

DMCI HOLDINGS, INC.
Guidelines for the Distribution of Cash Dividends
Declared by the Board of Directors on May 14, 2015

ADVISORY TO STOCKHOLDERS

Record Date: May 29, 2015
Payment Date: June 10, 2015
Dividend Amount: Php 0.24 per common share
 Plus: Special Cash Dividends of Php 0.24 per common share

1. FINAL WITHHOLDING TAX RATES

The Dividends to be distributed to the stockholders will be subject to the following final withholding tax rates prescribed under the National Internal Revenue Code ("NIRC"):

Taxpayer	Final Withholding Tax Rate
Individual citizen	Ten percent (10%)
Individual resident alien	Ten percent (10%)
Non-resident alien individual	a. Engaged in trade or business - Twenty percent (20%) b. Not engaged in trade or business - Twenty five percent (25%)
Domestic corporation	Not subject to tax
Resident foreign corporation	Not subject to tax
Non-resident foreign corporation ("NRFC")	a. Thirty percent (30%) b. If the tax sparing requirement under Section 28(B)(5)(b), NIRC, is complied with, i.e., that the country of residence of the NRFC allows a deemed paid tax credit of fifteen percent (15%) on taxes due from the NRFC - Fifteen percent (15%)

2. **FOR NON-RESIDENT FOREIGN STOCKHOLDERS (CORPORATE OR INDIVIDUAL) CLAIMING ENTITLEMENT TO A PREFERENTIAL TAX RATE ON DIVIDEND INCOME UNDER A TAX TREATY.** - Any foreign stockholder (the "Claiming Stockholder") claiming entitlement to a preferential tax rate on dividend income under a tax treaty with the Republic of the Philippines shall be required to submit the following documents to the Company not later than June 3, 2015, 4:00 p.m. (Manila Time):
- a. a filed application (together with the documentary requirements) for tax treaty relief prepared in accordance with Revenue Memorandum Order No. 72-2010, which has been duly received by the Bureau of Internal Revenue - International Tax Affairs Division ("BIR-ITAD");
 - b. a signed and duly notarized / consularized (if issued abroad) indemnity undertaking in the form attached as **Annex A** hereof; and
 - c. a signed and duly notarized / consularized (if issued abroad) certification on beneficial ownership indicating, among others, the number of shares held by the Claiming Stockholder, in the form attached as **Schedule A** hereof.

Upon submission of the documents above, the Claiming Stockholder shall be entitled to avail of the preferential tax rate.

If the Claiming Stockholder is unable to submit the documents within the time prescribed, the Company will withhold and remit the taxes at the applicable withholding tax rates.

3. **FOR NON-RESIDENT FOREIGN CORPORATIONS CLAIMING THE TAX SPARING RATE OF 15%.** - Any foreign stockholder (the "Claiming Stockholder") claiming entitlement to the 15% tax rate on dividend income under Section 28(B)(5)(b) of the NIRC shall be required to submit the following documents to the Company not later than June 3, 2015, 4:00 p.m. (Manila Time):
- a. Certified copy of a BIR ruling addressed to it confirming the application of the tax sparing rate of 15%, and that is valid, current and subsisting as per existing BIR issuances;
- or -
- Signed and duly notarized / consularized (if issued abroad) indemnity undertaking in the form attached as **Annex A-1** hereof; **and**
- b. a signed and duly notarized / consularized (if issued abroad) certification on beneficial ownership indicating, among others, the number of shares held by the Claiming Stockholder, in the form attached as **Schedule A** hereof.

Upon submission of the required document/s, the Claiming Stockholder shall be entitled to avail of the 15% tax sparing rate.

If the Claiming Stockholder is unable to submit the required document within the time prescribed, the Company will withhold and remit the taxes at the regular 30% withholding tax rate.

4. **FOR STOCKHOLDERS CLAIMING TAX EXEMPTION.** - Any stockholder (the "Claiming Stockholder") claiming exemption from withholding tax in respect of the Dividends in accordance with any provision of the NIRC or special law shall be required to submit the following documents to the Company not later than June 3, 2015, 4:00 p.m. (Manila Time):

- a. Certified copy of a BIR ruling addressed to it confirming the exemption claimed, and that is valid, current and subsisting as per existing BIR issuances;

- or -

Signed and duly notarized / consularized (if issued abroad) indemnity undertaking in the form attached as **Annex A-2** hereof; **and**

a signed and duly notarized / consularized (if issued abroad) certification on beneficial ownership indicating, among others, the number of shares held by the Claiming Stockholder, in the form attached as **Schedule A** hereof. Upon submission of the documents, the Claiming Stockholder shall be entitled to receive the Dividends without deduction for withholding tax.

If the Claiming Stockholder is unable to submit the required documents within the time prescribed, the Company will withhold and remit the taxes at the applicable withholding tax rates.

