NEXGEN ENERGY CORP.

INITIAL PUBLIC OFFERING ("IPO")

Application and Settlement Procedures for Local Small Investors
Under the Small Investors Program of
the Securities and Exchange Commission ("SEC")
and The Philippine Stock Exchange, Inc. ("PSE") through the
PSE Electronic Allocation System ("PSE EASy")

These Local Small Investors guidelines ("LSI Guidelines") supplement and do not replace or supersede and must be read in conjunction with the Terms and Conditions of the Application to Purchase (the "Application") and the final prospectus of NexGen Energy Corp. (the "Company") dated on or about June 27, 2024 (the "Final Prospectus") prepared in relation to the offer of the Offer Shares (the "Offer"). The Final Prospectus has been uploaded on the Company's website (www.nexgen-energy.ai) and the PSE EDGE Portal (https://edge.pse.com.ph) and will be distributed to the PSE Trading Participants. All requirements stated in the Application must be complied with, except when clearly inconsistent herewith. Unless otherwise provided, capitalized terms used have the same meanings ascribed to them in the Final Prospectus, unless otherwise defined herein. Please refer to the annexes attached thereto, each of which form an integral part of this LSI Guidelines. Any specific time of day refers to Philippine Standard Time.

1. Out of the Offer Shares being offered pursuant to the Company's initial public offering of such shares, an aggregate of up to 30,000,000 Offer Shares are allocated to the Local Small Investors ("*LSIs*") and made available nationwide through the PSE Electronic Allocation System or PSE EASy *(https:// easy.pse.com.ph,)*, subject to final allocation, which shall be consistent with the applicable rules, as may be determined by China Bank Capital Corporation ("*Chinabank Capital*") and Investment & Capital Corporation of the Philippines ("*ICCP*" and together with Chinabank Capital, the "*Joint Lead Underwriters*"). Further information about the Company, details about the Offer, and this LSI Guidelines, and instructions for subscribing through PSE EASy shall be made available in the online IPO information center at the Company's website at *(www.nexgen-energy.ai)*.

2. The Offer Shares allocated for the LSIs may be subscribed to and purchased by any natural person of legal age regardless of nationality, or any corporation, association, partnership, trust account, fund or entity residing in and organized under the laws of the Philippines and/or licensed to do business in the Philippines, regardless of nationality, subject to the Restrictions on Ownership, as described in the Final Prospectus, and the Company's right to reject, in whole or in part, an Application, or reduce the number of Offer Shares applied for subscription. For the avoidance of doubt, any payment received pursuant to the Application does not constitute approval or acceptance of the Application.

3. Only Applications duly accomplished through PSE EASy will be received and accepted. The system will generate a **unique PSE EASy reference number** (which is the 20-character alphanumeric code generated upon completion of the application that follows this format: "XGXXXXXXXXXXXXXXXX") for the LSI applicant ("*LSI Applicant*") and provide the payment instructions.

4. LSI Applications through PSE EASy must be completed on or before 12:00 noon on July 8, 2024. Payments for applications to purchase the Offer Shares must be settled on or before 12:00 noon on July 8, 2024 for check and online payments via DragonPay in the PSE EASy platform and by 1:00 p.m. on July 8, 2024 for cash and online payments through BDO online or mobile banking. An LSI Applicant should nominate in the Application the participant recognized as such by the Philippine Depository & Trust Corp. ("*PDTC*") pursuant to its rules ("*Depository Participant*") through which the shares allocated to it will be delivered on the Listing Date or through which a refund, if and when applicable, may be made. Otherwise, the Application shall not be accepted.

5. As required under the listing rules of the PSE (the "*PSE Rules*"), the Offer Shares should be in

scripless form and lodged with the PDTC on the Listing Date. In the event an LSI Applicant does not have an existing account with a Depository Participant, the LSI Applicant may apply for opening of a securities trading account with any Trading Participant of the PSE (each a "*TP*") for the lodgment of the LSI Applicant's LSI shares. A list of the TPs and their contact information is provided in (*https://www.pse.com.ph/directory/*).

6. Once the trading account is opened, the LSI Applicant may nominate the relevant TP with whom the trading account is opened as its endorsing TP, prior to submission of the Application via PSE EASy.

7. LSI Applicants may also apply for opening of a securities trading account with Chinabank Capital's affiliated brokerage house China Bank Securities Corporation and may process the account opening online via the website indicated below:

Default Trading Participant	Website	Access / Contact Details
China Bank Securities Corporation	*https://www.chinabankseconline.ph/* Click "Open an Account" on the website to commence the account opening process	+63 (2) 8333 – 7388 +63 (2) 8333 – 7389 +63 (2) 8230 6660 to 64

LSI Applicants are encouraged to process the opening of the securities trading account as soon as possible, taking into account each TP's requirements and processing time as well as the deadline for the LSI Applications. LSI Applications (with a nominated "PSE Trading Participant") must be completed on or before 12:00 noon of July 8, 2024.

8. As defined under the PSE Rules, an LSI is a share subscriber who is willing to subscribe to a minimum board lot or whose subscription does not exceed ₱100,000.00.

For this Offer, each LSI Applicant may purchase a minimum of 3,000 Offer Shares or ₱5,040.00, and thereafter in multiples of 1,000 Offer Shares or ₱1,680.00, while the maximum subscription shall be 59,000 Offer Shares or up to ₱99,120.00.

9. Note that LSI applications will be processed on a first-come, first-served basis. Multiple LSI applications (i.e., two or more LSI applications by the same applicant) will not be allowed. Orders shall be accepted by the PSE EASy up to 12:00 noon on July 8, 2024**.** LSI applications shall be allocated through a distribution mechanism wherein fully paid applications will be allocated in ascending order (i.e., from the lowest to the highest). There shall be no allocation of shares for partially paid subscriptions. Such partially paid subscriptions shall be refunded in accordance with Paragraph 13 of these LSI Guidelines. Should the total demand for the Offer Shares in the LSI program exceed its maximum allocation, the Joint Lead Underwriters shall allocate the Offer Shares ensuring fair distribution by satisfying first the applications of LSI Applicants with the smallest orders.

