities	1,392	1,488	1,609	1,725	1,810	1,900	1,985	2,081	2,184	2,268
Total Liabilities	9,167	9,167	8,053	6,943	7,301	7,862	7,835	8,244	8,792	9,202
EQUITY										
Capital stock	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000
Additional Paid-in Capital	6,526	6,526	6,526	6,526	6,526	6,526	6,526	6,526	6,526	6,526
Retained earnings	27,436	30,335	34,991	41,067	47,945	55,692	64,118	73,407	83,695	94,418
Other equity items	(17)	(17)	(17)	(17)	(17)	(17)	(17)	(17)	(17)	(17)
Total Equity	41,945	44,844	49,500	55,576	62,453	70,200	78,626	87,916	98,203	108,927
Total Liabilities and Equity	51,112	54,010	57,553	62,519	69,755	78,063	86,461	96,160	106,995	118,128

Appendix H

Statement of Cash Flow Forecast | Eagle Cement Corporation (stand-alone)

Low Case Forecast

Forecasted Statement of Cash Flows										
Amounts in PHP millions	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Cash Flows from Operating Activities										
Earnings before tax	5,961	6,196	7,738	8,306	9,077	9,953	10,902	11,639	12,583	13,673
Adjustments for:										
Noncash charges	1,280	1,323	1,424	1,608	1,787	1,914	2,116	2,320	2,387	2,457
Finance costs	292	141	63	6	1	1	1	1	1	1
Dividend income	(245)	(217)	(217)	(217)	(217)	(217)	(217)	(217)	(217)	(217)
Interest income	(194)	(165)	(165)	(165)	(165)	(165)	(165)	(165)	(165)	(165)
Changes in working capital	(426)	398	341	59	256	398	187	(356)	101	170
Operating cash inflow (outflow)	6,668	7,675	9,183	9,597	10,739	11,885	12,825	13,221	14,691	15,920
Interest received	187	168	165	165	165	165	165	165	165	165
Income tax paid	(947)	(1,291)	(1,545)	(1,684)	(1,828)	(1,979)	(2,140)	(2,279)	(2,434)	(2,612)
Net operating cash inflow (outflow)	5,908	6,552	7,803	8,079	9,077	10,071	10,850	11,108	12,423	13,473
Cash Flows from Investing Activities										
Additions to:										
Property, plant and equipment	(1,385)	(1,231)	(1,273)	(1,316)	(1,361)	(1,407)	(1,455)	(1,504)	(1,555)	(1,608)
Investment in KBSHI	(1,600)	(400)	-	-	-	-	-	-	-	-
Investment in Line 4 & 5	-	(1,998)	(3,997)	(3,997)	(2,384)	(4,574)	(4,580)	(437)	(450)	(464)
Dividends received	245	217	217	217	217	217	217	217	217	217
Net investing cash inflow (outflow)	(2,740)	(3,413)	(5,053)	(5,096)	(3,528)	(5,764)	(5,817)	(1,724)	(1,788)	(1,855)

Appendix H

Statement of Cash Flow Forecast | Eagle Cement Corporation (stand-alone)

Low Case Forecast

Forecasted Statement of Cash Flows										
Amounts in PHP millions	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Cash flow from Financing Activities										
Proceeds from (repayments of):										
Loans Payable	(1,202)	(1,246)	(1,246)	(1,246)	(312)	-	-	-	-	-
Dividends	(4,000)	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)
Interest	(284)	(138)	(68)	(11)	(2)	-	-	-	-	-
Net financing cash inflow (outflow)	(5,486)	(3,384)	(3,314)	(3,257)	(2,313)	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)
Net increase (decrease) in cash	(2,318)	(245)	(563)	(274)	3,236	2,307	3,033	7,383	8,634	9,618
Cash and cash equivalents, beginning	10,327	8,009	7,764	7,201	6,926	10,162	12,470	15,502	22,886	31,520
Cash and cash equivalents, ending	8,009	7,764	7,201	6,926	10,162	12,470	15,502	22,886	31,520	41,138

Appendix H

Statement of Cash Flow Forecast | Eagle Cement Corporation (stand-alone)

High Case Forecast

Forecasted Statement of Cash Flows										
Amounts in PHP millions	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Cash Flows from Operating Activities										
Earnings before tax	5,961	6,256	8,359	10,071	11,035	12,082	12,905	13,944	15,141	15,679
Adjustments for:										
Noncash charges	1,280	1,323	1,558	1,741	1,867	2,067	2,269	2,335	2,402	2,473
Finance costs	292	141	63	6	1	1	1	1	1	1
Dividend income	(245)	(217)	(217)	(217)	(217)	(217)	(217)	(217)	(217)	(217)
Interest income	(194)	(165)	(165)	(165)	(165)	(165)	(165)	(165)	(165)	(165)
Changes in working capital	(448)	860	(77)	(118)	672	205	(337)	68	163	129
Operating cash inflow (outflow)	6,646	8,198	9,521	11,317	13,193	13,973	14,457	15,966	17,325	17,900
Interest received	187	168	165	165	165	165	165	165	165	165
Income tax paid	(947)	(1,298)	(1,620)	(1,926)	(2,121)	(2,295)	(2,447)	(2,615)	(2,809)	(2,933)
Net operating cash inflow (outflow)	5,886	7,067	8,066	9,557	11,238	11,844	12,175	13,516	14,682	15,132
Cash Flows from Investing Activities										
Additions to:										
Property, plant and equipment	(1,385)	(1,231)	(1,273)	(1,316)	(1,361)	(1,407)	(1,455)	(1,504)	(1,555)	(1,608)
Investment in KBSHI	(1,600)	(400)	-	-	-	-	-	-	-	-
Investment in Line 4 & 5	-	(5,995)	(3,997)	(2,384)	(4,574)	(4,580)	(437)	(450)	(464)	(478)
Dividends received	245	217	217	217	217	217	217	217	217	217
Net investing cash inflow (outflow)	(2,740)	(7,410)	(5,053)	(3,483)	(5,717)	(5,770)	(1,675)	(1,737)	(1,802)	(1,869)

Appendix H

Statement of Cash Flow Forecast | Eagle Cement Corporation (stand-alone)

High Case Forecast

Forecasted Statement of Cash Flows										
Amounts in PHP millions	2022F	2023F	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Cash flow from Financing Activities										
Proceeds from (repayments of):										
Loans Payable	(1,202)	(1,246)	(1,246)	(1,246)	(312)	-	-	-	-	-
Dividends	(4,000)	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)
Interest	(284)	(138)	(68)	(11)	(2)	-	-	-	-	-
Net financing cash inflow (outflow)	(5,486)	(3,384)	(3,314)	(3,257)	(2,313)	(2,000)	(2,000)	(2,000)	(2,000)	(2,000)
Net increase (decrease) in cash	(2,340)	(3,727)	(301)	2,817	3,207	4,074	8,500	9,779	10,880	11,264
Cash and cash equivalents, beginning	10,327	7,987	4,261	3,960	6,777	9,984	14,058	22,558	32,337	43,217
Cash and cash equivalents, ending	7,987	4,261	3,960	6,777	9,984	14,058	22,558	32,337	43,217	54,481

Appendix I

Income Statement Forecast | Eagle Cement Corporation (stand-alone)

Low Case Forecast

Eagle Cement Corporation - Income Statement Forecast										
Amounts in PHP millions	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031
Net Sales	26,176.89	28,797.87	31,337.62	31,694.08	34,817.23	37,873.77	41,355.22	44,368.62	47,630.44	51,333.92
[-] Cost of Sales	(17,588.18)	(19,808.06)	(20,627.94)	(20,302.87)	(22,400.14)	(24,454.90)	(26,847.02)	(28,980.17)	(31,165.05)	(33,641.77)
Gross Profit	8,588.71	8,989.81	10,709.68	11,391.21	12,417.08	13,418.86	14,508.20	15,388.45	16,465.40	17,692.15
[-] Operating expenses	(2,774.64)	(3,034.87)	(3,291.41)	(3,461.34)	(3,720.51)	(3,846.97)	(3,986.63)	(4,130.54)	(4,262.94)	(4,399.85)
[-] Interest expense	(291.65)	(141.03)	(62.75)	(5.80)	(1.43)	(1.43)	(1.43)	(1.43)	(1.43)	(1.43)
[+] Other income	438.76	382.13	382.13	382.13	382.13	382.13	382.13	382.13	382.13	382.13
EBT	5,961.19	6,196.05	7,737.65	8,306.20	9,077.29	9,952.59	10,902.28	11,638.61	12,583.16	13,673.00
[-] Provision for income tax	(1,105.84)	(1,348.47)	(1,606.45)	(1,708.68)	(1,862.56)	(2,012.83)	(2,176.23)	(2,308.27)	(2,469.81)	(2,653.82)
Net Income	4,855.34	4,847.58	6,131.20	6,597.52	7,214.72	7,939.76	8,726.05	9,330.35	10,113.35	11,019.18

High Case Forecast

Eagle Cement Corporation - Income Statement Forecast										
Amounts in PHP millions	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031
Net Sales	26,176.89	28,797.87	31,454.70	34,424.79	37,445.92	40,886.99	43,865.11	47,088.66	50,748.62	53,003.76
[-] Cost of Sales	(17,588.18)	(19,747.64)	(20,100.61)	(21,122.80)	(23,061.16)	(25,320.58)	(27,335.68)	(29,392.13)	(31,722.96)	(33,303.29)
Gross Profit	8,588.71	9,050.24	11,354.09	13,301.98	14,384.76	15,566.40	16,529.43	17,696.53	19,025.66	19,700.46
[-] Operating expenses	(2,774.64)	(3,034.87)	(3,314.53)	(3,607.03)	(3,730.39)	(3,865.01)	(4,004.81)	(4,132.94)	(4,265.45)	(4,402.54)
[-] Interest expense	(291.65)	(141.03)	(62.75)	(5.80)	(1.43)	(1.43)	(1.43)	(1.43)	(1.43)	(1.43)
[+] Other income	438.76	382.13	382.13	382.13	382.13	382.13	382.13	382.13	382.13	382.13
EBT	5,961.19	6,256.47	8,358.94	10,071.29	11,035.08	12,082.10	12,905.33	13,944.30	15,140.91	15,678.63
[-] Provision for income tax	(1,105.84)	(1,357.54)	(1,703.11)	(1,995.30)	(2,157.71)	(2,334.96)	(2,479.42)	(2,654.48)	(2,853.85)	(2,955.07)
Net Income	4,855.34	4,898.94	6,655.83	8,075.99	8,877.36	9,747.14	10,425.92	11,289.82	12,287.06	12,723.56

Appendix I

Income Statement Forecast | Solid North Mineral Corporation

Low Case Forecast

Solid North Mineral Corporation - Income Statement Forecast										
<i>Amounts in PHP millions</i>	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031
Net Sales	1,720.04	1,862.46	2,003.97	2,003.97	2,168.30	2,340.96	2,527.21	2,680.59	2,844.92	3,031.17
[-] Cost of Sales	(912.99)	(1,011.90)	(1,112.35)	(1,149.45)	(1,270.67)	(1,403.16)	(1,550.51)	(1,687.94)	(1,839.24)	(2,011.93)
Gross Profit	807.04	850.56	891.62	854.52	897.63	937.80	976.69	992.64	1,005.68	1,019.24
[-] Operating expenses	(240.44)	(265.99)	(289.08)	(298.80)	(326.42)	(356.49)	(389.79)	(421.05)	(455.32)	(494.19)
[+] Other income	10.97	6.65	6.65	6.65	6.65	6.65	6.65	6.65	6.65	6.65
EBT	577.58	591.22	609.18	562.37	577.85	587.95	593.55	578.24	557.01	531.69
[-] Provision for income tax	(64.27)	(127.58)	(116.60)	(129.18)	(135.64)	(141.67)	(147.50)	(149.89)	(151.85)	(153.88)
Net Income	513.31	463.63	492.59	433.19	442.21	446.28	446.05	428.35	405.16	377.81

