

**TERMS OF THE TENDER OFFER
FOR THE COMMON SHARES OF FILINVEST LAND, INC.**

Set forth herein are the terms and conditions for the tender offer of Filinvest Land, Inc. (“**FLI**” or the “**Company**”) to reacquire up to One Billion Eight Hundred Sixty-Six Million (1,866,000,000) common shares representing approximately Seven and 69/100 percent (7.69%) of the total outstanding shares of FLI.

Unless otherwise specifically defined herein or the context otherwise requires, capitalized terms used in these Terms of the Tender Offer have the same meanings given to them in SEC Form 19-1 filed by FLI with the Securities and Exchange Commission (the “**Commission**” or the “**SEC**”) and The Philippine Stock Exchange, Inc. (the “**Exchange**” or the “**PSE**”) on 2 October 2024.

Party Making the Tender Offer	FLI
Subject Company	FLI
Subject Shares	Up to One Billion Eight Hundred Sixty-Six Million (1,866,000,000) common shares of FLI (the “ Tender Shares ”)
Tender Offer Consideration	<p>The Tender Shares shall be acquired by FLI in exchange for Filinvest REIT Corp. (“FILRT”) common shares at an exchange ratio of 0.32 FILRT shares (the “Consideration Shares”) for every 1.00 Tender Share tendered and accepted for payment. No fractional Consideration Share will be issued in exchange for Tender Shares. The Consideration Shares that the Tendering Shareholders shall receive shall be rounded down to the nearest whole share.</p> <p>The exchange ratio was based on the respective crossing prices of the Consideration Shares and Tender Shares which were determined as follows: for the Consideration Shares, by computing the ten (10)-day volume weighted average price ending 23 September 2024 (“VWAP”); and for the Tender Shares, by computing the VWAP plus a premium in the amount of Php0.36 per share. The crossing prices are Php1.00 per share for the Tender Shares and Php3.11 per share for the Consideration Shares.</p>
Entitlement and Eligibility	Any registered owner of any number of Tender Shares as of any date during the Tender Offer Period (as defined below), is entitled to transfer its/his/her Tender Shares to FLI subject to and in accordance with these Terms of the Tender Offer.
Tender Offer Period	<p>The Tender Offer shall be during business hours and will commence at 9:00 a.m. on 7 October 2024 and end at 12:00 p.m. on 27 November 2024 (the “Tender Offer Period”). In the event of a declaration of a new holiday(s) in the Philippines during the Tender Offer Period or the occurrence of any fortuitous event that would result in the closure of government offices for a full business day in Mandaluyong City, Makati City, and Taguig City, said Tender Offer Period will automatically be extended by the corresponding number of days of holiday or closure of government offices. FLI reserves the right to extend the Tender Offer Period, in accordance with the Implementing Rules and Regulations of the Securities Regulation Code, subject to obtaining the approval of the Commission.</p> <p>The following is the schedule of the Tender Offer:</p>