10. LSI Applicants who subscribed to the Offer Shares are advised to check their PSE EASy account for updates regarding the status of their Applications. LSI Applicants shall be notified of their allocations at the end of the Offer Period.

11. Modes of Payment.

Below are the available payment options of LSIs:

a. **Over-the-counter cash or check deposit payment in any BDO branch via Bills Payment** under the merchant account "NEXGEN IPO".

Type of Transaction: **Bills Payment**
Biller Name: **NEXGEN IPO**

For check payments, only personal or corporate checks, and manager's or cashier's

checks with a clearing period of not more than one (1) Business Day and drawn against any BSP authorized agent bank will be accepted as a valid mode of payment. The check must be dated as of the date of submission of the Application, made payable to "NEXGEN IPO", and crossed "Payee's Account Only". Checks subject to clearing periods of over one (1) Business Day shall not be accepted.

The PSE EASy Reference Number should be indicated in the deposit/payment slip for over-the counter payments. LSI Applicants are encouraged to bring a copy of the PSE EASy email confirmation containing the PSE EASy Reference Number for validation.

Deadline for check payments is at 12:00 noon on July 8, 2024, while deadline for cash payments is at 1:00 p.m. on July 8, 2024.

b. **Online payment via BDO under the biller name "[NEXGEN IPO]"** through the following online payment channels:

(i) **BDO Online Banking; or**
(ii) **BDO Mobile Banking**

LSI Applicants must enroll "NEXGEN IPO" as a merchant in their online BDO accounts and indicate the PSE EASy Reference Number in the "Reference Number" field. Only LSI Applicants with existing and active BDO accounts and who have successfully enrolled "NEXGEN IPO" as a merchant may pay through the BDO online platform or the BDO mobile banking app.

Deadline for online payments is at 1:00 p.m. on July 8, 2024.

c. Online payment via DragonPay through the PSE EASy platform.

Deadline for online payments via DragonPay through PSE EASy is at 12:00 noon on July 8, 2024.

d. For LSI Applicants with Abacus Securities Corporation ("*MyTrade*"), COL Financial Group, Inc. ("*COL Financial*") and First Metro Securities Brokerage Corp. ("*First Metro Sec"*) as the nominated PSE Trading Participant, payment instructions are as follows:

Trading Participant	Payment Instructions
Abacus Securities Corporation ("MyTrade")	https://bit.ly/FundMyTradeXGLSiNow
COL Financial Group, Inc. ("COL Financial")	https://bit.ly/COLIPOguide
First Metro Securities Brokerage Corp. ("First Metro Sec")	https:help.firstmetrosec.com.ph/hc/en-us/articles/900002893083-How-to-pay-for-your-PSE-Easy-IPO-FOO-subscription

For any questions related to the payment process, you may contact the following:

Trading Participant	Contact Details
MyTrade	Email: funds@mytrade.com.ph Landline: +63 (2) 8667 89 00
COL Financial	Email: helpdesk@colfinancial.com Facebook Messenger: http://facebook.com/COLfinancial
First Metro Sec	Email: customerservice@firstmetrosec.com.ph

	Landline: +63 (2) 8859 0600

Each LSI Applicant is responsible for ensuring that the payment details provided upon payment are correct. **The PSE EASy reference number should be indicated in the deposit/payment slip for over-the-counter payments or in the "Reference Number" field for online payments.** Please refer to Annex B for the detailed payment instructions.

The payment instructions generated by PSE EASy and delivered to the LSI Applicant via email (a sample of which is provided in Annex E), shall reflect the relevant merchant details to be used. Failure to strictly comply with the foregoing instructions, or failure to include the PSE EASy Reference Number in the deposit/payment slip when making over-the-counter payments or in the "Reference Number" field in online payments, or any discrepancies in the PSE EASy Reference Number indicated may cause the rejection of the LSI Application.

LSI Applicants must ensure that they will pay only once through the chosen designated channels. Failure to pay through the chosen designated channels may result to the rejection of the LSI Application. If multiple payments are processed for the same order, the additional payments will be refunded accordingly following the process for refunds as described in these LSI Guidelines.

Any and all bank charges, remittance fees, and all relative charges and fees shall be for the account of the LSI Applicant. The full payment for the Offer Shares subject of an Application must be received by the Company, through the Receiving Agent, without deduction for any charges relevant to the Offer.

12. Key dates of the IPO:

Offer Period: 9:00 a.m. on July 1, 2024 to 12:00 noon on July 8, 2024

a. **Deadline for payments**Over-the-counter cash payment in any BDO branch via Bills Payment under the biller name "NEXGEN IPO" on July 8, 2024, no later than 1:00 p.m.;

b. Over-the-counter check payment in any BDO branch via Bills Payment under the biller name "NEXGEN IPO" on July 8, 2024, no later than 12:00 noon;

c. Online payment via BDO online Bills Payment under the biller name "NEXGEN IPO" through online banking or mobile banking on July 8, 2024, no later than 1:00 p.m.; and

d. Online payment via DragonPay through the PSE EASy platform on July 8, 2024, no later than 12:00 noon.

Listing Date: July 16, 2024

The Company and the Joint Lead Underwriters reserve the right to extend or terminate the Offer Period for LSIs with the approval of the SEC and the PSE.

13. In the event that (i) the number of Offer Shares to be received by an LSI Applicant, as confirmed by the Joint Lead Underwriters, is less than the number covered by its Application, (ii) the LSI Applicant's payment is incomplete or less than the full payment amount of the Application, or (iii) if an Application is rejected by the Company, then all or a portion of the payment corresponding to the number of Offer Shares wholly or partially rejected shall be refunded, without interest.

