

Appendix 1

SEC Form 10.1: Sample Format

Name of issuer whose securities are being offered for sale or sold

Date

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 10.1

NOTICE OF/APPLICATION FOR CONFIRMATION EXEMPT TRANSACTION

Check Applicable Box:

- Application for Commission's confirmation of availability of exemption
- Notice of Exempt Transaction

1. State the provision of Section 10.1 of the Code under which exemption is based:

2. Information about the securities for which this Notice/Application has been filed:

(a) Title of class of securities being offered for sale/sold	
(b) Form of payment	
(c) Number and price/value of the securities being offered for sale/sold	
(d) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	
(e) Are the securities traded on any other trading market and, if so, disclose latest trading price	
(f) Capital structure as of the date prior to this issuance: 1) Authorized capital stock, par value, number of shares and amount	
2) Subscribed capital stock, number of shares and amount	
3) Unissued shares	

SEC Form 10.1

Date -----

3. Additional information about the securities where this Notice/Application is filed by the issuer thereof:

(a) Exact name of issuer as specified in its charter	
(b) Place (province, country or other jurisdiction of incorporation) and date thereof	
(c) SEC Identification Number	
(d) BIR Tax Identification Number	
(e) Address of principal office	
(f) Issuer's telephone number, including area code	
(g) Former name or former address, if any, since filing of last report with the SEC	
(h) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	
(i) Other securities registered with the Commission under the Revised Securities Act or the Securities Regulation Code (title of each class, number of shares)	
(j) Describe any other offer for sale/sale of securities by the issuer for the last 12 months for which exemptive relief from registration was claimed under RSA or Section 10.1 of the Code. This should include the basis of exemption, class of securities, amount and number of investors.	
(k) Name of underwriter or selling agent involved in the sale	

4. If securities are being sold by the owner thereof, please disclose:

(a) Name of Selling Owner or Owner's Representative	
(b) Date of acquisition and from whom (issuer, another person)	
(c) Price of securities when acquired	

5. Terms and Conditions of the Sale:

(a) Date and place of initiation of selling efforts (or proposed date and place of sale if prior confirmation is requested)	
(b) Unless being sold by the issuer or the owner, please disclose name of person selling the securities and his authority	
(c) Lock-Up Period	
(d) Summary of other terms and conditions of the sale.	

6. Information about purchasers

For Applications for Confirmation:

- Check if purchasers are **existing** stockholders and indicate the **number** of existing stockholder/s _____.
- Check if purchasers are **new** investors not exceeding 19 and indicate the **number** of new investor/s _____.

(Note: A list containing the information required under this item shall be filed within 30 days from receipt of confirmation of exemption.)

For Notice of Exemption (Provide the following information:)

(a) Name, address and legal residence of each purchaser, and indicate whether each purchaser is a “qualified buyer” under Section 10.1(1) of the Code.	
(b) Number of shares which shall be purchased/ purchased by each purchaser	
(c) For each purchaser, indicate whether such person is an officer, director or holder of at least 5% of any class of equity shares of the issuer	
(d) Indicate the class, number, and percentage of all shares of the issuer already owned by each purchaser	

7. Exhibits

In addition to the above information, the applicant hereby submits with this Notice/Application the following documents:

- (a) Written Disclosure to Investors containing the required information under Paragraphs (1) and (iii)(d) (in case of private placements only) of SRC Rule 10.1; and
- (b) Copy of other materials to be used/used in connection with the offering for sale or sale.
- (c) If the consideration is other than cash, documents supporting the proper valuation of the payment to be received in exchange of the securities to be issued.

8. Filing Fees

This notice with an application for confirmation of availability of an exemption under SRC Rule 10.1 of the Code has been submitted along with the payment of the prescribed fee in the amount of _____ under O.R. No. _____. (Fill this up if applicable only)

Signatures

The undersigned hereby certifies that the exemption applied for hereunder is available and all requirements set forth in SRC Rule 10.1 have been complied with.

Pursuant to the requirements of the Code and SRC Rule 10.1 thereunder _____
(Name of Seller)

has caused this certification to be signed on its behalf by a duly authorized person who, in case of a juridical person, shall be the President thereof.

Date: _____

By: _____
President

Instruction

The applicant shall file with the Commission five (5) copies of this SEC Form 10.1, one of which shall be manually signed by a duly authorized person who, in case of a juridical person, shall be the President.

Appendix 2

Resource Information

For easy reference and access to further information about the topics discussed in the AMBIF Implementation Guidelines for the Philippines—including the relevant policy bodies, regulatory authorities, securities market-related institutions, and the Philippine bond market at large—interested parties are encouraged to utilize the following links (all websites are in English):

ASEAN+3 Multi-Currency Bond Issuance Framework—Single Submission Form
<http://tinyurl.com/AMBIF-Single-Submission-Form>

ASEAN+3 Bond Market Guide—Philippines
[https://wpqr4.adb.org/LotusQuickr/asean3abmf/Main.nsf/h_Index/4CC53EFBD63D7BA3482579D4001B5CED/\\$file/abmf%20vol1%20sec%208%20phi.pdf](https://wpqr4.adb.org/LotusQuickr/asean3abmf/Main.nsf/h_Index/4CC53EFBD63D7BA3482579D4001B5CED/$file/abmf%20vol1%20sec%208%20phi.pdf)

Bangko Sentral ng Pilipinas
<http://www.bsp.gov.ph>

Bangko Sentral ng Pilipinas—Manual of Regulations on Foreign Exchange Transactions
<http://www.bsp.gov.ph/downloads/regulations/morfxt/morfxt.pdf>

Bureau of the Treasury
<http://www.treasury.gov.ph>

Philippine Dealing System Holdings Corp.
<http://www.pds.com.ph>

Philippine Dealing System Holdings Corp.—PDEX Bond Market Rules
<http://www.pds.com.ph/wp-content/uploads/2014/05/PDEX-Rules-for-the-Fixed-Income-Securities-Market-as-Amended-Revised-09-June-20141.pdf>

Securities and Exchange Commission of the Philippines
<http://www.sec.gov.ph>

Securities and Exchange Commission of the Philippines—CRA Guidelines (March 2014)
<http://www.sec.gov.ph/laws/.../sec%20memo%20no.%207,%20s2014.pdf>

Appendix 3

Glossary of Technical Terms

Annex D.2	Annex containing bond and note issuance approval application in Manual of Regulations on Foreign Exchange Transactions
corporate notes	Market term for previous private placements in Philippine market
enrollment	Process of listing bonds on PDEX for professional issuances, a prerequisite under Philippine regulations
Exempt Transactions	Debt securities issuance that are not subject to the full disclosure and public offer regulatory framework
filing	Action of submitting documentation
listing	Typically, action of submitting a bond issue or other securities to an exchange for the purpose of trading, price finding, disclosure or profiling
registration	Action of registering a bond issue, for reference pricing or disclosure purposes
sponsor	Party who enrolls a bond or note in PDEX