

IN 4 COPIES: WHITE – Issuer / Stock and Transfer Agent PINK - Receiving Agent YELLOW - Underwriter / PSE Trading Participant BLUE – Applicant

## APPLICATION TO PURCHASE

## Offer of 3,342,864,000 Common Shares with an Overallotment Option of up to 305,103,000 Common Shares

with Par Value of P1.00 per Common Share at the Offer Price of P6.45 per Common Share (the "Offer Shares")

This Application to Purchase Form, to be completed in <u>four (4) copies</u>, together with two (2) duly executed signature cards, the appropriate payment, and all required attachments, collectively comprising the application by the applicant (the "**Applicant**") to purchase Offer Shares (the "**Application**") must be received by Stock Transfer Service, Inc. (the "**Receiving Agent**" or the "**Stock and Transfer Agent**"), or by the Lead Local Underwriter, Local Underwriters, Participating Underwriter, Lead International Bookrunners no later than 12:00 noon, Manila Time, on September 3, 2021, unless otherwise extended or earlier terminated, with the approval of the Securities & Exchange Commission ("**SEC**") and The Philippine Stock Exchange, Inc. ("**PSE**"). Application forms received thereafter or without the attachments or requirements specified below will be rejected.

This Application is irrevocable upon submission and once received, may not be withdrawn by the Applicant. RL Commercial REIT, Inc. (the "**Company**", the "**Issuer**", or "**RCR**"), by itself or through the Receiving Agent, in conformity with BPI Capital Corporation, the Joint Global Coordinator, Lead Manager, Joint Bookrunner, and Lead Local Underwriter (the "**Lead Local Underwriter**"), China Bank Capital Corporation, First Metro Investment Corporation and PNB Capital and Investment Corporation (collectively, the "**Local Underwriter**"), SB Capital Investment Corporation (the "**Participating Underwriter**"), UBS A.G. Singapore Branch, the Joint Global Coordinator, Lead Manager, Joint Bookrunner, and Lead International Bookrunner(the "**Lead International Bookrunner**"), and CLSA Limited and Merrill Lynch (Singapore) Pte. Ltd. (the "**International Bookrunner**"), reserves the right to accept or reject, in whole or in part, this Application. Applications improperly or incompletely accomplished may be rejected. In case of over-subscription, the Company, by itself or through the Receiving Agent in conformity with the Lead Local Underwriter, reserves the right to allocate the Offer Shares available to Applicants in the manner they deem appropriate.

An Application, once accepted and approved by the Company through the Receiving Agent in conformity with the Lead Local Underwriter, Local Underwriters, Participating Underwriter, Lead International Bookrunner, and International Bookrunners, shall constitute a purchase agreement between the Company and the Applicant for the purchase of the Offer Shares in the number approved by the Company at the time, in the manner, and subject to (a) the conditions set forth herein; (b) receipt by the Company of the appropriate payment in good cleared funds from the Applicant; (c) the successful listing of the Offer Shares on the PSE; and (d) upon the underwriting and purchase obligations of the Lead Local Underwriter, Local Underwriters, Participating Underwriter, Lead International Bookrunner, and International Bookrunners becoming unconditional and not being suspended, terminated or cancelled, on or before such listing.

Capitalized terms used herein shall have the meaning ascribed to them in the final REIT Plan dated August 20, 2021 (the "REIT Plan") filed by the Company with the PSE and uploaded on the Company's website, https://www.rlcommercialreit.com.ph, as may be amended or supplemented. The direct link to the REIT Plan is also available on the PSE EDGE website at https://edge.pse.com.ph. Applicants are advised to read the REIT Plan before subscribing to the Offer Shares.

