



METROPOLITAN BANK & TRUST COMPANY

4.25% Long-Term Negotiable Certificates of Deposit Due 2021

Purchase Advice No.: _____ Date: _____

PURCHASE ADVICE

Pursuant to Bangko Sentral ng Pilipinas (“BSP”) Circular No. 304 (Series of 2001), BSP Circular No. 778 (Series of 2012), BSP Circular No. 810 (Series of 2013), BSP Circular No. 824 (Series of 2014), BSP Circular No. 834 (Series of 2014); Sections X233.9 of the Manual of Regulations for Banks (“MORB”), and other related circulars and issuances of the BSP, as may be amended from time to time (the “BSP Rules”), the Selling Agent for the Long-Term Negotiable Certificates of Deposit (the “LTNCDs”) issued by the METROPOLITAN BANK & TRUST COMPANY (the “Issuer”), following its acceptance of the offer of the Purchaser/ transferee Holder for the purchase of the LTNCDs as indicated below, hereby issues the following Purchase Advice:

PURCHASER'S FULL NAME IN PRINT:		TYPE OF INVESTOR:	
		<input type="checkbox"/> Individual <input type="checkbox"/> Corporate	
AMOUNT OF LTNCDs PURCHASED:			
PURCHASER'S MAILING ADDRESS:		PURCHASER'S PERMANENT ADDRESS:	
DATE OF BIRTH:		NATIONALITY:	
TELEPHONE NO./S:		TAX IDENTIFICATION NO:	
CONTACT PERSON (IF OTHER THAN PURCHASER):		CONTACT TELEPHONE NO:	
BANK ACCT. DETAILS FOR PAYMENT OF INTEREST/PRINCIPAL:		REGISTRY ACCOUNT NUMBER:	
Credit to Purchaser's Peso Current/Savings Account Number _____ with _____ Branch of _____ Bank*			
<input type="checkbox"/> Via EPCS <input type="checkbox"/> Via RTGS		SELLING AGENT/ MARKET MAKER:	
* A minimal fee may be imposed or charged by the registrar and/or recipient bank for this facility or service, which fee shall be for the account of the Holder and deducted from payments due to them.			
		Trade Date:	Settlement Date:
TAX STATUS:			
FOR <input type="checkbox"/> PRIMARY OR <input type="checkbox"/> SECONDARY ISSUANCES:			
<input type="radio"/> Taxable <input type="checkbox"/> Domestic Corporation <input type="checkbox"/> Resident Foreign Corporation <input type="checkbox"/> Non-Resident Aliens NOT engaged in trade or business in the Philippines <input type="checkbox"/> Non-Resident Foreign Corporation <input type="checkbox"/> Individual (*NOTE: Individuals are taxable if the LTNCD is held for less than 5 years)		<input type="radio"/> Tax-Exempt <input type="checkbox"/> Filipino Citizen <input type="checkbox"/> Resident Alien <input type="checkbox"/> Non-Resident Alien engaged in trade or business in the Philippines <input type="checkbox"/> Common or Individual Trust Accounts Funds or Investment Management Accounts in the name of _____ <input type="radio"/> BIR-tax-qualified employee trust funds established by corporations or any other tax-exempt institution (upon presentation of acceptable proof of tax exemption)	
PROOF OF TAX-EXEMPT STATUS (IF APPLICABLE):			
<input type="checkbox"/> Bureau of Internal Revenue certification of tax-exempt status			
<input type="checkbox"/> Others (please indicate):			

Certain Terms and Conditions of the LTNCDS:

The LTNCDS issued by the Issuer with (a) The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) and ING Bank N.V., Manila Branch (“**ING**”) as Joint Lead Arrangers; (b) Metropolitan Bank & Trust Company, First Metro Investment Corporation (“**FMIC**”), HSBC, ING, and Multinational Investment Bancorporation (“**MIB**”) as Selling Agents; (c) MIB as Market Maker; and (d) the Philippine Depository and Trust Corporation (“**PDTC**”) as Registry and Paying Agent., shall be subject to the following terms and conditions:

