

# FILINVEST LAND, INC.

79 EDSA, Highway Hills  
Mandaluyong City, Metro Manila  
Trunk line: (632) 918-8188  
Customer hotline: (632) 588-1688  
Fax number: (632) 918-8189  
www.filinvestland.com

08 October 2021

**PHILIPPINE DEALING & EXCHANGE CORP.**

29/F, BDO Equitable Tower  
8751 Paseo de Roxas, Makati City

Attention: **ATTY. MARIE ROSE M. MAGALLEN-LIRIO**  
Head - Issuer Compliance and Disclosure Department (ICDD)

Dear Atty. Lirio

We hereby furnish you a copy of the 3rd Quarter Progress Report on the Use of Proceeds from the Initial Public Offering ("IPO") of Filinvest REIT Corp. ("FILRT"), as submitted to the Philippine Stock Exchange.

Thank you.

Very truly yours,



**SHARON P. PAGALING-REFUERZO**

Corporate Secretary and  
Corporate Information Officer

79 EDSA, Highway Hills, Mandaluyong City  
Metro Manila 1000, Philippines  
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October 15, 2021

**THE PHILIPPINE STOCK EXCHANGE**

Philippine Stock Exchange Plaza  
6<sup>th</sup> Floor, PSE Tower  
Bonifacio Global City, Taguig

Attention: Ms. Janet A. Encarnacion  
Head, Disclosure Department

Subject: 2021 Third Quarter Progress Report on the Use of Proceeds from the Initial Public Offering ("IPO") of Filinvest REIT Corp. ("FILRT")

Dear Ms. Encarnacion,

We hereby submit our Progress Report on the Use of Proceeds for the Third Quarter of 2021, duly certified by our external auditors, in compliance with the disclosure requirements of the Philippine Stock Exchange.

The IPO proceeds are fully from the Secondary offer of shares owned by Filinvest Land Inc. Please be advised that as of September 30, 2021, the remaining balance of the proceeds from the FILRT IPO amounts to Ten Billion Five Hundred Sixty Four Million Six Hundred Eighty Nine Thousand Seventy Two Pesos and Twenty Six centavos (Php 10,564,689,072.26) as indicated below:

	<u>Philippine Pesos</u>
Gross Proceeds from IPO	12,583,246,445.00
less:	
Purchase of shares during the stabilization period	(2,281,799.73)
Underwriters and IPO related fees deducted from proceeds	(316,945,305.82)
Net proceeds received	<u>12,264,019,339.45</u>
less: Disbursement for Transaction costs	(132,542,600.57)
Disbursement for Reinvestment Plan (Annex)	<u>(1,566,787,666.62)</u>
Net balance of IPO proceeds as of September 30 2021	<u>10,564,689,072.26</u>

Thank you.

Respectfully yours,

  
ANA VENUS A. MEJIA  
Chief Finance Officer

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES )

CITY OF MANDALUYONG ) S.S.

I certify that on OCT 15 2021, before me a notary public duly authorized in the city named above to take acknowledgments, personally appeared:

	<u>Competent Evidence of Identity</u>	<u>Date / Place Issued</u>
Filinvest Land, Inc. <i>Represented by:</i>	FLI TIN: 000-533-224-000	
Ana Venus Mejia	Unified Multi Purpose ID CRN –  0003-8766880-6	

who were identified by me through competent evidence of identity to be the same person described in the foregoing instrument, who acknowledged before me that their signatures on the instrument were voluntarily affixed by them for the purposes stated therein, and who declared to me that they have executed the instrument as their free and voluntary act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and affix my notarial seal on the date and at the place above written.

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Page No. 63  
Book No. 34  
Series of 2021.

**JOVEN G. SEVILLANO**  
NOTARY PUBLIC FOR CITY OF MANDALUYONG  
COMMISSION NO. 0285-21 UNTIL DECEMBER 31, 2022  
ROLL NO. 53970  
IBP LIFETIME NO. 011302; 12-28-12; RIZAL  
PTR NO. 4581076; 1-4-21; MANDALUYONG  
MCLE COMPLIANCE NO. VI 0017960 14 APRIL 2022  
METRO MART COMPLEX, MANDALUYONG CITY

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## ANNEX A- Disbursements from August 13 to September 30, 2021

Project Name	Disbursing Entity	Amount
Axis Three	Filinvest Land, Inc.	426,856,231.03
Axis Four	Filinvest Land, Inc.	368,883,104.82
Cebu Tower 3	Filinvest Land, Inc.	89,003,459.40
Cebu Tower 4	Filinvest Land, Inc.	66,964,038.96
Columna	Filinvest Land, Inc.	22,232,993.99
387 Gil Puyat	Filinvest Cyberparks Inc	34,644,230.20
PDDC	Phil. DCS Development Corp.	370,963.32
Marina Town Mall	Filinvest Land, Inc.	14,843,258.53
Clark Lifestyle Mall	Filinvest Cyberzone Mimosa Inc	53,017,112.84
Panglao Oasis	Filinvest Land, Inc.	19,436,889.45
Alta Spatial	Filinvest Land, Inc.	61,152,633.67
Verde Spatial	Filinvest Land, Inc.	26,431,861.01
Bali Oasis	Filinvest Land, Inc.	10,232,709.20
Befize Oasis	Filinvest Land, Inc.	5,025,428.96
Raw Land	Filinvest Land, Inc.	264,575,693.71
Dreambuilders capex	Filinvest Land, Inc.	103,117,057.53
<b>TOTAL</b>		<b>1,566,787,666.62</b>



