

: SERIES 2B PREFERRED SHAREHOLDERS OF MEGAWIDE CONSTRUCTION CORPORATION OR THE

:

: 03 August 2021

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On 30 June 2021, the Board of Directors of Megawide approved the declaration of cash

	fifteen percent (15%) on taxes due from the NRFC <sup>2</sup>
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In order to avail of preferential withholding tax rates or tax exemptions on dividend income, the respective shareholders are advised to submit the following documents:

1. For NRFC or NRAI shareholders entitled to preferential tax rates pursuant to a tax treaty between the Philippines and country of residence

institutions established by foreign governments, who are shareholders of Megawide and are likewise exempt from paying income tax as provided under the NIRC:

- a. (i) Certified true copy of the approved BIR Ruling confirming the tax exemption claimed or a decision of the SC confirming the shareholder's entitlement to the tax exemption; *or* (ii) Application for BIR Ruling duly filed with the BIR (with supporting documents) for the confirmation/availment of the said tax exemption;
  - b. Notarized or Consularized/Authenticated (if executed in a foreign country) Undertaking, substantially in the form attached as which contains, among others, the obligations of the shareholder to indemnify Megawide in case of deficiency assessment by the BIR; *and*
  - c. Notarized or Consularized/Authenticated (if executed in a foreign country) Certification issued by the Ministry of Finance or its equivalent in the shareholder's country of residence duly authenticated by the Philippine Consulate in that country that such foreign governments, financing institutions owned, controlled or enjoying refinancing from foreign governments, sovereign funds and international, regional or multi-lateral institutions established by foreign governments are entitled to tax exemption on dividend income.
5. For Individual Resident Aliens shareholders:
- a. Copy of the shareholder's Alien Certificate of Registration I-Card;
  - b. Copy of shareholder's Philippine visa (working or resident, as applicable); *or*
  - c. Copy of the Bureau of Immigration List of Registered Aliens.
6. For Certificated Domestic Shareholders:
- a. Corporations Certified true copy of the latest General Information Sheet; *and*
  - b. Individuals Government Issued ID with photo.



[Shareholder/Beneficial Owner], with address at [\_\_\_\_\_], [represented herein by the undersigned Name and Designation] the Shareholder after having been sworn in accordance with law hereby declares that:

1. The Shareholder is the [registered and/or beneficial owner] in fee simple of [number of shares] of Megawide Construction Corporation Mega ide Series 2B preferred shares (the Shares
2. The Shareholder is entitled to receive cash dividend declared last 30 June 2021 in the amount of PHP 1.4375 per Share.
3. The Shareholder represents and warrants to Megawide that it is [entitled to a preferential tax rate of fifteen percent (15%) pursuant to Section 28(B)(5)(b) of the National Internal Revenue Code of the Philippines NIRC ; tax exempt pursuant to Section [\_\_\_\_\_] of the NIRC; entitled to a tax treaty relief in accordance with [\_\_\_\_\_] as evidenced by the attached supporting documents, in compliance with the Memorandum of Mega ide on the *Tax Guidelines for the Availment of Preferential Tax Rates on the August 2021 MWP2B Cash Dividend Declaration* dated 03 August 2021.
4. The Shareholder undertakes and warrants that it shall promptly advise Megawide of any change in its circumstance that may or would result in the dividend income of the Shares being ineligible to the [preferential tax rate; tax exemption; tax treaty relief] stated in paragraph 3 above.
5. The Shareholder hereby authorizes Megawide to rely solely on the foregoing representations in all of the Shareholder s holdings transactions and dealings in respect of the Shares
6. The Shareholder hereby holds Megawide free and harmless from, and undertakes to indemnify Megawide against, any and all obligations (including any tax obligation), actions, charges, claims, costs and other expenses that Megawide may incur or be subjected to on account of its reliance on the foregoing representations and warranties. The Shareholder assumes all risks and liabilities arising out of its representations herein.
7. In the event that the Bureau of Internal Revenue BIR shall issue any demand letter or assessment notice against Megawide following a lawful and timely audit despite presentation/submission of documentary proof on the Shareholder s [preferential tax rate; tax-exempt status], the Shareholder shall immediately pay such assessment or may enter into compromise agreement with BIR without recourse to Megawide. The Shareholder shall submit to Megawide proof of payment of the tax assessment duly stamped received by the BIR and such other proof of settlement of the tax assessment and/or tax audit termination without BIR and

IN WITNESS WHEREOF, this Undertaking has been signed this \_\_\_\_\_ 2021 in \_\_\_\_\_.

\_\_\_\_\_  
[Name and signature of the Shareholder or Authorized Representative]

[NOTARIAL/AUTHENTICATION PORTION]

I, [Name], of legal age, [Nationality], with office address at [\_\_\_\_\_], being the [\_\_\_\_\_] of [NAME OF BROKER OR CUSTODIAN BANK], an entity duly organized and existing under the laws of [\_\_\_\_\_], with office address at [\_\_\_\_\_], under oath, do hereby certify that:

1. Below is the list

this Certification. For this purpose, [NAME OF BROKER OR CUSTODIAN BANK] undertakes to pay to Megawide, upon written notice, the amounts that Megawide may be required to pay to the BIR for any deficiency in the amount of tax withheld and remitted.

4. [NAME OF BROKER OR CUSTODIAN BANK] further represents and warrants that all necessary consents, permits and approvals for the execution of this Certification have been secured and are in full force and effect.

IN WITNESS WHEREOF, this Certification has been signed this \_\_\_\_\_ in \_\_\_\_\_.

[NAME OF BROKER OR CUSTODIAN BANK]

By:

\_\_\_\_\_  
[SIGNATURE OVER PRINTED NAME]

[POSITION OF AUTHORIZED SIGNATORY]

[NOTARIAL/AUTHENTICATION PORTION]