5. **DOMESTIC AND RESIDENT STOCKHOLDERS** - Brokers/ custodians of shares beneficially owned by citizens, resident alien individuals, domestic corporations and resident foreign corporations shall be responsible for ensuring that said shares are reported and categorized accordingly with the PDTC, so that the correct applicable tax rate may be applied automatically to the particular beneficial owner account on the dividend payment date. Said brokers/ custodians may, but are not required, to submit a notarized certification of beneficial ownership (Schedule A) to the Company. Submission of the certification shall not excuse the broker/ custodian from its aforementioned responsibility.
6. Custodians/brokers are advised to inform their clients of the specific requirements stated in these guidelines immediately upon issuance hereof, in order that the required documents may be prepared and/or obtained and submitted to the Company within the deadline indicated herein.

7. For any questions on the foregoing, you may contact any of the following:

Ms. April Ancheta
Tel. No. 888-3000 loc. 1535
acancheta@dmcinet.com

Atty. Noel A. Laman
Atty. Ma. Pilar Pilares-Gutierrez
Tel No. 817-6791 to 95
PMP@cltps.com.ph

8. Please submit all original documents listed in items 2, 3, 4 and 5 above on or before June 3, 2015 to:

Mr. Brian T. Lim
DMCI Holdings, Inc.
2281 Don Chino Roces Avenue, Makati City

Please indicate your complete contact details (name, telephone number and email address) in your submissions.

Makati City, Metro Manila, May 14, 2015.



NOEL A. LAMAN
Corporate Secretary

Annex A
Indemnity - tax treaty

(Date)

DMCI HOLDINGS, INC.

3/F Dacon Building
2281 Don Chino Roces Avenue Extension
1231 Makati City, Philippines

Attention: Mr. Isidro A. Consunji
President

Re: Indemnity Undertaking

Gentlemen:

On _____, 2015, an application (copy enclosed) was submitted to the BIR for a ruling confirming that the cash dividends due from DMCI Holdings, Inc. (the "**Company**") to _____, [a citizen of _____ and residing in _____ / a corporation organized and existing under the laws of _____ and with principal place of business at _____] (the "**Stockholder**") in the amount of _____ (Php____) pursuant to the declaration of the Board of Directors of the Company in its meeting held on May 14, 2015 (the "**Dividends**"), are subject to a withholding tax rate of _____ percent (__ %) pursuant to the tax treaty between _____ and the Republic of the Philippines (the "**Ruling**").

Current jurisprudence in the Philippines requires that a ruling from the International Tax Affairs Division ("**ITAD**") of the BIR must be secured prior to availing of a preferential tax rate under a tax treaty.¹ On the other hand, BIR Revenue Memorandum Order ("**RMO**") No. 72-2010 (Aug. 25, 2010) literally only requires that a tax treaty relief application ("**TTRA**")² be filed before the transaction (i.e., payment of dividends), together with all the supporting documents justifying the relief sought, as enumerated in the RMO.

¹ CBK Power Company Limited vs. Commissioner of Internal Revenue, CTA EB Case No. 494 (CTA Case Nos. 6699, 6884 and 7166) dated March 29, 2010; CDL Hotels (Phils) Corp. vs. Commissioner of Internal Revenue, CTA EB Case No. 339 (CTA Case No. 6585) dated August 10, 2009; Deutsche Bank AG Manila Branch v. Commissioner of Internal Revenue, CTA EB Case No. 456 (May 29, 2009); Mirant (Philippines) Operations Corporation (formerly: Southern Energy Asia-Pacific Operations (Phils.), Inc.) vs. Commissioner of Internal Revenue, G.R. No. 168531.

² The approval of a TTRA takes the form of a BIR ruling.

The undersigned stockholder (the “**Stockholder**”) anticipates that it may take some time for a Ruling to be issued by the BIR.

The Company, as the withholding agent of the Philippine government for the withholding of taxes due on dividends to nonresident alien individuals and foreign corporations, is made primarily responsible for the remittance of the correct amount of withholding taxes due on those dividends to the BIR. Further, penalties are imposed upon the Company under Philippine law for failure to do so.

The undersigned hereby requests the Company to withhold taxes based on the preferential tax treaty rate for remittance to the BIR. To induce the Company to withhold and remit the tax at the preferential tax treaty rate, in the event that the Ruling is denied or that a withholding tax rate higher than the preferential tax rate is determined to apply to the Dividends, the Stockholder agrees and acknowledges that [he/she/it] will be solely liable for, and will promptly pay when due, any taxes, fees, charges or other amounts (including interest and penalties) due to any authorities in the Philippines with respect to the Dividends. For this purpose, the Stockholder undertakes to pay to the Company whatever amounts may be required to pay for any shortfall in the amount of tax withheld and remitted. Furthermore, the Stockholder expressly authorizes the Company to pay over to the Philippine tax authorities any amounts that the Company may hold belonging to the Stockholder to settle any deficiency tax liability of the Stockholder arising from the receipt of the Dividends.