- a) The terms and conditions of the LTNCDS, the defined terms in which shall have the same meanings when used herein, shall at all times govern and shall prevail over the terms and conditions of this Purchase Advice.
- b) **THE LTNCDS CANNOT BE PRE-TERMINATED BY THE CD HOLDER BEFORE THE MATURITY DATE. NEGOTIATIONS/TRANSFERS FROM ONE CD HOLDER TO ANOTHER DO NOT CONSTITUTE PRE-TERMINATION. FOR TAX PURPOSES, NEGOTIATIONS/TRANSFERS FROM ONE CD HOLDER TO ANOTHER SHALL BE SUBJECT TO THE PERTINENT PROVISIONS OF THE NATIONAL INTERNAL REVENUE CODE OF 1997, AS AMENDED AND BUREAU OF INTERNAL REVENUE REGULATIONS. THE LTNCDS MAY BE PRE-TERMINATED BY THE BANK, SUBJECT TO THE BSP RULES.**
- c) **ALL NEGOTIATIONS/TRANSFERS OF THE LTNCDS PRIOR TO MATURITY MUST BE COURSED THROUGH A MARKET MAKER.**
- d) The LTNCDS are, and while they remain outstanding shall be, insured with the Philippine Deposit Insurance Corporation for up to the maximum insurance coverage, subject to applicable rules and regulations.
- e) The LTNCDS have not been, and will not be, registered with the Philippine Securities and Exchange Commission. Since the LTNCDS qualify as exempt securities under Section 9.1(e) of the Philippine Securities Regulation Code, the LTNCDS may be sold and offered for sale or distribution in the Philippines without registration.
- f) The LTNCDS may not be issued or transferred to a Prohibited CD Holder. Prohibited CD Holder means persons and entities which are prohibited from purchasing and/or holding any LTNCDS of the Issuer pursuant to the Governing Regulations, specifically: (1) the Issuer; and (2) the subsidiaries and affiliates of the Issuer; and (3) wholly or majority-owned or controlled entities of the subsidiaries and affiliates of the Issuer. A “**subsidiary**” means, at any particular time, a company which is then directly controlled, or more than fifty percent (50%) of whose issued voting equity share capital (or equivalent) is then beneficially owned, by the Issuer and/or one or more of its subsidiaries or affiliates. An “**affiliate**” means, at any particular time, a company at least twenty percent (20%) but not more than fifty percent (50%) of whose issued voting equity share capital is then owned by the Issuer. For a company to be “controlled” by another means that the other (whether directly or indirectly and whether by the ownership of share capital, the possession of voting power, contract or otherwise) has the power to appoint and/or remove all or the majority of the members of the board of directors or other governing body of that company or otherwise controls or has the power to control the affairs and policies of that company.
- g) Only registered LTNCDS appearing in the Registry as at the relevant Interest Payment Date and Maturity Date shall be eligible to receive the interest payments accruing on, and the principal amount of, the LTNCDS when due.
- h) [MIB will perform the functions and duties of Market Maker pursuant to the BSP Rules. The Issuer shall list the LTNCDS in the Philippine Dealing & Exchange Corp. (“**PDEX**”), and when listed, transactions on the LTNCDS on PDEX will likewise be subject to the duly approved and relevant rules of PDEX including guidelines on minimum trading lots and record dates. Upon listing of the LTNCDS in PDEX, MIB may cease to act as Market Maker. All negotiations/transfers of the LTNCDS must be coursed through a Market Maker or PDEX (should the LTNCDS be listed with PDEX).]
- i) **This Purchase Advice is a NON-negotiable Instrument.**
- j) In case of conflict between the Purchase Advice and the Registry, the Registry prevails and that only the registered CD Holders appearing in the Registry shall be eligible to receive interest payments, option amounts and maturity value when due.
- k) That the Purchaser / CD Holder understands and agrees that any transaction on the LTNCDS, which utilizes the services of the Registrar, Selling Agent, Market Maker or effected using the facilities of a recognized fixed income exchange for the LTNCDS), as the case may be, may be subject to such fees and charges for which the CD Holder or its counterparty may be accountable.
- l) This Purchase Advice must be surrendered by the CD Holder through the Selling Agent or Market Maker for cancellation as a condition for any sale or transfer of the LTNCDS or a change in the information contained therein with the Registry.
- m) The Selling Agent/ Market Maker has verified the identity of the Purchaser/ transferee CD Holder and its tax-exempt status, as applicable, and has in its custody the documentary requirements required to verify the same.

[METROPOLITAN BANK & TRUST COMPANY] (*Selling Agent*)

By:

Date: _____

THIS IS A COMPUTER-GENERATED FORM AND IF ISSUED WITHOUT ALTERATION, DOES NOT REQUIRE ANY SIGNATURE