SyCip Gorres Velayo & Co.  
6760 Ayala Avenue  
1226 Makati City  
Philippines

Tel: (632) 891 0307  
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ey.com/ph

## REPORT OF FACTUAL FINDINGS

### **Filinvest Land, Inc.**

Filinvest Building, 79 EDSA, Highway Hills  
Mandaluyong City 1550, Metro Manila

Attention: **Ms. Ana Venus Mejia**  
Chief Finance Officer

Dear Ms. Mejia:

We have performed the procedures agreed with you and enumerated below with respect to the attached Quarterly Progress Report as at **September 30, 2021** on the use of the proceeds from the secondary offer received by **Filinvest Land, Inc.** (the "Company") from the Initial Public Offering ("IPO") of **Filinvest REIT Corp.** ("FILRT") on **August 12, 2021**. The procedures were performed solely to enable the Company to comply with the Philippine Stock Exchange, Inc.'s requirement to submit an external auditor's certification on the information being presented by the Company relating to the use of proceeds. Our engagement was undertaken in accordance with the Philippine Standard on Related Services 4400, *Engagements to Perform Agreed-Upon Procedures Regarding Financial Information*. These agreed-upon procedures and results thereof are summarized as follows:

1. Obtain the Quarterly Progress/Annual Summary Report on Use of Proceeds from IPO of FILRT for the period August 12, 2021 to September 30, 2021 (the "Progress Report") and check the mathematical accuracy of the Progress Report.
2. Compare the proceeds received in the Progress Report to the bank statement and journal voucher noting the date received and amount recorded.
3. Compare the disbursements in the Progress Report to the list of disbursements for the period August 12, 2021 to September 30, 2021 (the "Disbursements Schedule").
4. Compare the Disbursements Schedule with the schedule of planned use of IPO proceeds as documented in the Reinvestment Plan.
5. On a sample basis, trace disbursements to the supporting documents such as progress billings, invoices, check vouchers, official receipts, and bank statements.

We report our findings below:

1. We obtained the Progress Report and checked its mathematical accuracy, no exceptions noted.
2. We compared the net proceeds received in the Progress Report amounting to ₱12,264,019,339 to the bank statements and journal vouchers, and noted the following:
  - i. The Company received ₱11,122,469,644 representing the proceeds from the firm offer shares on August 12, 2021 and ₱1,141,649,695 representing the proceeds from the overallotment shares on September 16, 2021.
  - ii. We noted a difference of ₱100,000 which management represented pertained to the opening balance of the bank account of FILRT which was included when it transferred the funds to the Company.
3. We compared the disbursements in the Progress Report to the Disbursement Schedule for the period August 12, 2021 to September 30, 2021, no exceptions noted.
4. We compared the Disbursements Schedule with the schedule of Planned use of IPO proceeds as documented in the Reinvestment Plan and noted that the projects in the Disbursement Schedule are included in the REIT plan and disbursements for each project are within the amount allocated in the Reinvestment Plan.
5. On a sample basis, we traced disbursements to the supporting documents such as progress billings, invoices, check vouchers, official receipts, and bank statements. We noted differences in the amounts per disbursements selected as sample and supporting documents which pertain to other items not selected as samples, not part of the Reinvestment Plan or related to withholding taxes.

Because the above procedures do not constitute either an audit or a review made in accordance with Philippine Standards on Auditing (PSA) or Philippine Standards on Review Engagements (PSRE), respectively, we do not express any assurance on the accounts of the Company or its financial statements, taken as a whole.

Had we performed additional procedures or performed an audit or review of the financial statements in accordance with PSA or PSRE, other matters might have come to our attention that would have been reported to you.

Our report is intended solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties who havenot agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes. This report relates only to the report on the Company's use of proceeds from the offering and items specified above and do not extend to any financial statements of the Company taken as a whole.

**SYCIP GORRES VELAYO & CO.**

*Wanessa G. Salvador*

Wanessa G. Salvador

Partner

CPA Certificate No. 0118546

Tax Identification No. 248-679-852

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

SEC Partner Accreditation No. 118546-SEC (Group A)

SEC Firm Accreditation No. 0001-SEC (Group A)

BIR Accreditation No. 08-001998-137-2020, January 31, 2020, valid until January 30, 2023

PTR No. 8534358, January 4, 2021, Makati City

October 15, 2021

**SUBSCRIBED AND SWORN** to before me this 15<sup>th</sup> day of October 2021 in Mandaluyong, Metro Manila, affiant exhibiting to me her Philippine Passport No. P1622490B, as competent evidence of her identity, bearing her photograph and signature, issued by the Department of Foreign Affairs Manila on May 8, 2019.

Doc. No. 308;  
Page No. 63;  
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