APPLICATION

I/We apply to purchase RCR Offer Shares under the terms and conditions stated herein and in the REIT Plan for the Offer, as follows:					
NUMBER OF OFFER SHARES	OFFER PRICE PER OFFER SHARE (IN PESOS)	TOTAL SUBSCRIPTION AMOUNT (IN PESOS)			
	₽6.45	<u>p</u>			
Applications must be for a minimum of 1 000 Offer Shares and thereafter in multiples of 100 Offer Shares					

PDTC LODGEMENT

All Offer Shares are required to be lodged with the Philippine Depository & Trust Corp. ("PDTC") as Depository Agent on Listing Date in the Applicant's Name on Central Depository ("NOCD") sub-account with the PDTC, through Eligible PSE Trading Participants ("Depository Participants") nominated by the accepted Applicants. It shall be the obligation and the responsibility of the Applicant to provide the <u>correct and complete</u> information required for PDTC lodgment. No physical certificates will be issued after lodgment on or before Listing Date. As required under the PSE Amended Listing Rules for REITs, all of the shares of stock of the Company shall be issued in the form of uncertified securities and a shareholder may not require the Company to issue a certificate in respect of any share recorded in their name.

THE APPLICANT IS REQUIRED TO FILL OUT THE INFORMATION BELOW AND HAVE IT CERTIFIED BY ITS NOMINATED DEPOSITORY PARTICIPANT. THE APPLICANT'S FAILURE TO DO SO OR THE PROVISION OF INCOMPLETE							
OR FALSE INFORMATION AS REQUIRED HEREIN, MAY LEAD TO THE REJECTION OF THIS APPLICATION. THE COMPANY GRANTS THE LEAD LOCAL UNDERWITER, LOCAL UNDERWITERS, PARTICIPATING UNDERWITER,							
LEAD INTERNATIONAL BOOKRUNNER, AND INTERNATIONAL BOOKRUNNERS THE RIGHT TO REJECT OR SCALE-DOWN SUCH APPLICATION. THE APPLICANT FURTHER UNDERSTANDS, AND ACCEPTS, THAT IN THE EVENT							
THE LODGMENT OF THE OFFER SHARES TO ITS NOC				-			
Information required for PDTC-lodged Offer Shares (to be	completed with the assistance of the Dep	pository Participant appoin	nted by the Applicant)	named in thi	that we are a Depository Participant and that the Applicant is Application is our <i>bona fide</i> client and we have done the now-your-customer procedures to verify the identity of our		
Name of Depository Participant Depo	ository BP ID of Depository Participant (11 Characters)	Depository Participant Acct. No. (1 Character)	NOCD BP ID of Client (11 Characters)	Authori	ized Signature(s) and Stamp of Depository Participant		
PAYMENT							
Payment for the Offer Shares shall be made either by: (a) over-the-counter via BPI Bills Payment in the name of "RCR IPO" at any operating BPI branch through (i) cash or (ii) personal, corporate, or manager's/cashier's check drawn against an account with a BSP authorized bank; (b) online payment via BPI Bills Payment, with "RCR IPO" as the merchant name through BPI Internal Banking or BPI Mobile Banking App; or (c) a debit-credit instruction via Real Time Gross Settlement ("RTGS") or direct bank fund transfer (for Institutional Offer only). Checks must be dated as of the date of the submission of this Application, made payable to 'RCR IPO", and crossed "Payee's Account Only". Checks subject to clearing periods of over one (1) Banking Day shall not be accepted.							
MODE OF PAYMENT	DRAWEE BANK / BR	RANCH	ACCOUNT NO. / CHECK NO.		AMOUNT		
Over-the-counter Payment     Cash     Personal/Corporate/Cashier's/Manager's check     Online Payment							

REPRESENTATIONS. WARRANTIES AND AUTHORIZATION

BPI Internet Banking
 BPI Mobile Banking App

Offer only)