High Case Forecast

Solid North Mineral Corporation - Income Statement Forecast										
<i>Amounts in PHP millions</i>	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031
Net Sales	1,720.04	1,862.46	2,011.46	2,176.63	2,340.96	2,527.21	2,680.59	2,844.92	3,031.17	3,129.77
[-] Cost of Sales	(912.99)	(1,011.90)	(1,115.88)	(1,233.67)	(1,357.75)	(1,500.27)	(1,633.20)	(1,779.54)	(1,946.56)	(2,070.67)
Gross Profit	807.04	850.56	895.57	942.96	983.21	1,026.93	1,047.39	1,065.39	1,084.60	1,059.10
[-] Operating expenses	(240.44)	(265.99)	(289.83)	(316.66)	(344.88)	(377.09)	(407.32)	(440.47)	(478.07)	(506.65)
[+] Other income	10.97	6.65	6.65	6.65	6.65	6.65	6.65	6.65	6.65	6.65
EBT	577.58	591.22	612.39	632.95	644.97	656.49	646.71	631.56	613.18	559.09
[-] Provision for income tax	(64.27)	(127.58)	(117.10)	(142.44)	(148.48)	(155.04)	(158.11)	(160.80)	(163.69)	(159.86)
Net Income	513.31	463.63	495.29	490.51	496.49	501.46	488.61	470.76	449.49	399.23

Appendix I

Income Statement Forecast | Armstrong Fly-Ash and Logistics Company

Low Case Forecast

Armstrong Fly-Ash and Logistics Company - Income Statement Forecast										
Amounts in PHP millions	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031
Net Sales	731.07	889.22	956.78	956.78	1,035.24	1,117.67	1,206.60	1,279.82	1,358.29	1,447.21
[-] Cost of Sales	(538.94)	(654.62)	(702.17)	(702.96)	(758.11)	(816.04)	(878.48)	(930.10)	(985.36)	(1,047.90)
Gross Profit	192.13	234.60	254.61	253.82	277.13	301.64	328.11	349.73	372.92	399.31
[-] Operating expenses	(7.44)	(7.72)	(7.98)	(8.25)	(8.52)	(8.81)	(9.11)	(9.41)	(9.73)	(10.06)
[+] Other income	0.29	-	-	-	-	-	-	-	-	-
EBT	184.98	226.88	246.64	245.57	268.61	292.83	319.01	340.32	363.20	389.25
[-] Provision for income tax	(10.14)	(56.72)	(61.66)	(61.39)	(67.15)	(73.21)	(79.75)	(85.08)	(90.80)	(97.31)
Net Income	174.84	170.16	184.98	184.18	201.45	219.62	239.25	255.24	272.40	291.94

High Case Forecast

Armstrong Fly-Ash and Logistics Company - Income Statement Forecast										
Amounts in PHP millions	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031
Net Sales	731.07	889.22	960.35	1,039.21	1,117.67	1,206.60	1,279.82	1,358.29	1,447.21	1,494.28
[-] Cost of Sales	(538.94)	(654.62)	(704.64)	(760.04)	(815.18)	(877.60)	(929.18)	(984.42)	(1,046.93)	(1,080.49)
Gross Profit	192.13	234.60	255.71	279.18	302.49	328.99	350.64	373.87	400.28	413.79
[-] Operating expenses	(7.44)	(7.72)	(7.98)	(8.25)	(8.52)	(8.81)	(9.11)	(9.41)	(9.73)	(10.06)
[+] Other income	0.29	-	-	-	-	-	-	-	-	-
EBT	184.98	226.88	247.73	270.93	293.97	320.18	341.53	364.46	390.55	403.73
[-] Provision for income tax	(10.14)	(56.72)	(61.93)	(67.73)	(73.49)	(80.05)	(85.38)	(91.11)	(97.64)	(100.93)
Net Income	174.84	170.16	185.80	203.20	220.47	240.14	256.15	273.34	292.91	302.80



About FTI Consulting Philippines, Inc.

FTI Consulting Philippines at a Glance

FTI Consulting Philippines, Inc. (FTI PH) is a financial/business advisory firm assisting clients with major events that can significantly influence the reputation and valuation of their organization. We help companies build, grow, defend or repair their businesses.

FTI PH is 100 percent Filipino-owned company with an exclusive franchise agreement with FTI Consulting, Inc., a US-based global consulting firm listed in the New York Stock Exchange (NYSE:FCN). FTI PH was incorporated in 2006.



Definitive Expertise

FTI PH employs highly qualified professionals particularly, MBAs, CPAs and CFA charterholders with extensive, practical experience in applying that expertise to generate a decisive impact.



Accredited by PSE and SEC

FTI PH is accredited by the Securities and Exchange Commission (SEC) for the valuation of shares of stock and intangible assets, and is also accredited by the Philippine Stock Exchange, Inc. (PSE) to issue fairness opinions and valuation reports of listed companies of the Exchange.



Wide Client Reach

Our clients encompass a diverse spectrum of global and domestic: publicly-listed companies, financial institutions, family-owned corporations, funds/investors, and government owned and controlled corporations.

Senior Managing Directors



**Anthony (Tony)
Quach**



**Dominador (Butch)
Gregorio III**



**John
Balce**

Services

- Lead M&A Advisory
- Infrastructure Advisory
- Corporate Restructuring
- Shares and Intangible Assets Valuation
- Fairness Opinion
- Purchase Price Allocation
- Financial Model Preparation and Review
- Financial Due Diligence
- Funds Advisory
- Distressed Debt Advisory

Industries



FTI Consulting Philippines Services

We capitalize on our technical proficiency and extensive knowledge in various industries in valuing shares of stock and intangible assets. We utilize three general approaches to valuation: income, market, and cost approach. We also provide post-acquisition support to clients through an independent purchase price allocation of their acquired assets and assumed liabilities, as part of their financial reporting requirements.

LEAD M&A AND INFRASTRUCTURE ADVISORY

As a trusted partner to companies, boards of directors, investors, lenders and creditors around the world, the Corporate Finance & Restructuring segment is focused on delivering restructuring, business transformation and transaction solutions. Committed to our clients' success, our award-winning professionals address the full spectrum of financial, operational and transactional risks and opportunities across diverse industries. Included among our core strengths is providing expertise in guiding companies through the value-creation life cycle.

VALUATION/PURCHASE PRICE ALLOCATION

As one of the most well known names in the industry, we bring credibility and a proven track record of results to rebuild or extract value from underperforming companies. FTI PH has expertise in providing the following services: performance improvement, CRO (Chief Restructuring Officer)/Interim Management, Restructuring Advisory, and Liquidity Management. An objective third party specializing in rebuilding value is often the catalyst necessary to revitalize a company.

FINANCIAL MODEL PREPARATION AND REVIEW

We assist clients in their financial modeling needs through either financial model construction or review. Financial model construction involves preparing a model based on the needs of the client, using the project documents and/or technical studies commissioned by a client to evaluate a project. Our expertise in building financial models allows us to conduct an effective review of the models of other parties. We provide critical feedback to clients by assessing the integrity and structure of the model, checking for calculation errors and documenting findings for immediate and future reference.

RESTRUCTURING

OTHER SERVICES

FTI PH's expertise extends to other services including: distressed debt advisory, financial due diligence, funds advisory and other transaction related services.

FTI Corporate Finance and Restructuring | Bring Positive Impact to Clients

FTI Consulting is an independent global business advisory firm dedicated to helping organisations manage change, mitigate risk and resolve disputes. Due to our unique mix of **EXPERTISE, CULTURE, BREADTH OF SERVICES** and **INDUSTRY EXPERIENCE**, we have a tangible impact on our clients' most complex opportunities and challenges.

Definitive Expertise

- Led **Who's Who Legal: Consulting Experts Guide**, *Law Business Research Ltd.* (2016-2020)
- Named **Who's Who Legal: Restructuring and Insolvency Consulting Firm of the Year** (2019-2020)
- Recognized in **11 Categories in the Chambers Litigation Support Guide**, *Chambers and Partners* (2021)
- Name **Stevie Awards: Development and Advancement of Women Achievement Award** (2020)

A Culture That Delivers

- **Practical** in our communication and approach to outcomes
- **Judicious** in complex, multi-party situations
- **Collaborative** with clients and colleagues
- **Professional** in our commitment to work with the highest caliber

6,700+ Employees	645+ SMDs	\$5.6B Market Cap. ¹
88 Cities		30 Countries
Advisor to 98 of the world's top 100 law firms	59 of Fortune 100 corporations are clients	Advisor to 9 of the world's top 10 bank holding companies

Comprehensive Services

- Antitrust
- Business Transformation & Strategy
- Cybersecurity
- Data & Analytics
- Dispute Advisory & International Arbitration
- E-Discovery & Managed Review
- ESG & Sustainability
- Information Governance, Privacy & Security
- Investigations & Monitorships
- Policy & Regulation
- Risk & Compliance
- Strategic Communications
- Transactions
- Turnaround & Restructuring
- Valuation & Damages

Industry Experience

- Construction
- Energy & Utilities
- Financial Services
- Healthcare & Life Sciences
- Insurance
- Real Estate
- Telecom, Media & Technology (TMT)

1. Based on closing share price as of 10th August 2022

Our Global Reach

With offices in every major financial center and every corner of the globe, we successfully serve our clients wherever challenges and opportunities arise.



North America				Latin America		Europe, Middle East, Africa			Asia	Australia
Canada				Argentina	Colombia	Belgium	Ireland	Spain	China	Brisbane Melbourne Perth Sydney
Calgary	Toronto			Buenos Aires	Bogotá	Brussels	Dublin	Barcelona	Beijing	
Montreal	Vancouver							Madrid	Hong Kong	
United States				Brazil	Mexico	Denmark	Israel	United Arab Emirates	Kong	
Atlanta	Denver	Oakland	Palm Santa Barbara	São Paulo	Mexico City	Copenhagen	Tel Aviv	Abu Dhabi	Shanghai	
Austin	Great Neck	Beach	San Juan					Dubai		
Baltimore	Houston	Pasadena	Capistrano	Caribbean		Finland	Italy		India	
Bethesda	Indianapolis	Philadelphia	Seattle	British Virgin		Helsinki	Milan		Mumbai	
Boston	Las Vegas	Phoenix	Troy	Islands		France	Qatar	United Kingdom	New Delhi	
Bowie	Los Angeles	Pittsburgh	Walnut Creek	Cayman		Paris	Doha	London		
Brentwood	McLean	Portland	Washington, D.C.	Islands				Stirling	Indonesia	
Charlotte	Miami	Redwood City	Wayne			Germany	South Africa		Jakarta	
Chicago	Milwaukee	Roseland	Winston-Salem			Berlin	Cape Town			
Dallas	New York	San Francisco				Düsseldorf	Johannesburg		Philippines ¹	
						Frankfurt	Stellenbosch		Singapore	
						Hamburg	Sandton			
						Munich				

1. Affiliate



Our Team

Dominador (Butch) Gregorio III

Senior Managing Director

+63.920.928.3514

butch.gregorio@fticonsulting-ph.com



Certifications

Certified Public Accountant
Licensed Real Estate Broker
Institute of Corporate Directors
- Graduate Member

Professional Associations

Finance Executives of the
Philippines
Philippine Institute of Certified
Public Accountants

Education

MBA – Wharton Business School
MA in International Studies –
Lauder Institute of Management
and International Studies,
University of Pennsylvania
BS Business Administration and
Accountancy - University of the
Philippines

Dominador (Butch) Gregorio III is a Senior Managing Director in the Corporate Finance & Restructuring Practice of FTI Consulting Philippines, Inc. ("FTI PH") and is based in Manila. His industry expertise includes financial institutions, manufacturing, retail, and real estate. He has more than 30 years of professional experience in restructuring, transaction support, M&A, and financial advisory.

Mr. Gregorio has advised clients in healthy and distressed situations in connection with mergers and acquisitions, debt restructuring, corporate reorganizations, recapitalizations, funds advisory, and strategic business issues.

Mr. Gregorio's experience covers all aspects of financial and operating transaction support, including business enterprise valuation, identifying value drivers and risk issues critical to the investment decision, structuring considerations, due diligence of the quality of earnings, cash flows and balance sheet, fairness opinions, project finance, supporting negotiating financing covenants, advice on sale and purchase agreements, forensic investigation, business process reviews, interim management roles, and corporate directorships.

Prior to joining FTI Consulting, Mr. Gregorio provided similar services as a partner and head of the Financial Advisory Services group for Deloitte in Almaty, Kazakhstan. From 2003 to 2007, he was the Chief Operating Officer and Managing Director of Ernst & Young Transaction Advisory Services, Inc. in the Philippines. He was a partner in SGV & Co.'s Corporate Finance Division.