All refunds shall be made through the Receiving Agent, at the LSI Applicant's risk. For LSI

Applicants with the nominated TP consenting to process LSI refunds, all refunds may be made through such nominated TP, at the LSI Applicant's risk. The refunds will be processed by the Receiving Agent directly to the nominated TP by transferring immediately available funds to the relevant bank account of, or via check to, each relevant nominated TP in such amount representing the total refunds due to the clients of the relevant TP on or before the fifth (5th) Business Day after the end of the Offer Period or on July 15, 2024. The affected LSI Applicants may coordinate directly with their respective nominated TP, as indicated in the submitted LSI Application.

The list of consenting TPs (if any) will be announced by the Company through the PSE EDGE website *(https://edge.pse.com.ph)* as and when applicable.

Refunds to the TP is subject to its consent to receive the refunds on behalf of its LSI clients and submission of the Letter Confirmation and Undertaking herein attached as Annex "D" by the TP. Otherwise, refunds shall be made directly to the LSI Applicant through checks. Check refunds shall be made available for pick-up at the office of the Receiving Agent at 34th Floor, Unit-D, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, Philippines (the "*Receiving Agent Office*") starting on the fifth (5th) Business Day from the end of the Offer Period or on July 15, 2024. If such check refunds, as applicable, are not claimed after thirty (30) calendar days after July 15, 2024, such checks shall be mailed to the LSI Applicant's registered address indicated in the LSI Application at the LSI Applicant's risk.

14. LSI Applicants may request for their allocated Offer Shares to be converted from scripless form to certificated form through their respective nominated Depository Participant only after the Offer Shares have been listed. The cost of the issuance for such stock certificate shall be for the account of the LSI Applicant.

15. Any questions related to the Offer or the LSI Guidelines may be directed to the representatives of the Joint Lead Underwriters or the Receiving Agent below.

Joint Lead Underwriters

Name	Contact Number	E-mail Address
China Bank Capital Corporation		
Chinabank Capital Distribution Team	+632 8885-5005 +632 8230 6957 +632 8230 6604 +632 8885 5555 loc. 6182	cbcapdistribution@chinabank.ph nexgen_ipo@chinabank.ph
Investment & Capital Corporation of the Philippines		
Equity Capital Markets	+632 8790-2200 loc. 237 or 339	nplastimosa@iccp.com.ph chpastorel@iccp.com.ph

Receiving Agent

Institution	Name	Contact No.	Email Address
Stock Transfer Service, Inc.	Jenny Rose P. Padernos Kristine S. Cavita	+63 (2) 5307 5037 +63 (2) 5310 3671	jrpadernos@stocktransfer.com.ph kscavita@stocktransfer.com.ph

Annex A

FINAL TERMS OF THE OFFER

NEXGEN ENERGY CORP.

The following does not purport to be a complete listing of all the rights, obligations, and privileges attaching to or arising from the Offer Shares. Some rights, obligations, or privileges may be further limited or restricted by other documents and subject to final documentation. Prospective investors are enjoined to exercise appropriate due diligence and perform their own independent investigation and analysis of the Company and the Offer Shares. Each prospective investor must rely on its own appraisal of the Company and the Offer Shares and its own independent verification of the information contained herein and any other investigation it may deem appropriate for the purpose of determining whether to invest in the Offer Shares and must not rely solely on any statement or the significance, adequacy, or accuracy of any information contained herein. The information and data contained herein are not a substitute for the prospective investor's independent evaluation and analysis. A specific time of day refers to Philippine Standard Time. Capitalized terms not defined herein shall have the meanings ascribed to them in the final Prospectus dated on or about June 27, 2024 *and any amendments thereto (the "**Prospectus**").*

Issuer	**:**	NexGen Energy Corp.
Selling Shareholder	**:**	Pure Energy Holdings Corporation. Pure Energy Holdings Corporation ("**PEHC**") was incorporated on May 21, 2013 with the primary purpose of being a holding company. The principal office of PEHC is located at 3rd Floor JTKC Center, 2155 Pasong Tamo, Makati City. PEHC is the parent company to five (5) key subsidiaries: Repower Energy Development Corporation, the hydropower arm; NexGen Energy Corp., the wind and solar power arm; Pure Geothermal Inc., the geothermal power arm; Unified Energy Solutions Inc., the retail electricity service provider, and Pure Water Corporation, the bulk water, wastewater treatment, and distribution arm.
Sole Issue Manager, Joint Lead Underwriter and Sole Bookrunner	**:**	China Bank Capital Corporation
Joint Lead Underwriters	**:**	China Bank Capital Corporation Investment & Capital Corporation of the Philippines
Selling Agents	**:**	Trading Participants of The Philippine Stock Exchange, Inc.
The Offer	**:**	Offer and sale of 300,000,000 Firm Shares with an offer of up to 45,000,000 Option Shares by the Selling Shareholder pursuant to the Overallotment Option (as described below).
Firm Shares	**:**	300,000,000 primary common shares to be issued by the Company.
Option Shares	**:**	Up to 45,000,000 secondary common shares owned and to be sold by the Selling Shareholder pursuant to the Overallotment Option.
Offer Shares	**:**	The Firm Shares and the Option Shares.
Offer Price	**:**	₱1.68 per Offer Share.