RTGS or Direct Bank Fund Transfer (for Institutional

In executing this Application, the Applicant represents and warrants, under penalty of law, that all information contained herein (including its tax status) and the required attachments are true and correct and that the signatures thereon are genuine, properly authorized, and obtained without use of fraud, coercion or any other vice of consent. The Applicant agrees to immediately notify RCR and the Stock and Transfer Agent, either directly or through any of the Lead Local Underwriter, Local Underwriter, Local Underwriter, Local Underwriter, Kater and warrantes set of the herein including, without limit, its declaration of its tax status is processing payments due to bit. The Applicant agrees to individing, a fapticibale, its tax-exempt status in processing payments due to bit. The Applicant agrees to individing, a fapticibale, its tax-exempt status in processing payments due to bit. The Applicant agrees to individing, a fapticibale, its tax-exempt status in processing payments due to bit. The Applicant agrees to individing, a status, including, and the limit on the applicant likewise authorizes the Stock and Transfer Agent to verify the information statu in the required tax due to the applicant its status. Including to the limited to requesting information contained herein or any reliance on the confirmations contained herein from the Lead Local Underwriter, Participating Underwriter, Local Underwriter, Local

	SIGNATURE OF AFFLICANT		DATE		
ADDRESS	NATIONALITY	TELEPHONE NUMBER/S	TAX IDENTIFICATION NUMBER		
NATURE OF WORK/OCCUPATION	SOURCE/S OF FUNDS	DATE AND PLACE OF BIRTH	NAME OF EMPLOYER/BUSINESS		
ACKNOWLEDGMENT					
(Applicants should not fill in this section)					
To be completed by the Eligible Trading Participant/ Receiving Agent	To be completed by the Receiving Agent for and on behalf of the Company				
Application received:	Application accepted and approved by:				
By: Name of Trading Participant/Receiving Agent and Authorized Signatory	Total Number of Offer Shares Accepted: By:	Date:			