Mr. Gregorio spent seven years with Citicorp Real Estate, Inc. (Citibank N.A.) in New York, Minneapolis, and Dallas, U.S.A. Mr. Gregorio represented a hedge fund as a member of the board of directors of a listed real estate company, which was eventually sold. He was an interim controller for a consortium of lenders for a Singapore chemical company with operations in Indonesia.

Mr. Gregorio holds an MBA from the Wharton School and an MA in International Studies from the Lauder Institute of Management and International Studies, University of Pennsylvania. He graduated from the University of the Philippines ("UP") with a Bachelor of Science degree in Business Administration and Accountancy, cum laude. In 2008, he was a UP Virata School of Business Distinguished Alumni Awardee. Mr. Gregorio is a Certified Public Accountant and a Licensed Real Estate Broker. He is a Graduate Member and Faculty Lecturer of the Institute of Corporate Directors ("ICD"). He was the past president and is treasurer of Salt & Pepper Toastmasters Club.

Representative Engagements

- Buy-side M&A advisory for the acquisition of a software company by a Japanese Communications company. Including structuring, valuation, due diligence, negotiations until financial closing.
- Sell-side advisory for the disposition of 100% of a 36 branch Metro Manila based rural bank.
- Financial Advisory for unsolicited proposal by a consortium of conglomerates to rehabilitate, operate and maintain NAIA
- Assessment of financial condition and recommendations for debt restructuring of a listed agriculture company with its banks
- Restructuring advisor for a medical equipment distributor

John Balce

Senior Managing Director

+63.928.503.9492

john.balce@fticonsulting-ph.com



Certifications

Chartered Financial Analyst
Certified Public Accountant

Professional Associations

CFA Institute
CFA Society Philippines –
Board Adviser
Philippine Institute of
Certified Public Accountants
Financial Executives Institute
of the Philippines

Education

Executive Masters in
Business Administration,
Asian Institute of
Management

John Balce is a Senior Managing Director in the Corporate Finance & Restructuring Practice providing financial solutions to situations organizations face throughout its life cycle. His industry expertise includes infrastructure, energy, mining, and financial institutions. He has more than 15 years of professional experience in financial modeling, valuation, deal advisory, project finance, and corporate restructuring.

Mr. Balce has been involved in several deals, including mergers & acquisitions (“M&A”), capital raising, debt refinancing, public-private partnerships, non-performing loan (“NPL”) portfolio sales, and corporate rehabilitation. Mr. Balce has assisted in several cross-border engagements in the Philippines, China, Hong Kong, Indonesia, and Singapore.

Mr. Balce has extensive experience in building complex financial models for infrastructure and energy projects for purposes of assessing their financial viability in the context of contractual negotiations, market forces, and regulatory considerations. He likewise has extensive experience in performing valuation of companies in various industries, whether public or private, including embedded intangible assets in M&A transactions.

Prior to joining FTI Consulting, Mr. Balce was an Associate Director at Ferrier Hodgson. His career started in the Corporate Finance group of SGV / Ernst & Young Transaction Advisory Services, Inc. in Manila. During this period, he was heavily involved in several NPL deals onshore and offshore on behalf of selling banks and foreign investors.

Mr. Balce holds an executive master's degree in Business Administration, with honors, from the Asian Institute of Management. He graduated Magna Cum Laude from the University of the Philippines - Diliman with a bachelor's degree in Business Administration and Accountancy. He is a Certified Public Accountant and a Chartered Financial Analyst (“CFA”) Charterholder. He is a board adviser of the CFA Society Philippines. He is a member of the CFA Institute, the Philippine Institute of Certified Public Accountants, and the Finance Executives Institute of the Philippines.

Representative Engagements

- Spearheaded the team assisting a group of Philippine conglomerates which submitted an unsolicited proposal for the rehabilitation of the Ninoy Aquino International Airport
- Managed the team performing a valuation of a portfolio of onshore and offshore energy assets for purposes of a two-stage property-for-share swaps
- Spearheaded the team which built financial models for several coal-fired power plants on behalf of a major power generation company
- Managed the reorganization and sale the Philippines' second largest biodiesel producer owned by a Singapore-based hedge fund
- Managed the sale of a copper and zinc mine owned by an ASX-listed company undergoing provisional liquidation proceedings.



Certificate of Reliance

Certificate of Reliance



EAGLE CEMENT CORPORATION

Office Address: 153 Epifanio Delos Santos (EDSA), Mandaluyong City, Philippines 1550
Plant Address: Brgy. Akle, San Ildefonso, Bulacan, Philippines
Tel. no. : +632 5301-3453 E-mail: info@eagle-cement.com.ph

September 26, 2022

FTI Consulting Philippines, Inc.
Unit 1404, The Victor Hotel
7258 J. Victor Street, Makati City
1200 Metro Manila, Philippines

Attention: John B. Balce Dominador T. Gregorio III
Senior Managing Director Senior Managing Director

Subject: Certificate of Reliance

Gentlemen:

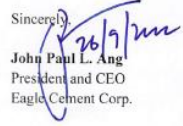
This Certificate of Reliance is provided to you in connection with the engagement by San Miguel Equity Investments, Inc. ("SMEI") and Far East Holdings, Inc. ("FEHI") to conduct a valuation study of Eagle Cement Corporation ("ECC", the "Target" or the "Company") and fairness opinion on SMEI's acquisition of ECC shares.

This is to certify that to the best of my knowledge, the financial statements, forecasts and supporting schedules listed in Annex A and submitted to FTI Consulting Philippines, Inc. ("FTI Consulting"), for the purpose of valuing the Target Company represent the best estimates as to the future operating performance, financial results and cashflows of the said assets and entities, and are true and accurate, and free from material misstatements.

We have provided you with access to all information which we are aware is relevant to the engagement. We have no knowledge of any significant matters contrary to your findings.

We further certify that information we disclosed about the current operations, budgets, capital expenditures, structure and organization, regulatory/legal disclosures and other similar information of the Target Company are accurate to the best of our knowledge and belief at the time of the disclosure. Further, the Target Company shall indemnify and hold harmless FTI Consulting and its directors, officers, employees and/or agents from any liability, loss or damage relating to or arising out of FTI Consulting's reliance on all information provided in performing the said valuation in accordance with clause 6 of the Standard Terms and Conditions.

Sincerely,


John Paul L. Ang
President and CEO
Eagle Cement Corp.

Annex A. List of Information Used for the Valuation of the Target Company

File Type	File Name
Financial forecast of ECC and its subsidiaries (2022 to 2031) with historical financial information and other schedules	ECC and Subs_10-year_5 Sept_FTI_Final (PW - ECC).xlsx SNMC -Details of Variable Cost.xlsx
June 30 unaudited FS of ECC and subsidiaries	06 2022_AFALCI_S.xlsx 06 2022_ECC_S.xlsx 06 2022_KSHI_S.xlsx 06 2022_SNMC_S.xlsx 06 2022_SWCC_S.xlsx
AFALCI Separate Financial Statements	AFALCI AFS 2019.pdf AFALCI AFS 2020.pdf AFALCI CY2021 AFS.pdf
ECC Separate and Consolidated Financial Statements	EAGLE_SEC Form 17-Q for the period ended 30 June 2022_FINAL.pdf ECC AFS 2021.pdf ECC Separate AFS 2019.pdf ECC SEPARATE AFS 2020.pdf
KSHI Separate Financial Statements	KSHI AFS 2020.pdf KSHI AFS 2021.pdf
SNMC Separate Financial Statements	SNMC AFS 2019.pdf SNMC AFS 2021.pdf SNMC_AFS 2020.pdf
SWCC Separate Financial Statements	SWCC AFS 2020.pdf SWCC AFS 2021.pdf
Trial Balance Schedules as of 30 June 2022	06 30 2022 OTHER NONCURRENT ASSETS.xlsx OTHER CURRENT ASSETS.xlsx
Appraisal Reports	01-2022-0023 Rev 02-07-2022 (Harvard St.).pdf 01-2022-0023-001 Rev 02-07-2022 (EDSA Kaw Peng).pdf 02-2021-0139 r. 04-22-2021 (Cebu).pdf 02-2021-0139-001 r. 04-22-2021 (Malabuyoc, Ginatilan).pdf
MPSA Summary Details and Schedules	Summary of Resources of all MPSA_05Sept2022.xlsx Estimated Volume of Raw Materials from ECC MPSA.xlsx MPSA Future Costs.xlsx

Certificate of Reliance

	Non-Operational MPSAs Historical Costs Tenements and Resource – Bulacan.pptx
MPSA Final Exploration Reports	MPSA 059-060 Malabuyoc Final Exploration Report_TMalihan.pdf APC Complete Exploration Report Full_DHererra.pdf FINAL EXPLORATION REPORT_APC_RPena.pdf FINAL EXPLORATION REPORT_APC_RPena_Annex I.pdf MPSA 161 Final Exploration Report August2018_Pena.pdf MPSA 181-245 Final Exploration Report_RPena.pdf 244 FER Coverletter – MGB Region III sg.pdf APPENDIX A to F – MPSA 244 Final Exploration Report.pdf MPSA 244 Final Exploration Report_HSalvado.pdf Appendix A to K - MPSA 245 Final Exploration Report.pdf MPSA 181-245 Final Exploration Report_RPena.pdf MPSA 245 Final Exploration Report_HSalvado.pdf MPSA no. 083-97-IX (SNMC).pdf
Loan Terms and Details	11B Term Loan Part 1.pdf 11B Term Loan Part 2.pdf
Minutes discussing ECC's intention to acquire common shares of AFALCI	2. 05 12 2022 ECC Minutes – Audit Comm Meeting_Final.pdf (signed version of the minutes to be sent by ECC)
Supply Contracts	Semirara Offer-June to Dec 2022 - Signed.pdf Signed Confirmation Agreement_PT Bayan Resources.pdf Supply Contract with SMC Consolidated Line 1 & 2.pdf Supply Contract with SMC Consolidated Line 3.pdf

Market Study	CBA_Philippines_Market_Report_July 2022_Final Report.pdf
General queries to and responses from ECC management such as: -Working capital assumptions for subsidiaries -Details of Investments in Financial Assets at FVTPL -Details of Investments in Financial Assets at FVOCI -Assumptions for computing income taxes (OSD) -Timing of Line 4 CAPEX -Purchase price for AFALCI common shares	20220916_Project Flight_Info Request List_v9.0 (External).xlsx



Mandate Letter

Mandate Letter



FAIRNESS OPINION SERVICES ENGAGEMENT LETTER

STRICTLY PRIVATE & CONFIDENTIAL

September 5, 2022

Joseph N. Pineda and Virgilio S. Jacinto
Authorized Signatories
San Miguel Equity Investments Inc.
40 San Miguel Avenue
Mandaluyong City, Metro Manila

John Paul L. Ang
Authorized Signatory
Far East Holdings, Inc.
153 EDSA, Mandaluyong City

Ferdinand Constantino and Aurora T. Calderon
Authorized Signatories
San Miguel Corporation
40 San Miguel Avenue
Mandaluyong City, Metro Manila

Re: Fairness Opinion supported by a Valuation Report

Dear Sirs and Madam:

1. Introduction

For the purpose of this Engagement, our Clients are San Miguel Equity Investments Inc. (SMEII), San Miguel Corporation (SMC), and Far East Holdings, Inc. (FEHI).

We understand that SMEII, a wholly owned subsidiary of SMC, is currently in discussions with FEHI for a cash transaction to acquire up to 100 percent ownership interest in Eagle Cement Corporation (the Transaction). Eagle Cement Corporation (ECC, the Target, or the Company) is a company listed in the Philippine Stock Exchange (PSE) and is primarily engaged in the business of manufacturing, marketing, sale, and distribution of cement. ECC has four subsidiaries namely, KB Space Holdings, Inc. (KBSH), South Western Cement Corporation (SWCC), Solid North Mineral Corporation (SNMC), and Armstrong Fly Ash and Logistics Company, Inc. (AFAL). Both KBSH and SWCC are currently not yet operating.