Institutional Offer	**:**	At least 210,000,000 Offer Shares (or 70% of the Firm Shares) (the "**Institutional Offer Shares**") are being offered and sold to certain qualified buyers ("**QBs**") and other investors in the Philippines, by the Joint Lead Underwriters. The Option Shares will form part of the Institutional Offer. The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment as agreed among the Company, the Selling Shareholder and the Joint Lead Underwriters. See "— *Reallocation*" below.
Trading Participants and Retail Offer	**:**	Up to 90,000,000 Firm Shares (or 30% of the Firm Shares) (the "**Trading Participants and Retail Offer Shares**") are being offered in the Philippines through all the PSE Trading Participants and to local small investors ("**LSIs**") under the Local Small Investors Program of the PSE (subject to reallocation as described below) at the Offer Price. Up to 60,000,000 Firm Shares (or 20% of the Firm Shares) are being offered to all of the PSE Trading Participants (the "**Trading Participants Offer Shares**") and up to 30,000,000 Firm Shares (or 10% of the Firm Shares) are being offered to LSIs. Each PSE Trading Participant shall initially be allocated 491,000 Firm Shares (computed by dividing the 60,000,000 Firm Shares among the 122 active PSE Trading Participants rounded down to the required subscription multiple), subject to reallocation as may be determined by the Joint Lead Underwriters. The balance of 98,000 Firm Shares will be allocated to the PSE Trading Participants as may be determined by the Joint Lead Underwriters. Each LSI applicant may subscribe up to a maximum of 59,000 Firm Shares at the Offer Price. LSIs shall subscribe through the PSE Electronic Allocation System ("**PSE EASy**"). An LSI is defined as a subscriber to the Offer who is willing to subscribe to a minimum board lot or whose subscription does not exceed ₱100,000.00. In the case of this Offer, the minimum subscription of LSIs shall be 3,000 Offer Shares or ₱5,040.00, while the maximum subscription shall be 59,000 Offer Shares or up to ₱99,120.00. There will be no discount on the Offer Price. The procedure in subscribing to Offer Shares via PSE EASy is indicated in the Company's LSI Guidelines to be announced through the PSE EDGE website. Should the total demand for the Offer Shares in the LSI program exceed the maximum allocation, the Joint Lead Underwriters shall prioritize the subscriptions of LSIs with amounts lower than the maximum subscription. In the event total demand for the Retail Offer Shares is five (5) times or more than the initial allocation of 30,000,000 Firm Shares, the Firm Shares in the Institutional Offer shall be reallocated to the Trading Participants and Retail Offer and the allocation for the Retail Offer Shares shall be increased to 45,000,000 Firm Shares (or 15% of the Firm Shares) in accordance with Article III, Part F, Section 4 of the PSE Consolidated Listing and Disclosure Rules (the "**PSE Listing Rules**"). The Joint Lead Underwriters shall purchase the Trading Participants and Retail Offer Shares not reallocated to the Institutional Offer or otherwise not taken up by the PSE Trading Participants, LSIs or clients of the Joint Lead Underwriters or the general public in the Philippines pursuant to the terms and conditions of the Underwriting Agreement.
Overallotment Option	**:**	Pursuant to the approval by the SEC to conduct price stabilization activities dated June 11, 2024, the Selling Shareholder has appointed China Bank Securities Corporation to act as the Stabilizing Agent. The Joint Lead Underwriters have an option, exercisable in whole or in part prior to the date of initial listing of the Offer Shares on the PSE ("**Listing Date**"), to purchase or procure purchasers for the Option Shares at the Offer Price from the Selling Shareholder, representing up to 3.02% of the issued and outstanding Common

		Shares of the Company, on the same terms and conditions as the Firm Shares as set forth in this Prospectus, solely to cover over-allotments, if any. To the extent the Overallotment Option is exercised and the Option Shares are purchased pursuant thereto, the Joint Lead Underwriters shall deliver or cause the delivery of the proceeds from the purchase of such Option Shares to the Stabilizing Agent as a fund that may be used by the latter to effect price stabilization transactions with a view to supporting the market price of the Offer Shares at a level higher than that which might otherwise prevail for a limited period commencing on the Listing Date. Any stabilization activities may begin on or after the Listing Date and, if begun, may be ended at any time, but must end no later than thirty (30) calendar days from and including the Listing Date. Any stabilization activities shall be done in compliance with all applicable laws, rules and regulations. The total number of Shares which the Stabilizing Agent may purchase to undertake Price Stabilization (as described below) shall not exceed 15% of the aggregate number of the Firm Shares. If the Stabilizing Agent commences any Price Stabilization, it may discontinue such activity at any time. However, the Stabilizing Agent has the sole discretion whether to undertake Price Stabilization, and there is no assurance that the same will be undertaken. There is also no assurance that the price of the Shares will not decline significantly before or after any such stabilizing activities end. See "*Plan of Distribution – The Overallotment Option.*"
Price Stabilization	**:**	The Option Shares may be over-allotted and the Stabilizing Agent may effect price stabilization transactions for a period beginning on or after the Listing Date, but extending no later than thirty (30) calendar days from and including the Listing Date. The Stabilizing Agent may purchase Shares in the open market only if the market price of the Common Shares falls below the Offer Price. Such activities may stabilize, maintain or otherwise affect the market price of the Common Shares, which may have the effect of preventing a decline in the market price of the Common Shares and may also cause the price of the Common Shares to be higher than the price that otherwise would exist in the open market in the absence of these transactions. If the Stabilizing Agent commences any of these transactions (which would include thereafter disposing of or selling the Common Shares purchased), it may discontinue them at any time. However, the Stabilizing Agent has the sole discretion whether to undertake stabilization activities, and there is no assurance that the same will be undertaken. There is also no assurance that the price of the Common Shares will not decline significantly before or after any such stabilizing activities end. Once the total number of Shares purchased from the open market pursuant to Price Stabilization is equal to the Option Shares (or when no further Price Stabilization can be made without exceeding the number of Option Shares), the Stabilization Agent will no longer be allowed to conduct Price Stabilization. To the extent the Price Stabilization Fund is not fully exercised by the Stabilizing Agent, the balance thereof shall be redelivered to the Selling Shareholder. See "*Plan of Distribution – The Overallotment Option.*"
Eligible Investors	**:**	The Offer Shares may be purchased by any natural person of legal age regardless of nationality, or any corporation, association, partnership, trust account, fund or entity, regardless of nationality, but subject to limits under Philippine law and the restrictions set out in this Prospectus, and without prejudice to the right of the Issuer to reject an application, including the right to reject if the subscription or purchase will cause the Issuer to be in breach of the Philippine ownership requirements under relevant Philippine laws, or of other applicable laws. Purchase of the Offer Shares in certain jurisdictions may be restricted by law. Foreign investors interested in purchasing the Offer Shares should inform

