PDS Group
Philippine Dealing System Holdings Corp.

Trading & Settlement Operating Guidelines
Vista Land & Lifescapes, Inc.
Fixed Rate Five Year Bonds Due 2024
Fixed Rate Seven Year Bonds Due 2027

1. **Coverage**

1.1. These Trading and Settlement Operating Guidelines shall apply to trades on the following securities ("Bonds") of **Vista Land & Lifescapes, Inc.** (**VLL** or the "Issuer") upon their listing on the Philippine Dealing & Exchange Corp. (PDEx).

1.1.1. **Fixed Rate Seven Year Bonds Due 2024 ("Bonds Due 2024")**

1.1.2. **Fixed Rate Ten Year Bonds Due 2027 ("Bonds Due 2027")**

1.2. A PDEx Trading Participant that trades on the Bonds shall be bound by these Trading and Settlement Operating Guidelines for the Bonds (Guidelines), the Trading Conventions for Fixed Income Securities in the Public Market (PDEx Trading Conventions), and the PDEx Rules for the Fixed Income Securities Market, as Amended (PDEx Rules), and the Trading & Settlement Guidelines for Holders Subject to 25% or 30% Final Withholding Tax for Listed Corporate Securities.

2. **Pricing Convention.** Quotations for the Bonds shall be expressed in terms of Clean Price (i.e., price without accrued interest), exclusive of any applicable withholding tax. The Trading System shall calculate an implied Yield to Maturity.

3. **Day Count Standard**. The day count standard shall be 30E/360 ISMA non end of month.

4. **Series Names in Trading System.** There shall be four (4) series names for the Bonds in the corporate securities board of the Trading System. The four (4) series names for the Bonds are being made available solely for settlement value computation purposes, and should neither be construed as four (4) separate tranches or series nor as separate securities.

4.1. **Tax-Withheld Series Name** - the settlement value of a done trade on this series name shall be computed on a tax-withheld basis, based on a withholding tax rate of 20%.

4.1.1. Fixed Rate Seven Year Bonds Due 2024 - "VLL 24 R23"

4.1.2. Fixed Rate Ten Year Bonds Due 2027 – "VLL 27 R24"

4.2. **No Withholding Tax (NWT) Series Name** - suffix "NWT" indicates that the settlement value of a done trade on this series name shall be computed on a no tax-withheld basis.

4.2.1. Fixed Rate Seven Year Bonds Due 2024 - "VLL 24 R23-NWT"

4.2.2. Fixed Rate Ten Year Bonds Due 2027 – "VLL 27 R24-NWT"

4.3. **25% Tax-Withheld Series Name** – suffix "T25" indicates that the settlement value of a done trade on this series name shall be computed on a tax-withheld basis, based on a final withholding tax rate of 25%.

4.3.1. Fixed Rate Seven Year Bonds Due 2024 - "VLL 24 R23-T25"

4.3.2. Fixed Rate Ten Year Bonds Due 2027 – "VLL 27 R24-T25"

4.4. **30% Tax-Withheld Series Name** – suffix "T30" indicates that the settlement value of a done trade on this series name shall be computed on a tax-withheld basis, based on a final withholding tax rate of 30%.

4.4.1. Fixed Rate Seven Year Bonds Due 2024 - "VLL 24 R23-T30"

4.4.2. Fixed Rate Ten Year Bonds Due 2027 – "VLL 27 R24-T30"

4.5. The main series name provides a description of the following information regarding the Bonds:

4.5.1. Issuer Symbol - **VLL**

4.5.2. Maturity Year – **24** (i.e., 2024) and **27** (i.e., 2027)

4.5.3. First Early Redemption Option Year – **R23** (i.e., 2022) and **R24** (i.e., 2024)

5. Trading Mechanics

5.1. **Tax-Withheld Series Name**

5.1.1. Orders for the account of tax-withheld investors and Dealing Participants trading for their own proprietary position shall be dealt using the tax-withheld series name.

5.1.2. Market Making Participants (Market Makers) shall post prices using the tax-withheld series name.

5.2. **No Withholding Tax Series Name**. Orders for the account of investors not subject to withholding tax shall be dealt using the no-withholding tax series name.

5.3. **25% Tax-Withheld Series Name.** Orders for the account of investors subject to withholding tax rate of 25% shall use the 25% tax-withheld series name.

5.4. **30% Tax-Withheld Series Name.** Orders for the account of investors subject to withholding tax rate of 30% shall use the 30% tax-withheld series name.

6. Responsibilities of Trading Participants with Respect to the Bonds

6.1. A Trading Participant shall determine the eligibility and suitability of each buyer, and ensure that the buyer fully understands the terms and conditions of, and the risks involved in investing in the Bonds, including the option feature of the Bonds.

7. Record Date for the Bonds

7.1. The Record Date for the Bonds due is the <u>second (2nd) business day prior to the relevant Interest Payment Date</u>.

8. Settlement Policy for Corporate Security Transactions.

All corporate security transactions executed on the PDEx Trading System shall be settled through the PDSClear System (formerly eDvP System) in accordance with the PDEx Rules.

9. Restrictions on Transfers across Tax Status

For purposes hereof, "Tax Categories" refer to the four (4) final withholding tax categories covering, particularly, tax-exempt entities, 20% tax-withheld entities, 25% tax-withheld entities, and 30% tax-withheld entities.

9.1. In accordance with the Terms and Conditions of the Bonds, Transfers across Tax Categories shall not be allowed except on Interest Payment Dates that fall on a business day, provided however that transfers from Tax-Exempt Category to a Taxable Tax Category on a non-Interest Payment Date shall be allowed using the applicable tax-withheld series name, ensuring the computations are based on the final withholding tax rate of the taxable party to the trade. Should this transaction occur, the tax-exempt entity shall be treated as being of the same Tax Category of its taxable counterpart for the interest period within which such transfer occurred.

9.2. For transfers across Tax Categories occurring on Interest Payment Date, PDEx Trading Participants shall execute trades using the Tax-Withheld Series Name, where computations are based on a final withholding tax rate of 20%.

9.3. This restriction shall be in force until a Non-Restricted Trading & Settlement Environment for Corporate Securities is implemented.

9.4. A Bondholder claiming tax-exempt status is required to submit a written notification of the sale or purchase to the Trustee and the Registrar, including the tax status of the transferor or transferee, as appropriate, together with the supporting documents specified below under *"Payment of Additional Amounts; Taxation",* within three days of such transfer. Transfers taking place in the Electronic Registry of Bondholders after the Bonds are listed on PDEx shall be allowed between taxable and tax-exempt entities without restriction and observing the tax exemption of tax exempt entities, if and/or when so allowed under and in accordance with the relevant rules, conventions and guidelines of PDEx and PDTC.