As of 30 June 2022, FEHI owns 60.21 percent of ECC with the remaining shares owned by the Ang family (28.29 percent), and the public (11.50 percent). Since the Transaction may be considered a related party transaction and may involve a tender offer of ECC shares held by the public to be conducted by SMEII as the acquiring entity, the parties have decided to engage

an independent Valuation Specialist to render a fairness opinion on whether the offer is fair from a financial point of view. Such fairness opinion will be used by the respective board of directors of SMC, SMEII and FEHI in deciding whether to approve the transaction or not. Assuming the Transaction is approved by the parties, we understand that SMEII will have to conduct a mandatory tender offer for the shares of ECC held by the public. For this purpose, a fairness opinion will also have to be rendered by an independent Valuation Specialist on whether the tender offer price is fair from a financial point of view. Such fairness opinion must be supported by a valuation report. The fairness opinion and valuation report will be submitted to the Securities and Exchange Commission (SEC) and the PSE.

FTI Consulting Philippines, Inc. (FTI Consulting) is a corporate finance advisory firm that offers a wide array of services including valuation, transaction advisory, and mergers and acquisitions. With our resources of experienced corporate finance professionals, FTI Consulting has the requisite independence, accreditation, and skills to properly undertake this engagement.

FTI Consulting is accredited by the SEC (SEC Accreditation No. 032) as a Professional Services Organization (PSO) in accordance with SEC Memorandum Circular No. 2, Series of 2014. FTI Consulting is also accredited by the PSE for purposes of issuing fairness opinions and valuation reports of listed companies and prospective initial listing applicants of the Exchange (PSE Accreditation CN 2017-0064) in accordance with the PSE Memorandum on Guidelines for Fairness Opinions and Valuation Reports.

This letter of engagement (the "Engagement") and the related Terms and Conditions constitute the engagement contract (the "Engagement Contract") pursuant to which our services will be provided.

2. Scope of Services and Time Frame

FTI Consulting will provide the following services (the "Services") in relation to the Engagement:

Fairness Opinion

- On the basis of our independent valuation of the Company, determine the range of market values for the shares of the Company deemed fair from a financial point of view.

Valuation

- In support of the fairness opinion, analyze and estimate a range of market values¹ of the Company's shares as of 30 June 2022 (the "Valuation Date"²), with Philippine Peso

¹ Market value, as defined by the IVS, is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

² Valuation Date is the date on which the estimation of value applies using information that is known or knowable as of that date.

Mandate Letter

(PHP) as the valuation currency, using the generally accepted valuation approaches, as appropriate and applicable, under the International Valuation Standards (IVS):

- **Market Approach (Volume Weighted Average Price Method):** The Volume Weighted Average Price (VWAP) Method involves analysis of the value of the company's shares based on its historical trading volume and price.
- **Market Approach (Comparable Companies and/or Transactions Method):** The Market Approach references either (1) publicly traded enterprises similar to the enterprise being valued or (2) actual transactions of similar enterprises that are traded in the public markets. When available, third-party arm's length transactions in the equity of an enterprise generally represent the best estimate of market value.
- **Income Approach (Discounted Cash Flows Method):** The Discounted Cash Flows Method is based on the premise that the value of an asset is the present value of the future earning capacity that is available for distribution to investors in the asset. It involves forecasting a cash flow stream (e.g., free cash flows to the firm, free cash flows to equity, dividends, etc.) over a forecast period, and then discounting it back to present using an appropriate discount rate.
- **Cost Approach (Sum-of-the-Parts Method):** The Sum-of-the-Parts Method arrives at a range of values for a company by individually calculating a market value for each of its subsidiaries and summing the values to get the total value.
- **Cost Approach (Adjusted Book Value Method):** The Adjusted Book Value Method measures a company's value by subtracting the market value of its liabilities, including off-balance sheet items like operating leases, from the fair market value of its assets.

The following are the activities to be performed in the valuation:

- Discuss with the management of the Clients to understand the business and its industry.
- Review the audited and/or unaudited interim financial statements and related management reports of the Company as of the Valuation Date.
- Review the Company's three-year historical financial statements and performance data, including segment information.
- Review at least five-year financial forecasts of the Company.
- Hold discussions and Q&A sessions with the Clients' management regarding the bases of assumptions used in the financial forecasts.
- Conduct research on historical trading prices of ECC and calculate volume-weighted average prices (VWAPs).
- Review key contracts and agreements such as loan agreements, mineral production sharing agreement, management and shareholders' agreements, and other agreements pertinent to the valuation.
- Review key financial agreements related to the tender offer, if any.
- Review appraisal reports on land, and property and equipment, if any.
- Review Competent Person's reports for independent technical and geological-focused report for mining projects.

- Conduct a site visit, as appropriate.
- Conduct meetings and interviews with Clients' management and other company advisors (i.e., financial, legal, regulatory, tax, accounting, technical, etc.) and such other activities as may be necessary and desirable to arrive at the valuation, including meetings with the SEC and PSE if required.

Excluded Services

- We note that our proposed scope of work does not include the appraisal of land, buildings, and equipment. The Client shall be responsible for providing current appraisals for the land, buildings, and equipment prepared by an independent accredited property appraiser.
- We are not providing financial modeling services and will not deliver a financial model to the Clients.

Reporting

- Drafting of valuation study of the Company's shares and opining on the fairness of the consideration to purchase the shares of FEHI and the Ang family, as well as the tender offer to the public;
- Submission to the Client of the draft valuation and fairness opinion report for comments;
- Finalization of valuation study and fairness opinion report (the Report) suitable for submission to the PSE and/or SEC in connection with the possible tender offer to the public; and
- Presentation of final results to management and the Board of Directors of the Clients, if necessary.
- Preparation and submission of an updated Report (the "Updated Report"), and where appropriate, address in the Updated Report any requirements and comments of relevant government and/or regulatory agency such as the SEC, PSE and Bureau of Internal Revenue ("BIR") on the Report and present the Updated Report to the management and the Board of Directors of the Clients, if necessary; and
- Address queries from and present to relevant government and/or regulatory agency such as the PSE, SEC, and BIR as required in relation to the Report and Updated Report, as the case may be.

Timetable

Presented below is the proposed timetable.

Phases	Responsibility	Duration (in weeks)	Timeframe (in weeks)
Kick-off Meeting and Provision of Information Requirements	FTI and Clients	0.5	0.5
Valuation Exercise	FTI	3.0	3.5

Mandate Letter

Submission and discussion of initial draft results	FTI and Clients	0.5	4.0
Preparation, submission and discussion of draft report	FTI and Clients	0.5	4.5
Report finalization and submission of soft copy of the Report*	FTI	0.5	5.0

*Please note that it will take 2-3 days from submission of the soft copy to deliver the hard copies of the Report.

Please note that our timetable may be affected by the confirmation of the PSE of our independence, assuming such process will be required by the Clients' legal counsel. In our experience, this process may take about two to four weeks. It is a requirement by the PSE that we are independent of the Transaction and the parties to the Transaction. We cannot release the final report until we receive PSE's confirmation of independence. We are not aware of any conflict of interest that might impair our independence.

The proposed schedule assumes that (1) all required information and documents will be made available, on a timely basis, and (2) there will be no unexpected delays that may occur which are beyond our control. In any event, we shall exert our best efforts to ensure an efficient and concise process to meet your objectives.

3. Working Arrangements

Our performance of the Services is dependent upon the Clients providing us with such information and assistance as we may reasonably require from time to time. To facilitate our work, it is understood that the Clients will appoint a contact person who will be the primary point of contact for our information requirements and will coordinate meetings between our team and key persons such as management, technical advisors, legal advisors, accounting/tax advisors, other financial advisors.

Conference calls using the mutually preferred channel of communication shall be preferred over face-to-face meetings. We request that face-to-face meetings be limited on an as-needed basis. The Clients agree that, to expedite communication, correspondence, letters, memos, information and data requirements can be transmitted via electronic mail. We will transmit our report in soft copy format. Hard copies will be provided if requested and given an appropriate lead time so that logistics can be arranged. Billings will be sent electronically via email. We request that payment of our bills be made via wire transfer to our designated bank account.

The Clients shall use reasonable skill, care and attention to ensure that all information we may reasonably require is provided on a timely basis and is accurate and complete. We will assume no responsibility and make no representations with respect to the accuracy or completeness of information provided by the Clients. You shall also notify us immediately if you subsequently

learn that the information provided is incorrect or inaccurate or otherwise should not be relied upon.

4. Our Responsibilities and Limitations

FTI Consulting will rely, in whole or in part, on information provided by the Clients. In the course of our Engagement, we may also rely on work done by third party service providers engaged or to be engaged by the Clients. We will assume no responsibility and make no representations with respect to the accuracy or completeness of information provided by the Clients or the third-party service providers engaged by the Clients.

Our work does not include the provision of technical, accounting, tax, legal, and regulatory advice and we make no representations regarding questions of technical, accounting, tax, legal, and regulatory interpretation. We will consult with the Clients' technical, accounting, tax, legal advisor/s for any technical, accounting, tax, legal and regulatory assumptions needed in the valuation.

FTI Consulting shall be engaged by the Clients to provide a fairness opinion. As such, the Clients are expected to already have determined the value in which they intend to execute the Transaction. FTI Consulting is being engaged to only render an opinion on whether the tender offer is fair from a financial point of view. FTI Consulting and its individual employees will not make any management decisions for the Clients.

5. Certificate of Reliance

The Scope of Services and the results will be based on information provided by the Clients or Target and publicly available information. Prior to issuing the final report, we will require that the Clients' or Target's management provide us with a Certificate of Reliance, that any projected financial forecasts and other supporting schedules for the purpose of the valuation represent to the best of their knowledge the best estimates as to the future operating performance, financial results and cash flows of the Company, and that any unaudited financial statements provided are to the best of their knowledge true, accurate and free from material misstatements due to fraud or error. Further, the Clients shall indemnify and hold harmless FTI Consulting and its directors, officers, employees and/or agents from any liability, loss or damage relating to or arising out of FTI Consulting's reliance on all information provided in performing the said valuation. A draft Certificate of Reliance is set out in Exhibit III. The final fairness opinion and valuation report will only be released upon issuance by the Clients or Target of a Certificate of Reliance.

Mandate Letter

6. Professional Fees

For Services rendered in connection with this Engagement, we propose to charge a total fixed fee of [REDACTED] net of value added taxes (VAT). The fees are payable as follows:

- [REDACTED] net of VAT, upon signing of the Engagement Letter to cover the cost of mobilization, data gathering, conduct of the valuation and preparation of the draft report;
- [REDACTED] net of VAT, within 10 business days upon receipt of the draft valuation report; and
- [REDACTED] net of VAT, within 10 business days upon release of the Report.

After the release of our Report, should the Clients require an Updated Report, to update the fairness opinion and valuation report, we will charge either: a fixed fee of [REDACTED] net of VAT, if we will work on the same financial model or forecast (i.e., there are no structural changes in the financial model or forecast and only include changes in inputs and assumptions); or a fixed fee of [REDACTED] net of VAT, if we will work on a different or new financial model or forecast.

The fee shall be paid equally by SMEII and FEHL.

Our proposed fees are exclusive of any applicable taxes (including, but not limited to, VAT). We shall therefore add the 12 percent VAT to our billings for professional fees as required by existing regulations unless our billing qualifies for zero-rating.

Our proposed fee is based on the proposed scope of work for this Engagement. Should you wish to amend the scope, the additional hours spent will be charged at our standard hourly rates discounted by 20 percent. Furthermore, in the event that this Engagement is discontinued as a result of your decision not to proceed with our assistance relative to this Engagement, any prior billings shall be considered as our fees for services rendered thus far. In addition, we shall bill you for actual time charges incurred in excess of such prior billings and any unbilled out-of-pocket expenses (OPEs).

For reference, presented below are our billing rates, net of VAT:

Staff Classification	Standard Hourly Rate (PHP)	Discounted Hourly Rate (PHP)
Senior Managing Director	[REDACTED]	[REDACTED]
Managing Director	[REDACTED]	[REDACTED]
Director	[REDACTED]	[REDACTED]
Associate Director	[REDACTED]	[REDACTED]
Manager	[REDACTED]	[REDACTED]
Senior Associate II	[REDACTED]	[REDACTED]

Senior Associate I	[REDACTED]	[REDACTED]
Associate II	[REDACTED]	[REDACTED]
Associate I	[REDACTED]	[REDACTED]

Out-of-Pocket Expenses:

In addition, our fees do not yet include our disbursements for applicable OPEs for long-distance telephone calls, teleconference calls, courier services, travel, accommodations, staff per diems, and other expenses specifically related to the Engagement. For this Engagement, we will charge advance OPEs of [REDACTED] to defray initial expenses.