Stockholder further agrees that it will indemnify and hold the Company and its shareholders, directors, officers, employees, agents and assignees harmless from and against any and all claims, losses, expenses, taxes, penalties or fines incurred in relation to the filings or payments of, or failure to file or pay, any amounts to the Philippine tax authorities due to or on account of the Dividends.

The Stockholder accepts the continuity of this indemnity undertaking which shall survive a transfer of shares. The Stockholder undertakes to submit a copy of the BIR Ruling to the Company, once issued, within five (5) days from receipt thereof.

(Name and signature of Stockholder or authorized representative)

Agreed and accepted on _____, 2015 by:

DMCI HOLDINGS, INC.

By:

Isidro A. Consunji
President

(NOTARIAL ACKNOWLEDGMENT & CONSULARIZATION)

Annex A-1
Indemnity - tax sparing

(Date)

DMCI HOLDINGS, INC.
3/F Dacon Building
2281 Don Chino Roces Avenue Extension
1231 Makati City, Philippines

Attention: Mr. Isidro A. Consunji
President

Re: Indemnity Undertaking

Gentlemen:

This refers to the cash dividends due from **DMCI HOLDINGS, INC.** (the "**Company**") to _____, [a corporation organized and existing under the laws of _____ and with principal place of business _____ at _____] (the "**Stockholder**") in the amount of _____ (Php ____) pursuant to the declaration of the Board of Directors of the Company in its meeting held on May 14, 2015 (the "**Dividends**").

The Stockholder requests the Company to apply a withholding tax rate of fifteen percent (15%) on the Dividends pursuant to Section 28(B)(5)(b) of the National Internal Revenue Code (the "**Tax Sparing Provision**"), which reduces from 30% to 15% the withholding tax on dividends received by a nonresident foreign corporation on the condition that the country of residence of the Stockholder will allow the latter a *credit* for taxes deemed to have been paid in the Philippines (but actually waived or spared) equivalent to 15%, representing the difference between the regular income tax rate of 30% and the 15% tax sparing rate.¹

In this connection, it hereby represents and warrants:

(a) That [*the country of residence of Stockholder*], in accordance with its laws now currently in force, fulfills the foregoing 'deemed paid tax credit' condition.

(b) That it shall comply with Revenue Memorandum Circular No. 80-91 requiring the submission by the Stockholder of documents showing the actual amount credited by the foreign government against the foreign income tax due from the Stockholder in respect of the Dividends. The documents required under RMC 80-

¹ Based on jurisprudence, the above 'deemed paid tax credit' condition is also met if the residence country of the Stockholder fully exempts the Dividends from tax in the residence country. (*Commissioner of Internal Revenue vs. Wander Philippines, Inc.*, 160 SCRA 573)

91 may only be provided after the payment of the Dividends and the filing of its own income tax return in its country of residence. It is only upon presentation of those documents to the Bureau of Internal Revenue (“BIR”) that its entitlement to the tax sparing rate may be determined.

The Stockholder acknowledges that the Company, as withholding agent, is made primarily responsible for the remittance of the correct amount of withholding taxes due on the Dividends. Further, penalties are imposed upon the Company under Philippine law for failure to do so. In view thereof, the Stockholder undertakes:

(a) to indemnify and hold the Company and its shareholders, directors, officers, employees, agents and assignees harmless from and against any and all claims, losses, expenses, taxes, penalties or fines incurred in relation to the filings or payments of, or failure to file or pay, any amounts to the Philippine tax authorities due to or on account of the Dividends;

(b) in the event of an assessment issued by the BIR for the Company’s failure to file or pay the correct amount of tax to the Philippine tax authorities on the basis of the Stockholder’s representations stated herein, to be solely liable for, and promptly pay when due, any taxes, fees, charges or other amounts (including interest and penalties) due to any authorities in the Philippines with respect to the Dividends. For this purpose, the Stockholder undertakes to pay to the Company whatever amounts may be required to pay for any shortfall in the amount of tax withheld and remitted. Furthermore, the Stockholder expressly authorizes the Company to pay over to the Philippine tax authorities any amounts that the Company may hold belonging to the Stockholder to settle any deficiency tax liability of the Stockholder arising from the receipt of the Dividends; and

(c) to submit to the Company proof of compliance with RMC 80-91, including copies of documents provided to the BIR in connection therewith.

The Stockholder accepts the continuity of this indemnity undertaking which shall survive a transfer of shares.

(Name and signature of Stockholder or authorized representative)

Agreed and accepted on _____, 2015 by:

DMCI HOLDINGS, INC.