	<table border="1"> <tr> <td>Commencement of the Tender Offer Period</td> <td>7 October 2024, 9:00 a.m.</td> </tr> <tr> <td>End of the Tender Offer Period</td> <td>27 November 2024, 12:00 p.m.</td> </tr> <tr> <td>Report of Results of the Tender Offer and Acceptance of Shares Tendered</td> <td>6 December 2024</td> </tr> <tr> <td>Cross Date</td> <td>9 December 2024</td> </tr> <tr> <td>Settlement Date</td> <td>11 December 2024</td> </tr> </table>	Commencement of the Tender Offer Period	7 October 2024, 9:00 a.m.	End of the Tender Offer Period	27 November 2024, 12:00 p.m.	Report of Results of the Tender Offer and Acceptance of Shares Tendered	6 December 2024	Cross Date	9 December 2024	Settlement Date	11 December 2024								
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Right to Withdraw	FLI reserves the right to withdraw the Tender Offer at any time prior to the acceptance of any bids, subject to compliance with regulatory requirements.																		
Tender Offer Agent	<p>BPI Securities Corporation</p> <table border="1"> <tr> <td>Contact Person</td> <td>Mark Rome M. Race Buena M. Bascuguin Rainstar I. Roque</td> </tr> <tr> <td>Telephone</td> <td>8580-4774 8580-4779 8580-4775</td> </tr> <tr> <td>Address</td> <td>23/F ATG2 Paseo De Roxas Makati City</td> </tr> </table> <p>For inquiries on the Tender Offer, please contact any of the following personnel of the Tender Offer Agent:</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Telephone No.</th> <th>Email Address</th> </tr> </thead> <tbody> <tr> <td>Buena M. Bascuguin</td> <td>8580 4779</td> <td>bmbascuguin@bpi.com.ph</td> </tr> <tr> <td>Emeline T. De la Cruz</td> <td>8580 4642</td> <td>etdelcruz1@bpi.com.ph</td> </tr> <tr> <td>Krachel Anne M. Carcabuso</td> <td>8580 4643</td> <td>kamcarcabuso@bpi.com.ph</td> </tr> </tbody> </table>	Contact Person	Mark Rome M. Race Buena M. Bascuguin Rainstar I. Roque	Telephone	8580-4774 8580-4779 8580-4775	Address	23/F ATG2 Paseo De Roxas Makati City	Name	Telephone No.	Email Address	Buena M. Bascuguin	8580 4779	bmbascuguin@bpi.com.ph	Emeline T. De la Cruz	8580 4642	etdelcruz1@bpi.com.ph	Krachel Anne M. Carcabuso	8580 4643	kamcarcabuso@bpi.com.ph
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Application Process	<p>All applications shall be evidenced by the Application to Tender, duly executed by an authorized signatory of the applicant and the corresponding payment for the broker's selling commission (and applicable fees and taxes thereon) on the Tender Shares. The duly executed Application to Tender and required documents should be submitted during the Tender Offer Period to the Tender Offer Agent. Tendering Shareholders of certificated shares that are located outside the Philippines may initially submit an Application to Tender (together with the other required documents) to the Tender Offer Agent by email, with the original copies delivered via courier thereafter such that the relevant documents are received by the Tender Offer Agent on or before the end of the Tender Offer Period.</p> <p>To comply with the listing rules of the PSE (including the Amended Listing Rules for Real Estate Investment Trusts ("REIT")) (the "PSE Rules"), the Consideration Shares shall be delivered to the Tendering Shareholders in scripless form and lodged with the Philippine Depository and Trust Corporation ("PDTC") under their Name-on-Central Depository ("NoCD") facility. As such, Tendering Shareholders are required to nominate a REIT-eligible PSE trading participant (subject to the latter's confirmation) with whom the Tendering Shareholders may request for the creation of their NoCD account and where the Consideration Shares may be delivered or lodged (the</p>																		

“Eligible TP”). Otherwise, the Application to Tender shall not be accepted. The NoCD account is a requirement to participate in the Tender Offer and only Eligible TPs are allowed to trade REIT shares pursuant to the PSE Rules.

For holders of Scripless Shares:

Tendering Shareholders shall advise their respective broker, custodian bank, or PSE Trading Participant (each, a **“PCD Participant”**) of their intention to tender and comply with such PCD Participant’s internal procedures and requirements to participate in the Tender Offer.

The PCD Participants shall then accomplish the following:

1. Accomplish the Application to Tender on behalf of its clients who are Tendering Shareholders and who have expressed interest in participating in the Tender Offer, and submit the Application to Tender along with the complete Supporting Documents (as defined below), to the Tender Offer Agent on or before 12:00 p.m. on 27 November 2024. If the PCD Participant is not an Eligible TP (and does not intend to become an Eligible TP), require its client(s) who is(are) Tendering Shareholder(s) to nominate an Eligible TP to whom the Consideration Shares may be delivered for lodgment. Attach the duly accomplished Schedule of Tender Shares for Delivery to Nominated Eligible TPs (in the form of Annex F of the SEC Form 19-1) to the Application to Tender upon submission of the same to the Tender Offer Agent.
2. Submit the letter to the Tender Offer Agent (in the form of Annex A to the Instructions to Participating Brokers, which is Exhibit G of the SEC Form 19-1) and proof of payment¹ of the customary selling charges for the Tender Shares not later than 12:00 p.m. on 27 November 2024.
3. Electronically transfer the scripless shares *via* EQ Trade to the Tender Offer Agent at the same time that the Application to Tender is delivered to the Tender Offer Agent.
4. Remit to the Tender Offer Agent the applicable sell-side fees shouldered by the tendering shareholder as laid out under **“Taxes and Other Expenses”** at the same time that the Application to Tender is delivered to the Tender Offer Agent and the scripless Tendered Shares are electronically transferred to the Tender Offer Agent.
5. If the PCD Participant is an Eligible TP, request for creation of a NoCD account where the scripless shares will be credited for each of their Tendering Shareholder clients with PDTC. PDTC shall assign a unique NoCD ID for every account created.

For holders of Certificated Shares:

Tendering shareholders shall convert their certificated shares to scripless form through lodgment with a PCD Participant who is an Eligible TP. To lodge the stock certificates, the Tendering Shareholder must:

¹ Proof of payment may be in the form of the check payable to “BPI SECURITIES CORPORATION”, validated deposit slip or cable copy.

1. Contact Stock Transfer Service, Inc. (the “**Stock Transfer Agent**” or “**STSI**”) to check whether or not there is a need to update the stockholder’s records with STSI. If the stockholder’s record with the Stock Transfer Agent needs updating, submit the required documents to STSI to update said record.
2. Deliver the original FLI stock certificate(s), duly endorsed, to the designated PCD Participant that is an Eligible TP for lodgment no later than five (5) trading days prior to the end of the Tender Offer Period or on 20 November 2024. The Tendering Shareholder must have an existing securities account with said PCD Participant or must open a securities account with the same for the lodgment of the Tender Shares in certificated form.²
3. Inform such designated PCD Participant that is an Eligible TP of intention to participate in the Tender Offer and comply with such PCD Participant’s internal procedures and requirements to participate in the Tender Offer (including requirements related to the opening of a NoCD account with the PDTC).

Upon completion of lodgment, the relevant PCD Participant shall follow the same set of procedures required of it as laid out in the section “**For holders of Scripless Shares**”.

Those who do not have a designated PCD Participant may designate BPI Securities Corporation (“**BPI Securities**”) or any other PCD Participant that is an Eligible TP as their designated PCD Participant and open an account for the lodgment of their certificated shares, including a NoCD account for the delivery of the Consideration Shares.

A list of Eligible TPs can be found in the following link: <https://www.pse.com.ph/directory/#tp2>.

The PCD Participants that is an Eligible TP must then do the following:

1. Request for creation of a NoCD account where the scripless shares will be credited for each of their Tendering Shareholder clients with the PDTC. PDTC shall assign a unique NoCD ID for every account created.
2. Request for lodgment of the shares with PDTC no later than three (3) trading days before the end of the Tender Offer Period or 22 November 2024. The Tender Shares must be received by the Tender Offer Agent in scripless form on or before 12:00 p.m. on 27 November, 2024.

Lodgment fees shall be for the account of the Tendering Shareholder.

3. Once the shares are converted into scripless form, PCD Participants must follow the instructions to PCD Participants under “**For Holders of Scripless Shares**” above to the extent not yet performed.

²

Each PCD Participant will have varying internal policies and procedures for opening a securities account and a NoCD account. Tendering Shareholders will have to comply with such account opening policies and procedures of the designated PCD Participant.

If a PCD Participant has both Filipino and Non-Filipino Tendering Shareholders, the PCD Participant must submit two (2) separate Applications to Tender, which covers the following: (i) aggregate Tender Shares of Filipino Tendering Shareholders and (ii) aggregate Tender Shares of Non-Filipino Tendering Shareholders.