		themselves of the applicable legal requirements under the laws and regulations of the countries of their nationality, residence or domicile, and as to any relevant tax or foreign exchange control laws and regulations affecting them personally. Foreign investors, both corporate and individual, warrant that their purchase of the Offer Shares will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase, and hold the Offer Shares.
Use of Proceeds	**:**	We intend to use the net proceeds from the Offer primarily to (i) partially fund the equity portion of the Zambales 2 Solar Project and the Silang Maragondon and Asisan Wind Projects; (ii) fund the development and/or acquisition of renewable energy projects; (iii) fund operating and working capital requirements; and (iv) partially fund the development of the power facilities for a climate controlled indoor farm. See "*Use of Proceeds*" on page 82 of this Prospectus.
Minimum Subscription	**:**	Each application must be for a minimum of 3,000 Offer Shares, and thereafter, in multiples of 1,000 Offer Shares. Applications for multiples of any other number of Offer Shares may be rejected or adjusted to conform to the required multiple, at the Company's discretion.
Reallocation	**:**	The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment as determined by the Joint Lead Underwriters. If there is an under-application in the Institutional Offer and a corresponding over-application in the Trading Participants and Retail Offer, Offer Shares in the Institutional Offer may be reallocated to the Trading Participants and Retail Offer. If there is an under-application in the Trading Participants and Retail Offer and a corresponding over-application in the Institutional Offer, Offer Shares in the Trading Participants and Retail Offer may be reallocated to the Institutional Offer. The reallocation shall not apply in the event of over-application or under-application in both the Trading Participants and Retail Offer, on the one hand, and the Institutional Offer, on the other hand. In the event total demand for the Retail Offer Shares is five (5) times or more than the initial allocation of 30,000,000 Firm Shares, the Firm Shares in the Institutional Offer shall be reallocated to the Trading Participants and Retail Offer and the allocation for the Retail Offer Shares shall be increased to 45,000,000 Firm Shares (or 15% of the Firm Shares) in accordance with the PSE Listing Rules. The Joint Lead Underwriters shall purchase the Trading Participants and Retail Offer Shares not reallocated to the Institutional Offer or otherwise not taken up by the PSE Trading Participants, LSIs or clients of the Joint Lead Underwriters or the general public in the Philippines pursuant to the terms and conditions of the Underwriting Agreement.
Lock-up	**:**	The PSE Listing Rules require an applicant company for the SME Board to cause its existing non-public stockholders and their related parties not to sell, assign, encumber or in any manner dispose of their shares for a period of one (1) year after the Listing Date. The PSE Listing Rules defines "non-public stockholders" as the applicant company's (i) principal stockholders (i.e. the owner of ten percent (10%) or more of the issued and outstanding shares); (ii) subsidiaries or affiliates; (iii) directors; (iv) principal officers; and (v) any other person who has substantial influence on how the applicant company is being managed. "Related parties" are defined as the non-public stockholder's: (i) principal stockholders (i.e. the owner of ten percent (10%) or more of the issued and

outstanding shares); (ii) subsidiaries and affiliates; (iii) directors; (iv) principal officers; and (v) members of the immediate families sharing the same household of any of its principal stockholders, directors, or principal officers.

In addition, if there is any issuance or transfer of Common Shares (e.g., private placements, asset for shares swap or a similar transaction) or instruments which lead to issuance of Common Shares (e.g., convertible bonds, warrants or a similar instrument) completed and fully paid for within 180 days prior to the start of the Offer Period, and the transaction price is lower than that of the Offer Price in the initial public offering, all such Common Shares issued or transferred shall be subject to a lock-up period of at least one (1) year from listing of such Common Shares.

The following stockholders and corresponding shares are covered by the one (1) year lock-up requirement from Listing Date (if the Overallotment Option is not exercised):

Shareholder	No. of Shares
Pure Energy Holdings Corporation	1,189,999,930
Richmond S. Lim	10
Ysmael T. Javellana	10
Renato Z. Locsin	10
Gertim G. Chuahiong	10
Eric Peter Y. Roxas	10
Mark C. Cañete	10
Johnson A. Sanhi Jr.	10
Aristides S. Armas	1
Richard Alex D. Kho	1
Mukesh S. Advani	1
TOTAL	**1,190,000,003**

The following stockholders and corresponding shares are covered by the one (1) year lock-up requirement from Listing Date (if the Overallotment Option is fully exercised):

Shareholder	No. of Shares
Pure Energy Holdings Corporation	1,144,999,930
Richmond S. Lim	10
Ysmael T. Javellana	10
Renato Z. Locsin	10
Gertim G. Chuahiong	10
Eric Peter Y. Roxas	10
Mark C. Cañete	10
Johnson A. Sanhi Jr.	10
Aristides S. Armas	1
Richard Alex D. Kho	1
Mukesh S. Advani	1
TOTAL	**1,145,000,003**

To implement the lock-up requirement, the Company and the foregoing shareholders shall enter into an escrow agreement with China Banking Corporation – Trust and Asset Management Group, the Escrow Agent for the Lock-Up Shares.

The Company has agreed with the Joint Lead Underwriters that, except in connection with the Overallotment Option, it will not, without the prior