By:

Isidro A. Consunji
President

(NOTARIAL ACKNOWLEDGMENT & CONSULARIZATION)

Annex A-2
Indemnity - tax exemption

(Date)

DMCI HOLDINGS, INC.
3/F Dacon Building
2281 Don Chino Roces Avenue Extension
1231 Makati City, Philippines

Attention: Mr. Brian T. Lim
Finance Officer

Re: Indemnity Undertaking

Gentlemen:

This refers to the cash dividends due from DMCI HOLDINGS, INC. (the "Company") to _____, with principal place of business at _____] (the "**Stockholder**"), in the amount of _____ (Php____) pursuant to the declaration of the Board of Directors of the Company in its meeting held on May 14, 2015 (the "**Dividends**").

The Stockholder hereby represents and warrants to the Company that it falls within any one (1) of the following categories of taxpayers whose income in the Philippines are exempt from tax in accordance with the provisions of the National Internal Revenue Code of 1997, as amended (the "**Tax Code**") or any other special law or charter creating it (*please check and fill in the spaces below, as applicable*):

- An entity whose income from the Philippines is exempt from tax in accordance with Section 32 (B) (7) (a) of the Tax Code because it is:
 - The Government of: _____
 - A financing institution owned, controlled, or enjoying refinancing from the Government of: _____
 - An international or regional financial institution established by the Government of: _____
- A Philippine Government-owned or Controlled-Corporation,

Agency or Instrumentality whose income in the Philippines are not subject to tax in accordance with Section 27 (C) of the Tax Code, a special law, or charter creating it.

The Stockholder further represents and warrants that its exemption from Philippine tax includes income arising from activities conducted for profit, or activities which are not in its ordinary course of business such as income from investments in domestic corporations.

The Stockholder acknowledges that the Company, as withholding agent, is made primarily responsible for the remittance of the correct amount of withholding taxes on the Dividends. Further, penalties are imposed upon the Company under Philippine law for failure to do so. In view thereof, the Stockholder hereby undertakes to:

(a) Submit proof satisfactory to the Company of its exemption from withholding tax on the Dividends, such as, but not limited to, a certification or certified true copy of a charter or special law (authenticated, if issued abroad) from the applicable government agency, and such other official documentation (certified, notarized/authenticated, as applicable) confirming its exemption from Philippine tax;

(b) Indemnify and hold the Company and its shareholders, directors, officers, employees, agents and assignees harmless from and against any and all claims, losses, expenses, taxes, penalties or fines incurred in relation to the filings or payments of, or failure to file or pay, any amounts to the Philippine tax authorities due to or on account of the Dividends; and

(c) In the event of an assessment issued by the BIR for the Company's failure to file or pay the correct amount of tax to the Philippine tax authorities on the basis of the Stockholder's representations stated herein, the Stockholder will be solely liable for, and will promptly pay when due, any taxes, fees, charges or other amounts (including interest and penalties) due to any authorities in the Philippines with respect to the Dividends. The Stockholder expressly authorizes the Company to pay over to the Philippine tax authorities any amounts that the Company may hold belonging to the Stockholder to settle any deficiency tax liability of the Stockholder arising from the receipt of the Dividends. Should the Company decide to settle all or part of the obligation with its own funds, the Stockholder undertakes to promptly reimburse the Company for costs expended in relation to the said assessment/s.

Based on the foregoing, the undersigned hereby requests the Company not to withhold taxes on the dividends to be distributed to the Stockholder. The

Stockholder accepts the continuity of this indemnity undertaking which shall survive a transfer of shares.

(Name and signature of
Stockholder or authorized
representative)

Agreed and accepted on _____, 2015 by:

DMCI HOLDINGS, INC.

By:

Isidro A. Consunji
President

(NOTARIAL ACKNOWLEDGMENT & CONSULARIZATION)

CERTIFICATION

I, _____, of legal age, Filipino, with office address at _____, being the [position] of [name of custodian/ broker/ security services firm], with office address at _____, under oath, do hereby certify that:

The following is a list of the beneficial owners of the _____ shares of DMCI Holdings, Inc. (the "Company") held by [custodian/ broker/ security services firm], in its capacity as agent/ custodian, as of May 29, 2015, the record date for the cash dividends declared by the Board of Directors of the Company on May 14, 2015:

Beneficial Owner (Corporations/ Individuals) and Corresponding BP ID Nos.	Nationality and Residence	No. of Shares Owned	Gross Amount of Dividends
T O T A L			

IN WITNESS WHEREOF, I have hereunto affixed my signature this _____, 2015 at _____ City, Metro Manila.

Name
Position

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in the City of Makati, Philippines, this _____, by the affiant, whose identity I have confirmed through Passport No. _____ issued in _____ on _____, bearing the affiant's photograph and signature, and who showed to me her Community Tax Certificate No. _____ issued at _____ City, on _____.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2015.