	REQUIRED ATTACHMENTS TO THIS APPLICATION				
Lead International Photocopy of one ( issued ID of each a	uted specimen signature cards in the form attached to this Application, duly authenticated by the Applicant's nominated Depository Participant or the Lead Local Underwriter, Local Underwriters, Participating Underwriter, Bookrunner, and International Bookrunners (if the Applicant is a client of the Lead Local Underwriter, Local Underwriters, Participating Underwriter, Local Underwriter, Loc				
	ints as may be reasonably required by the Lead Local Underwriter, Local Underwriters, Participating Underwriter, Lead International Bookrunner, and International Bookrunners in implementation of their internal policies your customer", anti-money laundering, and combating financing of terrorism.				
<ul> <li>Two (2) duly execut</li> <li>A certified true copy</li> </ul>	ted signature cards of the authorized signatories in the form attached to this Application, duly authenticated by the Applicant's corporate secretary (or the equivalent corporate officer); y of the latest Articles of Incorporation and By-laws of the Applicant (or articles of partnership in the case of a partnership) and other constitutive documents (each as amended to date), duly certified by its Corporate Secretary er in the case of a partnership);				
<ul> <li>A certified true copy of the Applicant's certificate of registration issued by the relevant regulating body of the Applicant's country of incorporation or organization duly certified by its corporate secretary (or the equivalent corporate offica authorized to provide such certification);</li> <li>A duly notarized certificate of the Applicant's Corporate Secretary (or managing partner in the case of a partnership) that sets out (a) the resolutions of the Applicant's Board of Directors or equivalent body (a) authorizing the purchase of the Applicant's Board of Directors or equivalent body (a) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) and the case of a partnership (b) that sets out (b) the resolutions of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing the purchase of the Applicant's Board of Directors or equivalent body (b) authorizing</li></ul>					
Offer Shares subje Photocopy of one (	to the Applicant's Colpital Sected (or managing parties in the case of a parties but (a) the resolutions of the Applicant's bard of Directo's of equivalent out (a) and interpret of the Applicant's capital or capital stock held by Philippine nationals; 1) valid and current government-issued ID (e.g. SSS, GSIS, Driver's License, Passport or PRC ID) of (a) the authorized signatorylies, duly certified as a true copy by the Corporate Secretary and (b) the Corporate Secretary are (b) the Corporate Secretary and (b) the Corporate Secretary an				
regarding "knowing	ents as may be reasonably required by the Lead Local Underwriter, Local Underwriters, Participating Underwriter, Lead International Bookrunner, and International Bookrunners in implementation of their internal policies your customer", anti-money laundering, and combating financing of terrorism.				
<ul> <li>(a) A certified true cop</li> <li>(b) A duly notarized A</li> <li>Stock and Transfe</li> </ul>	nption or preferential rate from any applicable tax shall also be required to submit the following documentary proof of its tax-exempt or preferential status together with this Application: by of the original tax exemption certificate, ruling or opinion issued by the BIR addressed to the Applicant confirming the exemption or preferential rate (certified as being a true copy of the original on file with the Applicant); Affidavit with Undertaking or Indemnity and Undertaking (in the prescribed form by RCR declaring and warranting its tax-exempt status or preferential rate entitlement, and undertaking to immediately notify RCR and the r Agent of any suspension or revocation of its tax exemption certificates or preferential privilege and agreeing to indemnify and hold RCR and the Stock and Transfer Agent free and harmless against any claims, actions, resulting from the non-withholding of the required tax; and				
<ul> <li>(c) Such other docum rate benefits shall</li> <li>Unless properly provided v by the Shareholder, or the</li> </ul>	nentary requirements as may be reasonably required by RCR or the Stock and Transfer Agent under the applicable regulations of the relevant taxing or other authorities, which for purposes of claiming tax treaty withholding include evidence of the applicability of a tax treaty and consularized proof of the Applicant's legal domicile in the relevant treaty state, and confirmation from the SEC that the entity is not doing business in the Philippines. with satisfactory proof of the tax-exempt status of a Shareholder, the Stock and Transfer Agent may assume that said Shareholder is taxable and proceed to apply the tax due on the Shares. Notwithstanding the submission receipt by RCR or any of its agents, of documentary proof of the tax-exempt status of a Shareholder, RCR may, in its sole and reasonable discretion, determine that such Shareholder is taxable and require the Stock and				
Transfer Agent to proceed	to apply the tax due on the Shares. Any question on such determination shall be referred to RCR. TERMS AND CONDITIONS OF THE OFFER				
https://www.rlcommercia	ied in the succeeding pages are merely excerpts taken from the final REIT Plan dated August 20, 2021, filed by the Company with the SEC and PSE and uploaded on the Company's website, alreit.com.ph, as amended or supplemented. The direct link to the REIT Plan is also available on the PSE EDGE website at https://edge.pse.com.ph. For a complete description of the Terms of the Offer, the Applicant is ection entitled "Summary of the Offer" in the REIT Plan.				