		written consent of the Joint Lead Underwriters, issue, offer, pledge, sell, contract to sell, pledge or otherwise dispose of (or publicly announce any such issuance, offer, sale or disposal of) any Common Shares or securities convertible or exchangeable into or exercisable for any Shares or warrants or other rights to purchase Common Shares or any security or financial product whose value is determined directly or indirectly by reference to the price of the underlying securities, including equity swaps, forward sales and options for a period of 180 days after the Listing Date. The PSE Notice of Approval dated June 20, 2024 also provides that the Company is prohibited from offering of additional securities, except offerings for stock dividend and employee stock option plan, within one hundred eighty (180) calendar days from the date of initial listing. See "*Principal Shareholder*" and "*Plan of Distribution – Lock-Up.*"
Listing and Trading	**:**	The Company has filed an application with the SEC for the registration and an application with the PSE for the listing of all its issued and outstanding stock (including the Offer Shares). The PSE has approved the listing application in a Notice of Approval dated June 20, 2024 subject to compliance with certain conditions and the SEC is expected to issue the Order of Effectivity and Permit to Sell on or about June 28, 2024. All of the issued and outstanding Common Shares of the Company, including the Offer Shares to be issued, are expected to be listed on the SME Board of the PSE under the symbol "XG" on or about July 16, 2024, or such other date that may be agreed by the Company and the Joint Lead Underwriters. Notice of any adjustment to the Listing Date shall be made by publication by the Company in two (2) newspapers of general circulation, provided that any adjustment to the Listing Date shall be subject to the approval of the PSE. See "*Description of the Offer Shares.*" Trading of the Common Shares of the Company, excluding those subject to lock-up, is expected to commence on or about July 16, 2024.
Dividends and Dividend Policy	**:**	The Company is authorized to declare dividends. A cash dividend declaration requires approval from the Board. A stock dividend declaration requires the further approval of shareholders representing not less than two-thirds (2/3) of the Company's outstanding capital stock. Dividends may be declared only from available unrestricted retained earnings. Under its current dividend policy, the Company intends to maintain an annual cash dividend payment ratio for Common Shares of 10% to 30% of net income after taxes for the immediately preceding fiscal year, subject to the requirements of applicable tax laws, rules and regulations, availability of cash and unrestricted retained earnings, and other circumstances which may restrict the payment of dividends.' See "*Dividends and Dividend Policy*".
Registration and Lodgment of Shares with PDTC	**:**	The Offer Shares are required to be lodged with the PDTC. The applicant must provide the information required for the PDTC lodgment of the Offer Shares. The Offer Shares will be ready for lodgment with the PDTC at least three (3) trading days prior to the Listing Date, and a certification to that effect shall be submitted by the Company to the PSE at least three (3) trading days prior to the Listing Date. The Offer Shares will be lodged with the PDTC on the Listing Date. The applicant may request to receive share certificates evidencing such applicant's investment in the Offer Shares through his/her broker after the Listing Date. Any expense to be incurred for such issuance of certificates shall be borne by the applicant.

Restrictions on Ownership	**:**	The Offer Shares may be purchased and owned by any person or entity regardless of citizenship or nationality, subject to any applicable nationality limits under Philippine law. In particular, the Philippine Constitution and other Philippine laws and regulations require that ownership of companies that own land be limited to citizens of the Philippines, or Philippine Nationals. Currently, the Company and its subsidiaries do not own any land. Nevertheless, because the Company's Articles of Incorporation authorizes the Company to acquire land, which may include land in the Philippines, foreign ownership in the Company's capital stock will be limited to a maximum of 40% of its issued and outstanding capital stock**.** Please refer to the discussion under the section on "*Philippine Foreign Investment, Exchange Controls, and Foreign Ownership*" on page 237. For more information relating to restrictions on the ownership of the Shares, please see "*Description of Shares*" and "*Regulatory and Environmental Matters – Foreign Investment Laws and Restrictions*." In the event that foreign ownership of the Company's outstanding capital stock will exceed such allowable maximum percentage, the Company has the right to reject a transfer request by a stockholder to persons other than Philippine Nationals and the right not to record such purchases in the Company's books. Moreover, if any share is inadvertently issued and/or transferred in violation of the said restriction, the shares issued and/or transferred in excess of the allowable maximum percentage shall be null and void, and the Company may immediately proceed to cancel and demand the surrender of the certificate of stock covering such shares. Should any stockholder acquire shares in excess of the foregoing restriction, such stockholder shall not be considered a stockholder and shall have no right with respect to such shares except to demand payment therefore from the Company or transferor, as the case may be, or to dispose of the same to qualified shareholders within thirty (30) calendar days of receipt of notice from us. Foreign investors interested in subscribing or purchasing the Offer Shares should inform themselves of the applicable legal requirements under the laws and regulations of the countries of their nationality, residence, or domicile, and as to any relevant tax or foreign exchange control laws and regulations affecting them personally. Foreign investors, both corporate and individual, shall represent and warrant, through the Application, that their purchase of the Offer Shares will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase, and hold the Offer Shares.
Registration of Foreign Investments	**:**	The BSP requires that investments of non-residents in listed in shares of stock funded by inward remittance of foreign currency be registered with an authorized agent bank with authority to operate a foreign currency deposit unit only if the foreign exchange needed to service capital repatriation or dividend remittance will be sourced from the Philippine banking system. Such registration of foreign investments in the Offer Shares shall be the responsibility of the foreign investor. See "*Regulatory and Environmental Matters.*"
Restriction on Issuance and Disposal of Shares	**:**	See "*Lock-up*" above.
Tax Considerations	**:**	See "*Taxation*" for further information on the Philippine tax consequences of the purchase, ownership and disposal of the Offer Shares.