Other Related Matters

Further, if FTI Consulting and/or any of its employees are required to testify or provide evidence at or in connection with any judicial or administrative proceeding relating to this Engagement, FTI Consulting will be compensated by you at its regular hourly rates and reimbursed for reasonable allocated and direct expenses (including counsel fees) with respect thereto. For avoidance of doubt, meetings with the PSE and SEC, as may be necessary, are excluded from the coverage of this paragraph and would not require additional compensation to FTI Consulting.

Invoices for fees and expenses incurred in connection with this Engagement will be billed based on the payment milestones discussed above and are due upon receipt. If we do not receive payment of any invoice within ten (10) calendar days of the invoice date, we shall be entitled, without prejudice to any other rights that we may have and to immediately suspend provision of the Services until all sums due are paid in full. We will also charge interest on unpaid fees and expenses at an annual rate of 10 percent.

If withholding taxes are required to be deducted from the amounts payable to FTI Consulting, the Clients shall pay such taxes to the appropriate tax authority. The Clients shall promptly submit to FTI Consulting the Certificate of Creditable Tax Withheld at Source (BIR Form 2307) to enable FTI Consulting to claim a tax credit. If no certificate is issued, the Clients shall pay the equivalent amount withheld as if no tax has been withheld.

The Clients agree to promptly notify FTI Consulting if the Clients extended an offer of employment, which was subsequently accepted, to a principal or employee of FTI Consulting involved in this Engagement and agree that FTI Consulting has earned and will be entitled to a cash fee, upon hiring, equal to 150 percent of the aggregate first year's annualized compensation, including any guaranteed or target bonus and equity award, to be paid to FTI Consulting's former principal or employee that the Clients hire at any time up to one year subsequent to the date of the final invoice rendered by FTI Consulting with respect to this Engagement.

Mandate Letter

7. Terms and Conditions

The attached Terms and Conditions set forth the duties of each party with respect to the Services. Further, this letter and the Terms and Conditions attached comprise the entire Engagement Contract for the provision of the Services to the exclusion of any other express or implied terms, whether expressed orally or in writing, including any conditions, warranties and representations, and shall supersede all previous proposals, letters of engagement, undertakings, agreements, understandings, correspondence and other communications, whether written or oral, regarding the Services.

8. Relationships with Other Parties

Based on our understanding of interested parties to this Transaction (the "Potentially Interested Parties"), we have undertaken a limited review of our records to determine FTI Consulting's professional relationships with the Clients. From the results of such review, we were not made aware of any conflicts of interest or additional relationships that we believe would preclude us from performing the Services. However, as you know, we are a large consulting firm with numerous offices throughout the world. We are regularly engaged by new clients, which may include one or more of the Potentially Interested Parties. We will not knowingly accept an engagement that directly conflicts with this Engagement without your prior written consent, which you agree shall not be unreasonably withheld.

9. Other Matters

Either of us may request changes to the work we will perform. Changes must be agreed upon between us and will be subject to reasonable adjustments to fees and timetables. Changes which amount to the provision of significant additional services, rather than adjustments to the services already agreed, must be agreed to in writing.

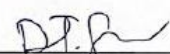
Please note that accredited PSOs of the SEC may be required to submit copies of valuation reports that they have prepared for purposes of complying with the requirements of their accreditation. As Valuation Specialists, FTI Consulting adheres to the latest version of the International Valuation Standards. FTI Consulting confirms that this valuation exercise will be undertaken in accordance with the IVS.

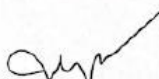
* * * * *

If you have any questions, please call John B. Balce, Senior Managing Director, at +63.928.503.9492. If the services outlined herein are in accordance with your requirements and if the above terms are acceptable to you, please have one copy of this letter signed in the space provided below and returned to us.

Yours sincerely,

FTI CONSULTING PHILIPPINES, INC.

By: 
Dominador T. Gregorio III
 Senior Managing Director

By: 
John B. Balce
 Senior Managing Director

Mandate Letter

Confirmation of Terms of Engagement

We agree to engage FTI Consulting Philippines, Inc. upon the terms set forth herein and in the attached Terms and Conditions.

By:  

Joseph N. Pineda and Virgilio S. Jacinto
Authorized Signatories
San Miguel Equity Investments Inc.

Date: _____

By:  

Ferdinand K. Constantino and Aurorea T. Calderon
Authorized Signatories
San Miguel Corporation

Date: _____

By: 

John Paul L. Ang
Authorized Signatory
Far East Holdings, Inc.

Date: _____



Scope of Work

Scope of Work

Fairness Opinion

- On the basis of our independent valuation of the Company, determine the range of market values for the shares of the Company deemed fair from a financial point of view.

Valuation

- In support of the fairness opinion, analyze and estimate a range of market values of the Company's shares as of 30 June 2022 (the "Valuation Date"), with Philippine Peso (PHP) as the valuation currency, using the generally accepted valuation approaches, as appropriate and applicable, under the International Valuation Standards (IVS):
 - Discounted Cash Flows Method
 - Volume Weighted Average Price Method
 - Comparable Companies and/or Transactions Method
 - Sum-of-the-Parts Method
 - Adjusted Book Value Method
- Discuss with the management of the Clients to understand the business and its industry;
- Review the audited and/or unaudited interim financial statements and related management reports of the Company as of the Valuation Date.
- Review the Company's three-year historical financial statements and performance data, including segment information.
- Review at least five-year financial forecasts of the Company.
- Hold discussions and Q&A sessions with the Clients' management regarding the bases of assumptions used in the financial forecasts.
- Conduct research on historical trading prices of ECC and calculate volume-weighted average prices (VWAPs).

Scope of Work

Valuation (cont'd)

- Review key contracts and agreements such as loan agreements, mineral production sharing agreement, management and shareholders' agreements, and other agreements pertinent to the valuation.
- Review key financial agreements related to the tender offer, if any.
- Review appraisal reports on land, and property and equipment, if any.
- Review Competent Person's reports for independent technical and geological-focused report for mining projects.

Reporting

- Drafting of valuation study of the Company's shares and opining on the fairness of the consideration to purchase the shares of FEHI and the Ang family, as well as the tender offer to the public;
- Submission to the Client of the draft valuation and fairness opinion report for comments;
- Finalization of valuation study and fairness opinion report (the Report) suitable for submission to the SEC in connection with the possible tender offer to the public; and
- Presentation of final results to management and the Board of Directors of the Clients, if necessary.
- Preparation and submission of an updated Report (the "Updated Report"), and where appropriate, address in the Updated Report any requirements and comments of relevant government and/or regulatory agency such as the SEC, and Bureau of Internal Revenue ("BIR") on the Report and present the Updated Report to the management and the Board of Directors of the Clients, if necessary; and
- Address queries from and present to relevant government and/or regulatory agency such as the SEC and BIR as required in relation to the Report and Updated Report, as the case may be.



References

References

- <https://www.eaglecement.com.ph/about-us/overview/>
- https://edge.pse.com.ph/companyInformation/form.do?cmpy_id=667
- https://edge.pse.com.ph/companyPage/financial_reports_view.do?cmpy_id=667
- <https://business.inquirer.net/270236/holcim-philippines-confirms-buyout-by-san-miguel-corp>
- <https://www.globalcement.com/news/item/14196-vietnamese-cement-accounts-for-91-of-philippine-cement-imports-in-2021>
- <https://www.bworldonline.com/opinion/2022/01/31/427006/cement-tariff-and-the-consumers/>
- <https://www.dti.gov.ph/archives/news-archives/dti-imposes-provisional-anti-dumping-duty-vn-cement-exporters/>
- <https://www.bworldonline.com/corporate/2022/06/09/453744/cement-group-seeks-safeguard-for-local-manufacturers/>
- <https://www.philstar.com/business/2022/02/27/2163574/extended-protection-eyed-local-cement-industry>
- <https://www.pna.gov.ph/articles/1178523>
- <https://www.pna.gov.ph/articles/1126122>
- <https://www.globalcement.com/news/item/13747-philippines-tariff-commission-contemplating-cement-import-tariff-extension>
- <https://www.bworldonline.com/banking-finance/2022/08/19/469204/protecting-domestic-industries-against-dumping/>
- <https://www.rappler.com/business/gross-domestic-product-philippines-q2-2022/>
- <https://psa.gov.ph/content/gdp-expands-74-percent-second-quarter-2022>
- <https://psa.gov.ph/content/construction-statistics-approved-building-permits-fourth-quarter-2021>
- <https://psa.gov.ph/national-accounts/sector3-sana/Seasonally%20Adjusted%20Series>
- <https://www.manilatimes.net/2022/08/10/business/top-business/economy-on-steady-path-to-recovery-dof/1854044>

References

- <https://manilastandard.net/spotlight/314255376/gdp-grew-7-4-in-q2-economy-buoyant-amid-challenges.html>
- <https://psa.gov.ph/construction/pcs-id/135682>
- <https://psa.gov.ph/construction/pcs-id/163346>
- <https://psa.gov.ph/construction/pcs-id/165090>
- <https://psa.gov.ph/content/construction-statistics-approved-building-permits-second-quarter-2021>
- <https://psa.gov.ph/sites/default/files/Q2%202022%20NAP%20Publication-signed.pdf>
- https://psa.gov.ph/sites/default/files/Q12022_NAP_Publication.pdf
- <https://www.pna.gov.ph/articles/1175951>
- <https://www.australianresourcesandinvestment.com.au/2022/08/15/soaring-coal-price-could-last-years/>
- <https://www.iea.org/news/global-coal-demand-is-set-to-return-to-its-all-time-high-in-2022>



Experts with Impact™

PCC'S LETTER DATED OCTOBER 27, 2022

27 October 2022

**TOP FRONTIER INVESTMENT
HOLDINGS, INC.**

5th Floor Enzo Building
399 Sen. Gil J. Puyat Avenue
Makati City, Philippines

Attention : **VIRGILIO S. JACINTO**
General Counsel

MARY ROSE S. TAN
Associate General Counsel

PAULA KATHERINA A. GAN
Associate General Counsel

MA. KRISTINA S. ZAMORA
Associate General Counsel

JOSE ANGELITO M. ILANO
Associate General Counsel

Re : **MERGER NOTIFICATION OF TOP FRONTIER
INVESTMENT HOLDINGS, INC. RELATING TO THE
ACQUISITION BY SAN MIGUEL EQUITY
INVESTMENTS INC. OF SHARES IN EAGLE
CEMENT CORPORATION**

Dear Mr. Jacinto, Ms. Tan, Ms. Gan, Ms. Zamora, and Mr. Ilano,

This pertains to the Notification Form (the “Form”) and supporting documents submitted by **TOP FRONTIER INVESTMENT HOLDINGS, INC.** (“Top Frontier”) on 6 October 2022, in relation to the acquisition by San Miguel Equity Investments, Inc. (“SMEII”) of 88.5% of Eagle Cement Corporation’s (“Eagle Cement”) outstanding capital stock (“Proposed Transaction”).

While the Proposed Transaction breaches the thresholds prescribed by the Philippine Competition Act (“PCA”) and its Implementing Rules and Regulations (“IRR”),¹ the Commission has ruled that based on the documents and information submitted with the Form,

¹ As modified by Commission Resolution No. 18-2022.

the Proposed Transaction is not subject to the notification requirement under the IRR. Top Frontier will be furnished a copy of the Commission Resolution setting forth the Commission's ruling at a later date.

Please note that the Commission's ruling is based solely on the facts and circumstances disclosed to the Philippine Competition Commission ("PCC"). If the facts turn out to be different than what was represented before the Mergers and Acquisitions Office ("MAO") or the PCC, the Commission Resolution shall be deemed to have been obtained on the basis of fraud or false material information, and shall have no effect. Should that be the case, the Commission shall not be prevented from commencing a motu proprio review of the Proposed Transaction. Moreover, Top Frontier may be held liable for administrative penalties under Section 29 (c) of the PCA.

The Commission's ruling notwithstanding, the parties may, pursuant to Section 3.2 of the Rules on Merger Procedure, request to have the Proposed Transaction undergo review by way of voluntary notification. Note, however, that the periods for the Commission to conclude its review of notifiable transactions do not apply to voluntary notifications.² Phase 1 Review for voluntary notifications shall last for a maximum of 45 days and Phase 2 Review shall last for a maximum of 75 days.³

Kindly confirm within ten (10) calendar days, in a letter addressed to the Mergers and Acquisitions Office if the parties wish to proceed with the voluntary notification of the Proposed Transaction or withdraw the same.