In addition to the documents enumerated above, the list of additional documents that need to be attached by the designated PCD Participant to the Application to Tender upon submission to the Tender Offer Agent are as follows (the “**Supporting Documents**”):

For Corporations:

1. Notarized Board Resolution (in substantially the form of the Secretary’s Certificate attached as Annex C to the Application to Tender, which is under Exhibit D of the SEC Form 19-1 filed by FLI with the Commission) authorizing the sale of the Tender Shares, designating signatories for the purpose and indicating the specimen signatures of those signatories.
2. Copy of the SEC Registration or equivalent constitutive document certified as true copy of the original by the Corporate Secretary or equivalent person having official custody of company records.
3. Copy of latest Articles of Incorporation and By-Laws of the Applicant or equivalent constitutive document certified as true copy of the original by the Corporate Secretary or equivalent person having official custody of company records.
4. Duly accomplished signature card containing the specimen signature of the Applicant’s designated authorized signatories and verified by the Applicant’s Corporate Secretary or equivalent person having official custody of company records.
5. Copy of latest General Information Sheet (“**GIS**”) filed with SEC and certified as true copy of the original by the Corporate Secretary or equivalent person having official custody of company records.
6. For corporations based abroad, if a document that is required to be notarized is executed abroad and the country where it was executed is a member state of the Apostille Convention, then it must be authenticated by the Office of the Philippine Consul in the country where the document is executed.

For Partnership:

1. Copy of SEC Registration or equivalent constitutive document certified as true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records.
2. Copy of the latest Articles of Partnership of the Applicant or equivalent constitutive document certified as true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records.
3. Notarized Partnership Resolution (in substantially the form of the Partners’ Certificate attached as Annex D to the Application to Tender, which is under Exhibit D of the SEC Form 19-1 filed by FLI with the Commission) authorizing the sale of the Tender Shares, designating signatories for the purpose and indicating the specimen signature of the signatories.
4. Duly accomplished signature card containing the specimen signature of the Applicant’s designated authorized signatories and verified by the Applicant’s Partnership Secretary or

	<p>equivalent person having official custody of the partnership records.</p> <p>5. For partnerships based abroad, if a document that is required to be notarized is executed abroad and the country where it was executed is a member state of the Apostille Convention, then must be authenticated by the Office of the Philippine Consul in the country where the document is executed.</p> <p>For Tendering Shareholders whose stock certificate/s covering the Share/s is/are lost, such shareholder(s) should submit to the designated PCD Participant, and such PCD Participant shall deliver to the Tender Offer Agent along with the Application to Tender no later than ten (10) trading days prior to the end of the Tender Offer Period, the following: (i) one (1) original copy of a duly notarized affidavit of loss (in substantially the form of Annex E to the Application to Tender which is under Exhibit D of the SEC Form 19-1 filed by FLI with the Commission); (ii) copy of the affidavit of loss as published in a newspaper of general circulation; (iii) affidavit of publication (of affidavit of loss); and (iv) bond in the amount of twice the closing price per share of the Tender Shares as of the date of execution of the affidavit of loss, multiplied by the number of shares covered by each lost stock certificate.</p> <p>Applications to Tender received thereafter or without the required documents (including the complete Supporting Documents) will be rejected. Applications to Tender shall be considered irrevocable upon submission to the Tender Offer Agent, and shall be subject to the terms and conditions of the Tender Offer. Applications to Tender may be rejected if (i) the sell-side fees are not fully paid; (ii) payments are insufficient or where checks, as applicable, are dishonored upon first presentment; (iii) the Applications to Tender (including all its required attachments and Supporting Documents) are not received by the Tender Offer Agent on or before the deadline set; (iv) the Applications to Tender do not comply with the terms of the Offer; or (v) the Applications to Tender do not have sufficient information as required in the Application to Tender or are not supported by the required document.</p>
<p>Payment of Consideration</p>	<p>On Settlement Date, the Tender Offer Agent shall electronically transfer the Consideration Shares to the Tendering Shareholders through the designated PCD Participant that is an Eligible TP nominated by each of the Tendering Shareholder in their respective Applications to Tender or the Eligible TP indicated by the PCD Participant in the Schedule of Tender Shares for Delivery to Eligible TPs submitted to the Tender Offer Agent, who shall credit the Consideration Shares to the Tendering Shareholders' NoCD accounts.</p> <p>Should the Tendering Shareholder wish to receive the Consideration Shares in certificated form, he/she shall coordinate his/her designated PCD Participant or the Eligible TP to request for the upliftment of the Consideration Shares, who shall then request it from PDTC. The designated PCD Participant or Eligible TP shall coordinate with the Tendering Shareholder on the pick-up/delivery of the stock certificates for the Consideration Shares. Upliftment fees shall be for the account of the requesting Tendering Shareholder.</p> <p>Delivery to the Tender Offer Agent of each required document in relation to the Tender Offer shall be deemed made only upon actual receipt thereof by the Tender Offer Agent. FLI or the Tender Offer Agent reserves the right to require presentation or submission of any</p>