Procedure for Application for the Trading Participants and Retail Offer	**:**	The Offer Period shall commence at 9:00 a.m. on July 1, 2024 and shall end at 12:00 noon on July 8, 2024. If, for any reason, any day of the Offer Period is a non-Business Day, then the Offer Period may be extended to the next immediately succeeding Business Day, or such other date as may be agreed upon by the Company and the Joint Lead Underwriters. The Company and the Joint Lead Underwriters reserve the right to extend, shorten (provided that the Offer Period shall not be shorter than five (5) Business Days), or terminate the Offer Period, subject to the approval of the SEC and the PSE. Applications must be received by the Receiving Agent for PSE Trading Participant applications or through PSE EASy for LSI applications, as applicable, no later than 12:00 noon on July 8, 2024 and shall be subject to the terms and conditions of the Offer as stated in the Prospectus and in the Application. Applications received thereafter or without the required documents will be rejected. <u>For PSE Trading Participants:</u> Application forms to purchase the Trading Participants Offer Shares and signature cards may be obtained from the Joint Lead Underwriters or any participating PSE Trading Participant. Application forms will also be made available for download on the Company's website. Applicants shall complete the application form, indicating all pertinent information, such as the applicant's name, address, contact number, taxpayer's identification number, citizenship and all other information required in the application form. Applicants shall undertake to sign all documents and to do all necessary acts to enable them to be registered as holders of the Trading Participants Offer Shares. Failure to complete the application form may result in the rejection of the application. Applications must be received by the Receiving Agent not later than 12:00 noon on July 8, 2024. Applications received thereafter or without the required documents will be rejected. Applications shall be considered irrevocable upon submission to the Receiving Agent and, once received, may not be withdrawn by the applicant. Applications shall be subject to the terms and conditions of the Offer as stated in this Prospectus and in the Application. All applications shall be evidenced by the application to purchase form, in quadruplicate, duly executed in each case by an authorized signatory of the applicant and accompanied by (i) two (2) completed signature cards, which for applicants who are corporations, partnerships or trust accounts, should be authenticated by the corporate secretary (or equivalent officer), (ii) photocopy of two (2) valid and current government-issued IDs of each of the applicant's signatories in the application, (iii) such other documents as may be reasonably required by the Joint Lead Underwriters or the Selling Agent in compliance with its internal policies regarding "know your customer", anti-money laundering, combating the financing of terrorism and countering proliferation financing, and (iv) the corresponding payment for the Trading Participants Offer Shares covered by the application and all other required documents. If the applicant is a corporation, partnership or trust account, the application must be accompanied by the following documents: ● Two (2) duly executed specimen signature cards of the authorized signatory(ies), duly authenticated by the applicant's Corporate Secretary (or the equivalent corporate officer); ● A certified true copy of the applicant's latest articles of incorporation and by-laws (or equivalent document) and other constitutive documents

		(each as amended to date) duly certified by its corporate secretary (or equivalent corporate officer authorized to provide such certification); ● A certified true copy of the applicant's SEC certificate of registration (or the equivalent document) issued by the relevant regulating body of the applicant's country of incorporation or organization duly certified by its Corporate Secretary (or the equivalent officer authorized to provide such certification); ● A duly notarized Corporate Secretary's Certificate (or the equivalent document) setting forth the resolutions of the applicant's board of directors or equivalent body, namely: (i) authorizing the purchase of the Offer Shares indicated in the application, (ii) identifying the list of designated signatory(ies) authorized for the purpose mentioned in (i), including each signatory's specimen signature, (iii) certifying the percentage of the applicant's capital or capital stock held by Philippine nationals; and certifying its designated email address for all communications with the Issuer; ● A photocopy of two (2) valid and current government-issued IDs of (a) the authorized signatory/ies, duly certified as a true copy by the Corporate Secretary (or the equivalent corporate officer) and (b) the Corporate Secretary, duly certified as true copy by an authorized officer of the corporation; and ● Such other documents as may be reasonably required by the Joint Lead Underwriters or the relevant Selling Agent (as applicable) in compliance with its internal policies regarding "know your customer", anti-money laundering, and combating the financing of terrorism and countering proliferation financing. Foreign corporate and institutional applicants who qualify as eligible investors, in addition to the documents listed above, are required to submit in quadruplicate, a document signed by an authorized signatory setting out their representation and warranty stating that their purchase of the Trading Participants Offer Shares to which their application relates will not violate the laws of their jurisdictions of incorporation or organization, and that they are allowed, under such laws, to acquire, purchase and hold the Trading Participants Offer Shares. This should be read in conjunction with the Company's TP Guidelines which will be published on the PSE EDGE website prior to the start of the Offer Period. <u>For Local Small Investors:</u> With respect to the LSIs, applications to purchase the Retail Offer Shares must be done online through PSE EASy. The system will generate a unique reference number and payment instructions. LSI applications and payments must be completed and settled, respectively, by 12:00 noon on July 8, 2024 for check payments and by 1:00 p.m. on July 8, 2024 for cash payments ("**Retail Offer Settlement Date**"). Further information about the Company, details about the Offer, instructions for subscribing through PSE EASy, payment terms and the list of PSE Trading Participants where LSI applicants may open trading accounts for the lodgment of the LSI applicant's Retail Offer Shares will be made available in the online IPO information center. The link to the online information center will be made available on the Company's website in due course and in the

		Company's LSI Guidelines which will be published on the PSE EDGE website prior to the start of the Offer Period. An LSI applicant should nominate in the application the PSE Trading Participant through which its shares will be lodged. Otherwise, the LSI application shall not be accepted. In the event that an LSI applicant does not have a PSE Trading Participant, the LSI applicant may open a trade account with China Bank Securities and nominate said entity as its endorsing PSE Trading Participant by accomplishing an account opening form and submitting the same (done through https://www.chinabankseconline.ph and by clicking on "Open an Account"), together with any required attachments prior to the submission of the LSI application. LSI applications will be processed on a first-come, first-served basis, while final allocation of the Retail Offer Shares will be determined pursuant to allocation mechanics. This section should be read in conjunction with the Company's LSI Guidelines which will be published on the PSE EDGE website prior to the start of the Offer Period.
Payment Terms for the Offer	**:**	The purchase price must be paid in full in Philippine Pesos upon the submission of the duly completed and signed application form and signature cards together with the requisite attachments. Any and all bank charges, remittance fees, and all relative charges and fees shall be for the account of the applicant. For the Trading Participants Offer, payment for the Offer Shares shall be made through (i) over-the-counter cash or check deposit payment in any BDO branch via Bills Payment under the merchant account "NEXGEN IPO"; (ii) online payment via BDO Bills Payment, with "NEXGEN IPO" as the merchant name through online banking or mobile banking; or (iii) any other mode of payment prescribed by the Receiving Agent. For LSIs, payment for the Offer Shares shall be made either by: (i) over-the-counter cash or check deposit payment in any BDO branch via Bills Payment under the merchant account "NEXGEN IPO", or (ii) online payment via BDO Bills Payment with "NEXGEN IPO" as the merchant name through online banking or mobile banking, or (iii) online payment via DragonPay through PSE EASy. LSI applicants may contact the Receiving Agent for alternative modes of payment. For check payments, only personal or corporate checks, and manager's or cashier's checks with a clearing period of not more than one (1) Business Day and drawn against any BSP authorized agent bank will be accepted as a valid mode of payment. The check must be dated as of the date of submission of the Application, made payable to "NEXGEN IPO", and crossed "Payee's Account Only". Checks subject to clearing periods of over one (1) Business Day shall not be accepted. As applicable, the applications and required documents (including proofs of payment) shall be transmitted to the Receiving Agent via email at xgipo@stocktransfer.com.ph on or before the end of the Offer Period, with the physical copies delivered to the Receiving Agent's address at 34th Floor, Unit-D, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City no later than 12:00 noon, five (5) Business Days after the end of the Offer Period. For more details on the procedures for the application to the Offer, please refer to the Company's LSI Guidelines and TP Guidelines which will be published on the PSE EDGE website prior to the start of the Offer Period.