Issuer The Offer	RL Commercial REIT, Inc., a corporation organized under Philippine law. The trading symbol shall be "RCR". Secondary Offer of 3,342,864,000 Common Shares ("Firm Shares") with an Overallotment Option of up to 305,103,000 Common Shares ("Option Shares") pursuant to the Overallotment Option (as described below) to be offered by the Selling Shareholder				
Trading Participants and Retail Offer	De oliered by tie Seining Sharehouer 1,002,859,200 Firm Shares ("Trading Participants and Retail Offer Shares") are being offered in the Trading Participants and Retail Offer in the Philippines at the Offer Price. Out of the Trading Participants and Retail Offer, 668,572,800 Firm Shares (or approximately 20% of the Firm Shares) are being allocated to all of the Eligible PSE Trading Participants at the Offer Price and 334,286,400 Firm Shares (or approximately 10% of the Firm Shares) are being allocated at the Offer Price to Local Small Investors ("LISI"), subject to final allocation, which shall be consistent with the applicable rules, as may be determined by the Lead Local Underwriter. Each Eligible PSE Trading Participants hall initially be allocated 5,435,500 Firm Shares. Based on the initial allocation for each Eligible PSE Trading Participant, there will be a total of 6,300 residual Firm Shares to be allocated as may be determined by the Lead Local Underwriter. Each LSI applicant may subscribe to a minimum of 1,000 Firm Shares and up to a maximum of 155,000 Firm Shares at the Offer Price. The Lead Local Underwriter, Local Underwriters and Participating Underwriter shall purchase the Trading Participants and Retail Offer Shares not reallocated to the Institutional Offer or otherwise not taken up by the Eligible PSE Trading Participants or clients of the Lead Local Underwriter, Local Underwriters and Participants and Retail Offer is subject to adjustment as agreed between the Company and the Joint Global Coordinators, Lead Managers and Joint Bookrunners.				
Institutional Offer	and solint bookrunners. 2,340,004,800 Firm Shares, or 70% of the Firm Shares are being offered and sold (i) outside the United States by the Lead International Bookrunner and the International Bookrunners in offshore transactions in reliance on Regulation S of the U.S. Securities Act, (ii) within the United States through U.S. registered broker-dealer affiliates of the Lead International Bookrunner and the International Bookrunners to QIBs in reliance on Rule 144A under the U.S. Securities Act, and (iii) to certain qualified buyers and other investors in the Philippines by the Lead Local Underwriter and the Local Underwriters. The Option Shares will form part of the Institutional Offer. The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment as agreed between the Company and the Joint Global Coordinators, Lead Managers and Joint Bookrunners.				
Eligible Investors	The Trading Participants and Retail Offer Shares may be purchased by any natural person of legal age regardless of nationality, or any corporation, association, partnership, trust account, fund, or entity organized under the laws of the Philippines or licensed to do business in the Philippines, regardless of nationality, subject to the Company's right to reject an Application or reduce the number of the Firm Shares applied for subscription and subject to restrictions on ownership as set out below. Purchase of the Offer Shares in certain jurisdictions may be restricted by law. Foreign investors interested in purchasing the Offer Shares should inform themselves of the applicable legal requirements under the laws and regulations of the countries of their nationality, residence or domicile, and as to any relevant tax or foreign exchange control laws and regulations affecting them personally. Foreign investors, both corporate and individual, warrant that their purchase of the Offer Shares will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase, and hold the Offer Shares.				
Offer Price Overallotment Option	P6.45 per Offer Share Subject to the approval of the SEC, the Selling Shareholder has granted the Stabilizing Agent, UBS AG, Singapore Branch and its relevant affiliates, an option, exercisable in whole or in part, to purchase the Option Shares to be sold by the Selling Shareholder at the Offer Price, on the same terms and conditions as the Offer Shares as set out in the REIT Plan, solely to cover overallotments, if any, and effect price stabilization transactions. The Overallotment Option is exercisable from time to time for a period which shall not exceed 30 calendar days from and including the Listing Date.				
Minimum Subscription Joint Global Coordinators, Lead Managers and Joint Bookrunners	Each application must be for a minimum of 1,000 Firm Shares, and thereafter, in multiples of 100 Firm Shares. Applications for multiples of any other number of Shares may be rejected or adjusted to conform to the required multiple, at the Company's discretion. BPI Capital Corporation and UBS AG, Singapore Branch				
Lead International Bookrunner	UBS AG, Singapore Branch				
Joint International Bookrunners Lead Local	CLSA Limited, Merrill Lynch (Singapore) Pte. Ltd. BPI Capital Corporation				
Underwriter Local Underwriters	China Bank Capital Corporation First Metro Investment Corporation				
Participating Underwriter	PNB Capital and Investment Corporation SB Capital Investment Corporation				