	<p>additional documents for the purpose of, among others, enabling the Tender Offer Agent to determine from any Tendering Shareholder (or any person acting on its behalf) the validity, eligibility, and acceptability of any common shares in FLI tendered pursuant to the Tender Offer.</p> <p>FLI or the Tender Offer Agent shall not be held liable for any Application to Tender that is rejected or not acceptable due to failure to meet any of the requirements set forth above.</p>								
Acceptance of Shares	<p>FLI, through the Tender Offer Agent, shall accept the Tender Shares or proportionately allocate Tender Shares on 6 December 2024.</p> <p>If the total number of shares tendered in the Tender Offer exceeds the maximum number of shares to be purchased, FLI shall accept and pay the Tender Shares on a pro rata basis, disregarding fractions, according to the number of Tender Shares by each Tendering Shareholder during the Tender Offer Period. The Taxes and Other Expenses previously collected which are attributable to the disregarded fractions, and the unaccepted Tender Shares, as applicable, shall be returned to the Tendering Shareholder through its designated PCD Participant. All remittance fees, if any, shall be shouldered by the relevant remitter.</p>								
Withdrawal of Securities and Manner of Payment	<p>The Tender Shares tendered may be withdrawn by the stockholder of record at any time during the Tender Offer Period by submitting a written request for the tendered Tender Shares to the Tender Offer Agent and surrendering the receiving copy of the Application to Tender signed by the Tender Offer Agent. The deadline to withdraw tendered Tender Shares shall be at 12:00 p.m., on 27 November 2024.</p> <p>The written request for the withdrawal must specify the: (i) name of Tendering Shareholder, and (ii) number of Tender Shares to be withdrawn. If the stock certificates evidencing the Tender Shares tendered have been delivered to the Tender Offer Agent, the serial number of such certificates must likewise be indicated in the written request.</p> <p>Tender Shares shall be returned in the same form it was received to the designated PCD Participant within ten (10) trading days from the end of the Tender Offer Period. The cost of returning the Tender Shares shall be borne by the shareholder making the withdrawal.</p>								
Taxes and Other Expenses	<p>For this Tender Offer, the Selling Shareholder's expenses are enumerated below in relation to the conveyance of the Tender Shares to FLI. Only the one-time per PCD Participant EQ Trade fees in relation to the transfer of aggregated Tender Shares to the Tender Offer Agent, and expenses in relation to the conveyance of the Consideration Shares in scripless form from FLI to the Tendering Shareholder, shall be for FLI's account. Payment shall be made upon the submission of the Tendering Shareholder's Application to Tender or within the PCD Participant's deadline for payment:</p> <table border="1" data-bbox="549 1756 1386 2036"> <thead> <tr> <th data-bbox="549 1756 976 1818">Type of Fee</th> <th data-bbox="976 1756 1386 1818">Rate Based on Gross Amount of the Tender Share</th> </tr> </thead> <tbody> <tr> <td data-bbox="549 1818 976 1944">Broker's Commission Rate*</td> <td data-bbox="976 1818 1386 1944">Broker's Commission Rate* + Twelve Percent (12%) Value Added Tax on Broker's Commission</td> </tr> <tr> <td data-bbox="549 1944 976 1975">Stock transaction tax</td> <td data-bbox="976 1944 1386 1975">0.600</td> </tr> <tr> <td data-bbox="549 1975 976 2036">Securities Clearing Corporation of the Philippines</td> <td data-bbox="976 1975 1386 2036">0.010</td> </tr> </tbody> </table>	Type of Fee	Rate Based on Gross Amount of the Tender Share	Broker's Commission Rate*	Broker's Commission Rate* + Twelve Percent (12%) Value Added Tax on Broker's Commission	Stock transaction tax	0.600	Securities Clearing Corporation of the Philippines	0.010
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<p>Representations and Warranties of the Tendering Shareholder</p>	<p>By accepting the Tender Offer, each Tendering Shareholder and designated PCD Participant represent and warrant to FLI that:</p> <ul style="list-style-type: none"> (i) All information contained in the Application to Tender and its 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. (ii) The Tender Shares have been validly issued, fully paid and non-assessable. (iii) The Tendering Shareholder is the registered and absolute legal and beneficial owner of, and has good and marketable title, to the Tender Shares. (iv) The Tendering Shareholder has obtained all the required approvals and authorizations to enable it/him/her to transfer the Tender Shares to FLI, and there is no objection, adverse claim, dispute or notice concerning its/his/her right to tender and transfer the Tender Shares. (v) On the Cross Date, FLI will obtain full and valid title to the Tender Shares, free and clear from any warrants, interests, options, liens, claims and encumbrances and will be able to freely and fully exercise all rights and privileges arising from ownership of such Tender Shares. (vi) For corporate shareholders, the transfer of the Tender Shares to FLI shall not constitute a breach of the constitutive documents of the Tendering Shareholder or of any agreement or arrangement, law, order, regulations or other issuances applicable to the Tender Shares or the Tendering Shareholder. (vii) Each Tendering Shareholder has read and understood, and has relied solely upon the provisions of the Tender Offer 							