Should you have any questions or clarifications on the preceding list of information and documents, please contact us through the contact information provided above.

Very truly yours,

MERGERS AND ACQUISITIONS OFFICE:

By:


LIANNE IVY P. MEDINA
Assistant Director

COPY FURNISHED:

FRANCO ARISTOTLE G. LARCINA / MARK XAVIER D. OYALES / ROSHNI V. BALANI

SYCIP SALAZAR HERNANDEZ & GATMAITAN

4/F SyCipLaw Center

105 Paseo de Roxas

Makati City 1226

Ref: MAO_EC-0258/2022

² Rule 4, Section 5(k), IRR; Section 3.2, PCC Rules on Merger Procedure.

³ Section 30.4, PCC Interim Guidelines During Periods of Community Quarantine.

**CERTIFICATION FROM PHILIPPINE EQUITY PARTNERS, INC.
DATED DECEMBER 15, 2022 ON THE RESULTS OF THE TENDER OFFER**

Philippine Equity Partners, Inc.

A Research and Trading Partner of BofA Securities

10th Floor Philippine Stock Exchange Tower
5th Avenue corner 28th Street,
Bonifacio Global City
Taguig, Philippines, 1634

15 December 2022

CERTIFICATION

This certifies that the results of the Eagle Cement Corporation (EAGLE) Tender Offer to acquire up to 574,877,004 common shares representing 11.50% of the total issued and outstanding capital of Eagle Cement Corporation (EAGLE) are as follows.

Start Date	:	November 07, 2022
End Date	:	December 05, 2022
Total No. of Shares Tendered and Accepted	:	572,780,677 common shares of EAGLE
Tender Offer Price	:	Php22.02 per share
Transaction Value	:	Php12,612,630,507.54

The tendered and accepted shares were crossed using the facility of Philippine Stock Exchange on December 14, 2022.

This certification is being issued by Philippine Equity Partners, Inc. as Tender Offer Agent of SMEII.


Maria Lourdes B. Arroyo-De Guzman
Chief Operating Officer


Emetrio D. Gonzales III
President

REPUBLIC OF THE PHILIPPINES)
TAGUIG CITY)
MAKATI CITY

MAKATI CITY

SUBSCRIBED AND SWORN to before me this 20th of December 2022 at Taguig City Philippines, affiants having exhibited their below competent evidence of identity.

Name	Government Issued ID	Valid Until	Place of Issue
Maria Lourdes B. Arroyo-De Guzman	Passport P59511268	Dec. 14, 2030	DFA NCR South
Emetrio D. Gonzales III	Passport P7564949B	Sep. 11, 2031	DFA Manila

WITNESS MY HAND AND NOTARIAL SEAL, on the date and at the place first above-written.


M.A. ESMERALDA R. CUNANAN

Notary Public

Until December 31, 2023

Appt No. 14-092 (2022-2023) Attorney's Roll No. 34562

MCLE Compliance No. VII-0004035/7-19-2021

PTR No. 8852113/1-3-2022/Makati City

IBP Lifetime Member Roll No. 05413

Ground Level, Dela Rosa Carpark I

Dela Rosa St. Legaspi Village,

Makati City

Doc No. 468;
Page No. 95;
Book No. XL;
Series of 2022.

**AFFIDAVITS OF PUBLICATION BY THE PHILIPPINE STAR DATED NOVEMBER 9, 2022
AND BY MALAYA BUSINESS INSIGHT DATED NOVEMBER 9, 2022 ON THE
PUBLICATION OF THE NOTICE OF TENDER OFFER TO THE SHAREHOLDERS OF THE
COMPANY ON NOVEMBER 7, 8 AND 9, 2022**

THE PHILIPPINE STAR

REPUBLIC OF THE PHILIPPINES) s.s.
QUEZON CITY)

AFFIDAVIT OF PUBLICATION

I, **LEO N. ALISGAR**, of legal age, single, Filipino and with office address at c/o **PhilSTAR Daily, Inc.**, 202 Railroad Street corner Roberto S. Oca Street, Port Area, Manila, after being duly sworn to in accordance with law, depose and state:

That I am the **BILLING & COLLECTION MANAGER** of the **PhilSTAR Daily, Inc.**, a domestic corporation duly organized and existing under by virtue of Philippine laws with office and business address at 202 Railroad Street corner Roberto S. Oca Street, Port Area, Manila.

That the said corporation publishes **THE PHILIPPINE STAR**, a daily broadsheet newspaper published in English and of general circulation.


That the order of _____
SMC Stock Transfer Service Corporation
captioned as follows: _____
TO ALL SHAREHOLDERS OF EAGLE CEMENT CORPORATION
Please see attached printed text which had
been published in **The Philippine STAR** in its
issues of: _____
November 7, 8 and 9, 2022

FURTHER AFFIANT SAYETH NAUGHT.
QUEZON City, Philippines


LEO N. ALISGAR
Affiant

SUBSCRIBED AND SWORN to before me this 9th November day of _____ affiant
exhibited to me her Unified Multi-Purpose ID (UMID) CRN No. 0111-2584437-3

Doc. No. 384
Page No. 78
Book No. XXVII
Series of 2022


ATTY. GARY A. SANCIO
Notary Public
Until December 31, 2022
Adm. Matter No. NP-146 2021-2022
Roll No. 44261
IBP No. 1082447/06-30-17/Q.C.
PTR No. 2369275/01-07-2022/QC
MCLE Compliance No. VII-0011638/03-01-22

B5

st
3ationary
ints andRavelas,
manage-
marketing
th likely
it in the
mpact of
unsump-
ed down
his year
urter.
ry's mer-
n July to
externalCenter
and De-
Percival
economy
percent
rter with
d service
storage,
drivers,
both con-
t (speci-
fied torever, re-
e country
world aseting a 6.5
this year.
ster, the
recent.
nic Plan-
Balisacan
ould just
nt in the
to achieve
with target

TO ALL SHAREHOLDERS OF EAGLE CEMENT CORPORATION

Please be advised that San Miguel Equity Investments Inc. ("SMEI" or the "Bidder") is filing on November 7, 2022 a Tender Offer Report in SEC Form 19-1 with the Securities and Exchange Commission (the "SEC") and the Philippine Stock Exchange (the "PSE") pursuant to Section 19 of the Securities and Regulation Code ("SRC") in connection with its intention to acquire the remaining 574,877,004 common shares of Eagle Cement Corporation ("Eagle Cement").

SMEI intends to acquire, through a private sale, a total of 4,425,123,001 common shares of Eagle Cement, representing approximately 88.50% of Eagle Cement's outstanding capital stock (the "Sale Shares") registered in the names of, and/or beneficially owned by, Far East Holdings, Inc., Ramon S. Ang, John Paul L. Ang, and Monica L. Ang-Mercado (the "Share Sellers").

In accordance with the SRC and the Implementing Rules and Regulations of the SRC ("SRC Rules"), SMEI shall conduct a mandatory tender offer (the "Tender Offer") to acquire all of the remaining issued and outstanding common shares of Eagle Cement.

Subject to the approval of the PSE, SMEI intends to proceed to voluntarily delist Eagle Cement from the Main Board of the PSE ("Voluntary Delisting"). At a special meeting held on October 7, 2022, the Board of Directors of Eagle Cement has approved the Voluntary Delisting subject to: (1) the closing of the Transaction and the Tender Offer; (2) the acquisition by SMEI of more than 90% of the total outstanding shares of the capital stock of Eagle Cement; and (3) the approval of the shareholders of Eagle Cement.

As of November 4, 2022, the remaining issued and outstanding common stock of Eagle Cement consists of 574,877,004 common shares representing approximately 11.50% of Eagle Cement's issued and outstanding common stock (the "Minority Shares") held by shareholders other than the Share Sellers (the "Minority Shareholders").

The Tender Offer shall be subject to the terms set out in Annex A of the Application to Tender Shares in the Company to the Bidder (i.e., Exhibit D of the SEC Form 19-1 filed by SMEI with the SEC and the PSE ("Terms of the Tender Offer").

Tender Offer Period and Tender of Shares

The Tender Offer is intended to start at 9:30 am on November 7, 2022 and is initially intended to end on 12 noon of December 5, 2022 (the "Tender Offer Period").

During the Tender Offer Period, any Minority Shareholder who tender their shares ("Tendering Shareholder") may offer all or a portion of their common shares in Eagle Cement for acceptance by, and sale to, the Bidder ("Tender Offer Shares").

Tendering Shareholders are permitted to withdraw their Tender Offer Shares at any time while the Tender Offer Period remains open.

The accepted Tender Offer Shares are initially intended to be crossed through the PSE five (5) business days after the close of the Tender Offer Period or on December 14, 2022 ("Cross Date"), subject to the approval of the PSE of the special block sale of the Tender Offer Shares.

Subject to the approval by the PSE of the crossing of the Tender Offer Shares, the sale and purchase of the accepted Tender Offer Shares shall be settled on the Cross Date or on December 14, 2022, subject to any extension of the Tender Offer Period with the approval of the SEC ("Settlement Date").

Tender Offer Price

The price for the Tender Offer (the "Tender Offer Price") is P22.02 per common share, which is the highest valuation based on the fairness opinion or valuation report prepared by an independent financial adviser and is higher than the volume weighted average price of the Eagle Cement common shares for one (1) year immediately preceding the date of posting of the disclosure of the approval by the Company's Board of Directors of the Company's delisting from the PSE.

The Tender Offer Price shall be payable to Tendering Shareholders by way of credit to a nominated bank account or by way of check which shall be made available at the following address:

Philippine Equity Partners, Inc. (Tender Offer Agent)	
ADDRESS	10/F Philippine Stock Exchange Tower 5 th Avenue corner 28 th St Bonifacio Global City Taguig 1634
TEL NO.	(02) 8 640 6703; (02) 8 640 6707
CONTACT PERSON	Wyndell A. Mendoza

The Tender Offer Price does not include customary selling charges amounting to 0.621% of the total transaction value (excluding broker's commission). Customary selling charges shall be for the Tendering Shareholder's account, and shall include:

- (1) Stock transaction tax of 0.8% of the value of the transaction;
 - (2) Securities Clearing Corporation of the Philippines fee of 0.01% of the value of the transaction;
 - (3) PSE transaction fee of 0.005% of the value of the transaction;
 - (4) SEC Fee of 0.005% of the value of the transaction; and
 - (5) Securities Investors Protection Fund fee of 0.001% of the value of the transaction.
- (collectively, the "Selling Charges")

After deducting the Selling Charges from a Tendering Shareholder's account, the net Tender Offer Price is estimated to be P21.8833 per common share. In addition to the Selling Charges, broker's commission shall likewise be for the account of the Tendering Shareholder.

If the Tendering Shareholder will lodge its shares through the Tender Offer Agent, other fees such as lodgment fee and

B3



Abotiz
insaction,
ill secure
of GMR-
ort Corp.
operator

nd Mega-
or for in-
ent Louie
es the fair
report. He
tion pre-
ets for fu-
ndertake.
to secure
ne Metro
this time
ting Man-
guig City,
en to bid
act pack-

y.
bagged
04 of the
award-
struct the
nd Shaw
e tunnels

m

able En-
Western
gion, the
is ACEN
lar project
England
la, New
currently

been able
to a proj-
asis and,
n, do this
This an-
the suc-

TO ALL SHAREHOLDERS OF EAGLE CEMENT CORPORATION

Please be advised that San Miguel Equity Investments Inc. ("SMEI" or the "Bidder") is filing on November 7, 2022 a Tender Offer Report in SEC Form 19-1 with the Securities and Exchange Commission (the "SEC") and the Philippine Stock Exchange (the "PSE") pursuant to Section 19 of the Securities and Regulation Code ("SRC") in connection with its intention to acquire the remaining 574,877,004 common shares of Eagle Cement Corporation ("Eagle Cement").

SMEI intends to acquire, through a private sale, a total of 4,425,123,001 common shares of Eagle Cement, representing approximately 88.50% of Eagle Cement's outstanding capital stock (the "Sale Shares") registered in the names of, and/or beneficially owned by, Far East Holdings, Inc., Ramon S. Ang, John Paul L. Ang, and Morice L. Ang-Mercado (the "Share Sellers").

In accordance with the SRC and the Implementing Rules and Regulations of the SRC ("SRC Rules"), SMEI shall conduct a mandatory tender offer (the "Tender Offer") to acquire all of the remaining issued and outstanding common shares of Eagle Cement.