Selling Agents Receiving Agent	Eligible PSE Trading Participants Stock Transfer Service, Inc.				
Stock and Transfer Agent	Stock Transfer Service, Inc.				
Procedure for Application for the Trading Participants and Retail Offer	Application forms and specimen signature cards may be obtained from the Lead Local Underwriter, Local Underwriters, Participating Underwriter, the Receiving Agent, or from any participating Eligible PSE Trading Participant. Applicants shall complete the application form, indicating all pertinent information such as the applicant's name, address, contact number, taxpayer's identification number, citizenship and all other information as may be required in the application form and shall provide all the required documents. Applicants shall undertake to sign all documents and to do all necessary acts to enable them to be registered as holders of Offer Shares. Failure to complete the application form may result in the rejection of the application. All Applications shall be event as holders of Underwriter by the Application torm event by the applicant (in the case of an applicant that is not a natural person), and accompanied by two (2) completed specimen signature cards, which for applicants other than a natural person, should be authenticated by the corporate secretary (or its equivalent officer), and the corresponding payment for the Offer Shares covered by the Application and all other required documents. The				
	a natural person, should be authenticated by the corporate secretary (or its equivalent othicer), and the corresponding payment for the Offer Shares covered by the Application and all other required documents. The required documents are as specified in the Required Attachments to this Application section above. With respect to the LSIs, applications to purchase the Trading Participants and Retail Offer Shares must be done online through the PSE EASy. The system will generate a reference number and payment instruction. Application to purchase the Offer Shares must be settled within the Offer Period. An LSI applicant should nominate in the Application the Eligible PSE Trading Participant through which its shares will be lodged. Otherwise, the Application shall not be accepted. LSI applications will be processed on a first-come, first-served basis while final allocation of the Trading Participants and Retail Offer Shares will be determined pursuant to allocation mechanics. For more details on the Procedure for Application for the Trading Participants and Retail Offer, please refer to the Offer Implementing Guidelines as published on the PSE EDGE website.				
Payment Terms for the Trading Participants and Retail Offer	The purchase price must be paid in full in Pesos upon the submission of the duly completed and signed application form and specimen signature cards together with the requisite attachments. Payment for the Offer Shares shall be made either by: (a) over-the-counter via BPI Bills Payment in the name of "RCR IPO" at any operating BPI branch through (i) cash or (ii) personal, corporate, or manager's/cashier's check drawn against an account with a BSP authorized bank; (b) online payment via BPI Bills Payment, with "RCR IPO" as the merchant name through BPI Internal Banking or BPI Mobile Banking App; or (c) a debit-credit instruction via Real Time Gross Settlement ("RTGS") or direct bank fund transfer (for Institutional Offer only). Checks must be dated as of the date of the submission of this Application, made payable to "RCR IPO", and crossed "Payee's Account Only". Checks subject to clearing periods of over one (1) Banking Day shall not be accepted. For the Trading Participants and Retail Offer, detailed guidelines and procedures for the submission of the related payments are available in the Offer Implementing Guidelines as published on the PSE EDGE website. For LSI subscriptions, the purchase price may also be paid in cash following the payment instructions generated through PSE EASy. LSI applicants may check the status of their subscription applications through their PSE EASy investor accounts.				
Refunds for the Trading Participants and Retail Offer	In the event that the number of Offer Shares to be received by an Applicant, as confirmed by the Lead Local Underwriter, is less than the number covered by its Application, or if an Application is rejected, then the Receiving Agent shall refund, without interest, starting on September 10, 2021, all or a portion of the payment corresponding to the number of Offer Shares wholly or partially rejected. All refunds shall be made through the Receiving Agent at the Applicant's risk. If such check refunds are not claimed after thirty (30) days following the beginning of the refund period, such checks shall be mailed to the Applicant's registered address at the Applicant's risk.				
Registration and Lodgment of Shares with the PDTC Timetable	The Offer Shares will be in scripless form and are required to be lodged with the PDTC upon listing. As required under the PSE Amended Listing Rules for REITs, all of the shares of stock of the Company shall be issued in the form of uncertified securities and a shareholder may not require the Company to issue a certificate in respect of any share recorded in their name. <u>The Applicant understands, and accepts, that in the event</u> the lodgment of the Offer Shares to its NoCD sub-account cannot be completed by Listing Date, their Application will be rejected. The timetable of the Offer is expected to be as follows: Start of Offer Period				
	Submission of Firm Order and Commitments by PSE Trading Participants				

REQUIRED ATTACHMENTS TO THIS APPLICATION