³ An expanded withholding tax of fifteen percent (15%) will be deducted from the commission charged by the brokers to the Tendering Shareholders who are classified as non-individuals.

	<p>Report, and any and all documents and materials provided by FLI in connection therewith or in relation thereto, and the terms and conditions of the Tender Offer as stated therein, and unconditionally accepts such terms and conditions. The Tendering Shareholder understands that no person has been authorized to give information or to make any representation with respect to the Tender Offer other than those specified and made in the Tender Offer Report.</p>
<p>Representations and Warranties of the designated PCD Participant Submitting the Application for Tender Offer</p>	<p>By accepting the Tender Offer, each PCD Participant hereby represents and warrants that:</p> <ul style="list-style-type: none"> (i) It is accredited as eligible to trade and hold Real Estate Investment Trusts (“REITs”) for its client/s as determined by the PSE and authorized to avail of the NoCD Facility. (ii) Each of their clients has a NoCD account (with holdings segregated and assigned a unique NoCD ID) covered by the Application to Tender. To the extent that it is not a REIT-eligible PCD Participant, it has taken the necessary steps to confirm that the Tendering Shareholders has nominated an Eligible PCD Participant to receive the Consideration Shares. (iii) It is duly licensed under applicable law and regulations and has the full power and authority to act on behalf of its client in connection with the tender of its client’s FLI shares in the Tender Offer. (iv) It has obtained all necessary authorizations, consents, and approvals from its clients to tender the client’s FLI shares in the Tender Offer in accordance with these Terms of the Tender Offer, and such authorizations are in full force and effect. (v) It has provided its client with all material information regarding the Tender Offer, including the delivery of the required notice/s under applicable rules, and the implications/impact of tendering the FLI shares, enabling its client to make an informed decision. (vi) It has disclosed to the client all fees, taxes, charges, and commissions related to the Tender Offer, and the client has acknowledged and agreed to such fees, taxes, charges, and commissions. (vii) It will comply with all applicable laws, rules, and regulations in connection with the tender of the client’s FLI shares in the Tender Offer. (viii) It holds, as a custodian or nominee, the FLI shares of its clients that are being tendered in this Tender Offer, and it has full authority to transfer the Tender Shares to FLI or its Tender Offer Agent. (ix) It represents that the FLI shares being tendered on behalf of its client are validly held by its client and are free from any liens, encumbrances, or adverse claims. (x) It will transfer the Tender Shares of its clients to FLI or its Tender Offer Agent in accordance with these Terms of the Tender Offer, ensuring that all necessary actions are taken to facilitate the transfer. (xi) It represents that its execution, delivery, and performance of its obligations under this Tender Offer will not conflict with, or result in a breach of, any agreement or instrument to which the PCD Participant is a party or by which it is bound.