Subject to the approval of the PSE, SMEI intends to proceed to voluntarily delist Eagle Cement from the Main Board of the PSE ("Voluntary Delisting"). At a special meeting held on October 7, 2022, the Board of Directors of Eagle Cement has approved the Voluntary Delisting subject to: (1) the doing of the Transaction and the Tender Offer; (2) the acquisition by SMEI of more than 90% of the total outstanding shares of the capital stock of Eagle Cement; and (3) the approval of the shareholders of Eagle Cement.

As of November 4, 2022, the remaining issued and outstanding common stock of Eagle Cement consists of 574,877,004 common shares representing approximately 11.50% of Eagle Cement's issued and outstanding common stock (the "Minority Shares") held by shareholders other than the Share Sellers (the "Minority Shareholders").

The Tender Offer shall be subject to the terms set out in Annex A of the Application to Tender Shares in the Company to the Bidder (i.e., Exhibit D of the SEC Form 19-1 filed by SMEI with the SEC and the PSE ("Terms of the Tender Offer").

Tender Offer Period and Tender of Shares

The Tender Offer is intended to start at 9:30 am on November 7, 2022 and is initially intended to end on 12 noon of December 5, 2022 (the "Tender Offer Period").

During the Tender Offer Period, any Minority Shareholder who tender their shares ("Tendering Shareholder") may offer all or a portion of their common shares in Eagle Cement for acceptance by, and sale to, the Bidder ("Tender Offer Shares").

Tendering Shareholders are permitted to withdraw their Tender Offer Shares at any time while the Tender Offer Period remains open.

The accepted Tender Offer Shares are initially intended to be crossed through the PSE five (5) business days after the close of the Tender Offer Period or on December 14, 2022 ("Cross Date"), subject to the approval of the PSE of the special block sale of the Tender Offer Shares.

Subject to the approval by the PSE of the crossing of the Tender Offer Shares, the sale and purchase of the accepted Tender Offer Shares shall be settled on the Cross Date or on December 14, 2022, subject to any extension of the Tender Offer Period with the approval of the SEC ("Settlement Date").

Tender Offer Price

The price for the Tender Offer (the "Tender Offer Price") is P22.62 per common share, which is the highest valuation based on the fairness opinion or valuation report prepared by an independent financial adviser and is higher than the volume weighted average price of the Eagle Cement common shares for one (1) year immediately preceding the date of posting of the disclosure of the approval by the Company's Board of Directors of the Company's delisting from the PSE.

The Tender Offer Price shall be payable to Tendering Shareholders by way of credit to a nominated bank account or by way of check which shall be made available at the following address:

Philippine Equity Partners, Inc. (Tender Offer Agent)	
ADDRESS:	10/F Philippine Stock Exchange Tower 5th Avenue corner 28th St Bonifacio Global City Taguig 1634
TEL NO.:	(02) 8 540 6703, (02) 8 540 6707
CONTACT PERSON:	Wyndell A. Mendoza

The Tender Offer Price does not include customary selling charges amounting to 0.621% of the total transaction value (excluding broker's commission). Customary selling charges shall be for the Tendering Shareholder's account, and shall include:

- (1) Stock transaction tax of 0.6% of the value of the transaction;
 - (2) Securities Clearing Corporation of the Philippines fee of 0.01% of the value of the transaction;
 - (3) PSE transaction fee of 0.005% of the value of the transaction;
 - (4) SEC Fee of 0.005% of the value of the transaction; and
 - (5) Securities Investors Protection Fund fee of 0.001% of the value of the transaction.
- (collectively, the "Selling Charges").

After deducting the Selling Charges from a Tendering Shareholder's account, the net Tender Offer Price is estimated to be P21.8833 per common share. In addition to the Selling Charges, broker's commission shall likewise be for the account of the Tendering Shareholder.

If the Tendering Shareholder will lodge its shares through the Tender Offer Agent, other fees such as lodgment fee and trade transfer fee (as applicable) will be for the account of the Bidder. If the Tendering Shareholder will lodge its shares through a different PSE authorized broker, other fees such as lodgment fee and trade transfer fee (as applicable) will be for the account of the Tendering Shareholder.

The selling broker's commission, including all associated tax, shall be payable by the Tendering Shareholder, subject to the usual

operat-
t plants,
thermal
it in the
r.
tributed
at P25.11
t P51.42
at P3.63
mues at

lower,
b P24.56
n.
ncurred
and other

a energy
Group,
s (MW)
y in the
Indone-
a, with a
percent,
ghest in

is to be
ewables
sia, with
igawatts
acity by

anced its
Net Zero
ions by
the early
ing coal
ition the
portfolio
e energy

veloper,

TO ALL SHAREHOLDERS OF EAGLE CEMENT CORPORATION

Please be advised that San Miguel Equity Investments Inc. ("SMEI" or the "Bidder") is filing on November 7, 2022 a Tender Offer Report in SEC Form 19-1 with the Securities and Exchange Commission (the "SEC") and the Philippine Stock Exchange (the "PSE") pursuant to Section 19 of the Securities and Regulation Code ("SRC") in connection with its intention to acquire the remaining 574,877,004 common shares of Eagle Cement Corporation ("Eagle Cement").

SMEI intends to acquire, through a private sale, a total of 4,425,123,001 common shares of Eagle Cement, representing approximately 88.50% of Eagle Cement's outstanding capital stock (the "Sale Shares") registered in the names of, and/or beneficially owned by, Far East Holdings, Inc., Ramon S. Ang, John Paul L. Ang, and Monica L. Ang-Mercado (the "Share Sellers").

In accordance with the SRC and the Implementing Rules and Regulations of the SRC ("SRC Rules"), SMEI shall conduct a mandatory tender offer (the "Tender Offer") to acquire all of the remaining issued and outstanding common shares of Eagle Cement.

Subject to the approval of the PSE, SMEI intends to proceed to voluntarily delist Eagle Cement from the Main Board of the PSE ("Voluntary Delisting"). At a special meeting held on October 7, 2022, the Board of Directors of Eagle Cement has approved the Voluntary Delisting subject to: (1) the closing of the Transaction and the Tender Offer; (2) the acquisition by SMEI of more than 90% of the total outstanding shares of the capital stock of Eagle Cement; and (3) the approval of the shareholders of Eagle Cement.

As of November 4, 2022, the remaining issued and outstanding common stock of Eagle Cement consists of 574,877,004 common shares representing approximately 11.50% of Eagle Cement's issued and outstanding common stock (the "Minority Shares") held by shareholders other than the Share Sellers (the "Minority Shareholders").

The Tender Offer shall be subject to the terms set out in Annex A of the Application to Tender Shares in the Company to the Bidder (i.e., Exhibit D of the SEC Form 19-1 filed by SMEI with the SEC and the PSE ("Terms of the Tender Offer").

Tender Offer Period and Tender of Shares

The Tender Offer is intended to start at 9:30 am on November 7, 2022 and is initially intended to end on 12 noon of December 5, 2022 (the "Tender Offer Period").

During the Tender Offer Period, any Minority Shareholder who tender their shares ("Tendering Shareholder") may offer all or a portion of their common shares in Eagle Cement for acceptance by, and sale to, the Bidder ("Tender Offer Shares").

Tendering Shareholders are permitted to withdraw their Tender Offer Shares at any time while the Tender Offer Period remains open.

The accepted Tender Offer Shares are initially intended to be crossed through the PSE five (5) business days after the close of the Tender Offer Period or on December 14, 2022 ("Cross Date"), subject to the approval of the PSE of the special block sale of the Tender Offer Shares.

Subject to the approval by the PSE of the crossing of the Tender Offer Shares, the sale and purchase of the accepted Tender Offer Shares shall be settled on the Cross Date or on December 14, 2022, subject to any extension of the Tender Offer Period with the approval of the SEC ("Settlement Date").

Tender Offer Price

The price for the Tender Offer (the "Tender Offer Price") is P22.02 per common share, which is the highest valuation based on the fairness opinion or valuation report prepared by an independent financial adviser and is higher than the volume weighted average price of the Eagle Cement common shares for one (1) year immediately preceding the date of posting of the disclosure of the approval by the Company's Board of Directors of the Company's delisting from the PSE.

The Tender Offer Price shall be payable to Tendering Shareholders by way of credit to a nominated bank account or by way of check which shall be made available at the following address:

Philippine Equity Partners, Inc. (Tender Offer Agent)	
ADDRESS	10/F Philippine Stock Exchange Tower 5 th Avenue corner 28 th St Bonifacio Global City Taguig 1634
TEL NO.:	(02) 8 640 6703; (02) 8 640 6707
CONTACT PERSON	Wyndell A. Mendoza

The Tender Offer Price does not include customary selling charges amounting to 0.621% of the total transaction value (excluding broker's commission). Customary selling charges shall be for the Tendering Shareholder's account, and shall include:

- (1) Stock transaction tax of 0.6% of the value of the transaction;
- (2) Securities Clearing Corporation of the Philippines fee of 0.01% of the value of the transaction;
- (3) PSE transaction fee of 0.005% of the value of the transaction;
- (4) SEC Fee of 0.005% of the value of the transaction; and
- (5) Securities Investors Protection Fund fee of 0.001% of the value of the transaction, collectively, the "Selling Charges".

After deducting the Selling Charges from a Tendering Shareholder's account, the net Tender Offer Price is estimated to be P21.8633 per common share. In addition to the Selling Charges, broker's commission shall likewise be for the account of the Tendering Shareholder.

If the Tendering Shareholder will lodge its shares through the Tender Offer Agent, other fees such as lodgment fee and

MALAYA BUSINESS INSIGHT

Malaya
Business Insight

People's Independent Media, Inc.

652 Sto. Tomas St., Intramuros, Manila
Tel. Nos. 527-1841 * 527-7242

REPUBLIC OF THE PHILIPPINE)
CITY OF MANILA) S.S.

AFFIDAVIT OF PUBLICATION

I, **Mitchell M. Encarnado**, Filipino of legal age, married and residing at No. 1131 Prudencio St., Sampaloc, Manila after having been duly sworn to in accordance with law, depose and say:

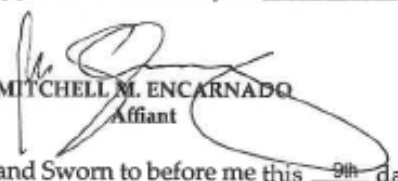
That I am the Business Manager/Advertising Director of Malaya Business Insight, a daily newspaper published, edited and printed in Metro Manila and circulated nationwide, from Monday to Friday with editorial and business offices at 652 Sto. Tomas St., Intramuros, Manila.

That the attached copy of notice to all shareholders of Eagle Cement Corporation from San Miguel Equity Investments Inc. (SMEI),

was published in Malaya Business Insight in its issue/s

November 7, 8 & 9, 2022

In witness whereof, I signed this affidavit in Manila Philippines, this 9th day of November 2022


MITCHELL M. ENCARNADO
Affiant

Subscribed and Sworn to before me this 9th day of November 2022, in Makati City, Philippines, affiant exhibiting to me his SSS No. 04-0922169-7.

Notary Public


JOSHUA P. LAPUZ

Notary Public for Makati City

Appointment No. M-19/ Until 12-31-23

Roll NO. 45790/IBP Lifetime No. 04897/07-03-03

PTR O.R No. 8852510/01-03-22/ Makati City

MCLE No. VI-0016565/ Unit 04-14-23

G/F Fedman Suites, 199 Salcedo St.

Legaspi Village, Makati City

Doc. No. 1A
Page No. 25
Book No. 243
Series of 2022

TO ALL SHAREHOLDERS OF EAGLE CEMENT CORPORATION

Please be advised that San Miguel Equity Investments Inc. ("SMEI" or the "Bidder") is filing on November 7, 2022 a Tender Offer Report in SEC Form 19-1 with the Securities and Exchange Commission (the "SEC") and the Philippine Stock Exchange (the "PSE") pursuant to Section 19 of the Securities and Regulation Code ("SRC") in connection with its intention to acquire the remaining 574,877,004 common shares of Eagle Cement Corporation ("Eagle Cement").

SMEI intends to acquire, through a private sale, a total of 4,425,123,001 common shares of Eagle Cement, representing approximately 88.50% of Eagle Cement's outstanding capital stock (the "Sale Shares") registered in the names of, and/or beneficially owned by, Far East Holdings, Inc., Ramon S. Ang, John Paul L. Ang, and Monica L. Ang-Mercado (the "Share Sellers").

In accordance with the SRC and the Implementing Rules and Regulations of the SRC ("SRC Rules"), SMEI shall conduct a mandatory tender offer (the "Tender Offer") to acquire all of the remaining issued and outstanding common shares of Eagle Cement.

Subject to the approval of the PSE, SMEI intends to proceed to voluntarily delist Eagle Cement from the Main Board of the PSE ("Voluntary Delisting"). At a special meeting held on October 7, 2022, the Board of Directors of Eagle Cement has approved the Voluntary Delisting subject to: (1) the closing of the Transaction and the Tender Offer; (2) the acquisition by SMEI of more than 90% of the total outstanding shares of the capital stock of Eagle Cement; and (3) the approval of the shareholders of Eagle Cement.

As of November 4, 2022, the remaining issued and outstanding common stock of Eagle Cement consists of 574,877,004 common shares representing approximately 11.50% of Eagle Cement's issued and outstanding common stock (the "Minority Shares") held by shareholders other than the Share Sellers (the "Minority Shareholders").

The Tender Offer shall be subject to the terms set out in Annex A of the Application to Tender Shares in the Company to the Bidder (i.e., Exhibit D of the SEC Form 19-1 filed by SMEI with the SEC and the PSE ("Terms of the Tender Offer").

Tender Offer Period and Tender of Shares

The Tender Offer is intended to start at 9:30 am on November 7, 2022 and is initially intended to end on 12 noon of December 5, 2022 (the "Tender Offer Period").

During the Tender Offer Period, any Minority Shareholder who tender their shares ("Tendering Shareholder") may offer all or a portion of their common shares in Eagle Cement for acceptance by, and sale to, the Bidder ("Tender Offer Shares").

Tendering Shareholders are permitted to withdraw their Tender Offer Shares at any time while the Tender Offer Period remains open.

The accepted Tender Offer Shares are initially intended to be crossed through the PSE five (5) business days after the close of the Tender Offer Period or on December 14, 2022 ("Cross Date"), subject to the approval of the PSE of the special block sale of the Tender Offer Shares.

Subject to the approval by the PSE of the crossing of the Tender Offer Shares, the sale and purchase of the accepted Tender Offer Shares shall be settled on the Cross Date or on December 14, 2022, subject to any extension of the Tender Offer Period with the approval of the SEC ("Settlement Date").

Tender Offer Price

The price for the Tender Offer (the "Tender Offer Price") is ₱22.02 per common share, which is the highest valuation based on the fairness opinion or valuation report prepared by an independent financial advisor and is higher than the volume-weighted average price of the Eagle Cement common shares for one (1) year immediately preceding the date of posting of the disclosure of the approval by the Company's Board of Directors of the Company's delisting from the PSE.

The Tender Offer Price shall be payable to Tendering Shareholders by way of credit to a nominated bank account or by way of check which shall be made available at the following address:

Philippine Equity Partners, Inc. ("Tender Offer Agent")	
ADDRESS:	10/F Philippine Stock Exchange Tower 5th Avenue corner 28th St. Bonifacio Global City Taguig 1634
TEL NO.:	(02) 8 640 6703; (02) 8 640 6707
CONTACT PERSON:	Wyndel A. Mendoza

The Tender Offer Price does not include customary selling charges amounting to 0.621% of the total transaction value (excluding broker's commission). Customary selling charges shall be for the Tendering Shareholder's account, and shall include:

- (1) Stock transaction tax of 0.6% of the value of the transaction;
- (2) Securities Clearing Corporation of the Philippines fee of 0.01% of the value of the transaction;

TO ALL SHAREHOLDERS OF EAGLE CEMENT CORPORATION

Please be advised that San Miguel Equity Investments, Inc. ("SMEI" or the "Bidder") is filing on November 7, 2022 a Tender Offer Report in SEC Form 19-1 with the Securities and Exchange Commission (the "SEC") and the Philippine Stock Exchange (the "PSE") pursuant to Section 19 of the Securities and Regulation Code ("SRC") in connection with its intention to acquire the remaining 574,577,004 common shares of Eagle Cement Corporation ("Eagle Cement").

SMEI intends to acquire, through a private sale, a total of 4,425,123,001 common shares of Eagle Cement, representing approximately 88.50% of Eagle Cement's outstanding capital stock (the "Sale Shares") registered in the names of, and/or beneficially owned by, Far East Holdings, Inc., Ramon S. Ang, John Paul L. Ang, and Monica L. Ang-Mercado (the "Share Sellers").

In accordance with the SRC and the implementing Rules and Regulations of the SRC ("SRC Rules"), SMEI shall conduct a mandatory tender offer (the "Tender Offer") to acquire all of the remaining issued and outstanding common shares of Eagle Cement.

Subject to the approval of the PSE, SMEI intends to proceed to voluntarily delist Eagle Cement from the Main Board of the PSE ("Voluntary Delisting"). At a special meeting held on October 7, 2022, the Board of Directors of Eagle Cement has approved the Voluntary Delisting subject to: (1) the closing of the Transaction and the Tender Offer; (2) the acquisition by SMEI of more than 90% of the total outstanding shares of the capital stock of Eagle Cement; and (3) the approval of the shareholders of Eagle Cement.

As of November 4, 2022, the remaining issued and outstanding common stock of Eagle Cement consists of 574,577,004 common shares representing approximately 11.50% of Eagle Cement's issued and outstanding common stock (the "Minority Shares") held by shareholders other than the Share Sellers (the "Minority Shareholders").

The Tender Offer shall be subject to the terms set out in Annex A of the Application to Tender Shares in the Company to the Bidder (i.e., Exhibit D of the SEC Form 19-1 filed by SMEI with the SEC and the PSE ("Terms of the Tender Offer").

Tender Offer Period and Tender of Shares

The Tender Offer is intended to start at 9:30 am on November 7, 2022 and is initially intended to end on 12 noon of December 5, 2022 (the "Tender Offer Period").

During the Tender Offer Period, any Minority Shareholder who tender their shares ("Tendering Shareholder") may offer all or a portion of their common shares in Eagle Cement for acceptance by, and sale to, the Bidder ("Tender Offer Shares").

Tendering Shareholders are permitted to withdraw their Tender Offer Shares at any time while the Tender Offer Period remains open.

The accepted Tender Offer Shares are initially intended to be crossed through the PSE five (5) business days after the close of the Tender Offer Period or on December 14, 2022 ("Cross Date"), subject to the approval of the PSE of the special block sale of the Tender Offer Shares.

Subject to the approval by the PSE of the crossing of the Tender Offer Shares, the sale and purchase of the accepted Tender Offer Shares shall be settled on the Cross Date or on December 14, 2022, subject to any extension of the Tender Offer Period with the approval of the SEC ("Settlement Date").

Tender Offer Price

The price for the Tender Offer (the "Tender Offer Price") is P22.02 per common share, which is the highest valuation based on the fairness opinion or valuation report prepared by an independent financial adviser and is higher than the volume weighted average price of the Eagle Cement common shares for one (1) year immediately preceding the date of posting of the disclosure of the approval by the Company's Board of Directors of the Company's delisting from the PSE.

The Tender Offer Price shall be payable to Tendering Shareholders by way of credit to a nominated bank account or by way of check which shall be made available at the following address:

Philippine Equity Partners, Inc. ("Tender Offer Agent")	
ADDRESS:	10th Philippine Stock Exchange Tower 5th Avenue corner 28th St. Bonifacio Global City Taguig 1634
TEL NO.:	(02) 8 640 6703; (02) 8 640 6707
CONTACT PERSON:	Wyndell A. Mendoza

The Tender Offer Price does not include customary selling charges amounting to 0.621% of the total transaction value (excluding broker's commission). Customary selling charges shall be for the Tendering Shareholder's account, and shall include:

- (1) Stock transaction tax of 0.6% of the value of the transaction;
- (2) Securities Clearing Corporation of the Philippines fee of 0.01% of the value of the transaction;

TO ALL SHAREHOLDERS OF EAGLE CEMENT CORPORATION

Please be advised that San Miguel Equity Investments Inc. ("SMEI" or the "Bidder") is filing on November 7, 2022 a Tender Offer Report in SEC Form 19-1 with the Securities and Exchange Commission (the "SEC") and the Philippine Stock Exchange (the "PSE") pursuant to Section 19 of the Securities and Regulation Code ("SRC") in connection with its intention to acquire the remaining 574,877,004 common shares of Eagle Cement Corporation ("Eagle Cement").

SMEI intends to acquire, through a private sale, a total of 4,425,123,001 common shares of Eagle Cement, representing approximately 88.50% of Eagle Cement's outstanding capital stock (the "Sale Shares") registered in the names of, and/or beneficially owned by, Far East Holdings, Inc., Ramon S. Ang, John Paul L. Ang, and Monica L. Ang-Mercado (the "Share Sellers").

In accordance with the SRC and the Implementing Rules and Regulations of the SRC ("SRC Rules"), SMEI shall conduct a mandatory tender offer (the "Tender Offer") to acquire all of the remaining issued and outstanding common shares of Eagle Cement.

Subject to the approval of the PSE, SMEI intends to proceed to voluntarily delist Eagle Cement from the Main Board of the PSE ("Voluntary Delisting"). At a special meeting held on October 7, 2022, the Board of Directors of Eagle Cement has approved the Voluntary Delisting subject to: (1) the closing of the Transaction and the Tender Offer; (2) the acquisition by SMEI of more than 90% of the total outstanding shares of the capital stock of Eagle Cement; and (3) the approval of the shareholders of Eagle Cement.

As of November 4, 2022, the remaining issued and outstanding common stock of Eagle Cement consists of 574,877,004 common shares representing approximately 11.50% of Eagle Cement's issued and outstanding common stock (the "Minority Shares") held by shareholders other than the Share Sellers (the "Minority Shareholders").

The Tender Offer shall be subject to the terms set out in Annex A of the Application to Tender Shares in the Company to the Bidder (i.e., Exhibit D of the SEC Form 19-1 filed by SMEI with the SEC and the PSE ("Terms of the Tender Offer").

Tender Offer Period and Tender of Shares

The Tender Offer is intended to start at 9:30 am on November 7, 2022 and is initially intended to end on 12 noon of December 5, 2022 (the "Tender Offer Period").

During the Tender Offer Period, any Minority Shareholder who tender their shares ("Tendering Shareholder") may offer all or a portion of their common shares in Eagle Cement for acceptance by, and sale to, the Bidder ("Tender Offer Shares").

Tendering Shareholders are permitted to withdraw their Tender Offer Shares at any time while the Tender Offer Period remains open.

The accepted Tender Offer Shares are initially intended to be crossed through the PSE five (5) business days after the close of the Tender Offer Period or on December 14, 2022 ("Cross Date"), subject to the approval of the PSE of the special block sale of the Tender Offer Shares.

Subject to the approval by the PSE of the crossing of the Tender Offer Shares, the sale and purchase of the accepted Tender Offer Shares shall be settled on the Cross Date or on December 14, 2022, subject to any extension of the Tender Offer Period with the approval of the SEC ("Settlement Date").

Tender Offer Price

The price for the Tender Offer (the "Tender Offer Price") is ₱22.02 per common share, which is the highest valuation based on the fairness opinion or valuation report prepared by an independent financial adviser and is higher than the volume weighted average price of the Eagle Cement common shares for one (1) year immediately preceding the date of posting of the disclosure of the approval by the Company's Board of Directors of the Company's delisting from the PSE.

The Tender Offer Price shall be payable to Tendering Shareholders by way of credit to a nominated bank account or by way of check which shall be made available at the following address:

Philippine Equity Partners, Inc. ("Tender Offer Agent")	
ADDRESS:	10th Philippine Stock Exchange Tower 5th Avenue corner 28th St. Bonifacio Global City Taguig 1634
TEL NO.:	(02) 8 640 6703, (02) 8 640 6707
CONTACT PERSON:	Wynndell A. Mendoza

The Tender Offer Price does not include customary selling charges amounting to 0.621% of the total transaction value (excluding broker's commission). Customary selling charges shall be for the Tendering Shareholder's account, and shall include:

- (1) Stock transaction tax of 0.5% of the value of the transaction;
- (2) Securities Clearing Corporation of the Philippines fee of 0.01% of the value of the transaction;