Representations and Warranties of FLI	FLI hereby represents and warrants that the settlement of the Consideration Shares shall be made when it falls due.								
Conditions	<p>The acceptance of the Tender Shares by FLI is subject to the fulfillment (or waiver, at FLI's sole discretion) of each of the following conditions:</p> <ul style="list-style-type: none"> (i) FLI shall have obtained all required corporate, contractual, and regulatory approvals, consents, and authorizations for the acceptance and purchase by FLI of the Tender Shares before the expiration of the Tender Offer Period. (ii) The Tendering Shareholder shall have obtained all the required approvals and authorizations to enable it to transfer the Tender Shares to FLI before the expiration of the Tender Offer Period and it/he/she is not aware of any objection, adverse claim, dispute, or notice concerning its/his/her right to tender and transfer the Tender Shares. (iii) In the sole determination of FLI, no material adverse change in or affecting the business, operations, property, condition (financial or otherwise), or prospects of the Company shall have occurred. (iv) The Tendering Shareholder submits all necessary documentation and requirements as specified in these Terms of the Tender Offer. (v) The Tendering Shareholder has established or completed any necessary arrangements for a NoCD account to facilitate the transfer of Consideration Shares to such Tendering Shareholder in accordance with these Terms of the Tender Offer. 								
Material Change	If any material change occurs in the information previously disclosed to the stockholders of FLI, FLI shall promptly disclose such change in a manner reasonably calculated to inform the stockholders of such change.								
Tender Offer Report	Further information regarding the Tender Offer is included in the Tender Offer Report (SEC Form 19-1), copies of which are available at the office of the Tender Offer Agent. Copies of the Tender Offer Report have also been filed with the Commission, and the Exchange.								
Inquiries	<p>All questions relating to this Tender Offer for the Tender Shares of FLI may be directed to the following:</p> <p>BPI Securities Corporation</p> <table border="1" data-bbox="552 1541 1385 1668"> <thead> <tr> <th data-bbox="552 1541 970 1574">Name</th> <th data-bbox="970 1541 1385 1574">Telephone Number</th> </tr> </thead> <tbody> <tr> <td data-bbox="552 1574 970 1608">Buena M. Bascuguin</td> <td data-bbox="970 1574 1385 1608">8580-4779</td> </tr> <tr> <td data-bbox="552 1608 970 1641">Emeline T. De la Cruz</td> <td data-bbox="970 1608 1385 1641">8580-4642</td> </tr> <tr> <td data-bbox="552 1641 970 1668">Krachel Anne M. Carcabuso</td> <td data-bbox="970 1641 1385 1668">8580-4643</td> </tr> </tbody> </table>	Name	Telephone Number	Buena M. Bascuguin	8580-4779	Emeline T. De la Cruz	8580-4642	Krachel Anne M. Carcabuso	8580-4643
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