Acceptance or Rejection of Applications for the Trading Participants and Retail Offer	**:**	An Application, once accepted and approved by the Issuer through the Receiving Agent and in conformity with the Joint Lead Underwriters, shall constitute a binding and effective agreement between the applicant and the Company and the Selling Shareholder for the subscription to or purchase of the Offer Shares in the number approved by the Issuer at the time, notwithstanding any provision to the contrary as may be found in the Application, this Prospectus, and other offer-related document and subject to (a) the conditions set forth therein; (b) receipt by the Issuer of the appropriate payment in good cleared funds from the applicant; (c) the successful listing of the Offer Shares on the PSE; and (d) upon the underwriting and purchase obligations of the Joint Lead Underwriters becoming unconditional and not being suspended, terminated or cancelled, on or before such listing. Notwithstanding the acceptance of any Application, the actual issuance of the Offer Shares to an applicant shall take place only upon the listing of the Offer Shares on the PSE. Subject to the right of the Company to withdraw or cancel the offer and sale of the Offer Shares prior to Listing Date pursuant to the Withdrawal of the Offer section of this Prospectus, the Company and any of its agents involved in the Offer undertake to comply with all conditions that are within the control of the Company and any of its agents involved in the Offer, to ensure the listing of the Offer Shares on Listing Date. Subject to the paragraph below, all applications accepted by the Company may not be unilaterally revoked or canceled by the applicant or the Company, in full or in part, and the rights and privileges pertaining thereto are non-transferable. The Joint Lead Underwriters shall accept, reduce, or reject Applications to Purchase on behalf of and in consultation with the Company in accordance with the following provisions. (1) Applications may be rejected if (i) the subscription price is unpaid or not fully paid; (ii) payments are insufficient or where checks, as applicable, are dishonored upon first presentment; (iii) the Applications are not received by the Receiving Agent, the Joint Lead Underwriters, or the Selling Agent on or before the end of the Offer Period, or without the required documents, or there is failure to complete the Application to Purchase Form; (iv) the number of Offer Shares applied for subscription or purchase is less than the minimum amount of subscription or purchase; (v) the Applications do not comply with the terms of the Offer; (vi) the sale of the Offer Shares will result in a violation of foreign ownership restrictions; (vii) the applicants are not eligible investors; (viii) the Applications do not have sufficient information as required in the Application to Purchase or are not supported by the required documents; or (ix) the underwriting agreement is suspended, terminated, or cancelled on or before the Listing Date; or (x) the Applications suffer from some other defect or infirmity under applicable law. Applications with the checks dishonored upon first presentment and application forms which do not comply with the terms of the Offer will automatically be rejected. (2) Applications may be reduced if the Offer is oversubscribed, in which case the number of Offer Shares covered by the Applications may be reduced pro rata or in accordance with such other methodology adopted by the Joint Lead Underwriters. Any payment received pursuant to the application should not be construed as an approval or acceptance by the Issuer of the application.

		Submission of the completed Application to Purchase to the relevant Selling Agent or the Joint Lead Underwriters shall constitute an instruction and authority by the applicant to the Company, the Selling Shareholder, and/or the Joint Lead Underwriters to execute any application form or other documents and generally to do all such other things as the Company, the Selling Shareholder, and/or the Joint Lead Underwriters may consider necessary or desirable to effect the registration in the name of the applicant of the Offer Shares applied for, or any lesser number in respect of which an Application may be accepted in the Stock and Transfer Book of the Company. The applicant shall undertake to sign all documents and to do all other acts necessary to enable the applicant to be registered as the owner of the Offer Shares applied for or any lesser number in respect of which the Application may be accepted, subject to the Articles of Incorporation and By-laws of the Company, and the laws of the Republic of the Philippines.
Underwriter's Firm Commitment to Purchase	**:**	The Joint Lead Underwriters will fully underwrite, on a firm commitment basis, the Firm Shares. After the commencement of the Offer Period, the Offer shall not be withdrawn, cancelled, suspended or terminated solely by reason of the (i) inability of the Company or the Joint Lead Underwriters to sell or market the Offer Shares or (ii) the refusal or failure by the Company, the Joint Lead Underwriters, or any other entity or person to comply with any undertaking or commitment to take up any shares remaining after the Offer Period. In undertaking the Underwriter's Firm Commitment to Purchase, the Joint Lead Underwriters hereby manifests its conformity to comply with and be bound by all duly promulgated and applicable listing and disclosure rules, requirements, and policies of the PSE.
Withdrawal of the Offer	**:**	The Company reserves the right to withdraw the offer and sale of the Offer Shares at any time before the commencement of the Offer Period, in which event the Company shall make the necessary disclosures to the SEC and PSE. The Company may also withdraw the offer and sale of the Offer Shares at any time on or after the commencement of the Offer Period and prior to the Listing Date, if there is a supervening force majeure or fortuitous event, such as: a. An outbreak or escalation of hostilities or acts of terrorism involving the Philippines or a declaration by the Philippines of a state of war; or occurrence of any event or change (whether or not forming part of a series of events occurring before, on and/or after the date hereof) of a political, military, economic or other nature; or occurrence of any change in local, national or international financial, political, economic or stock market conditions which renders it impracticable or inadvisable to continue with the Offer and/or listing of the Offer Shares in the manner contemplated by the Prospectus, or would have a material adverse effect on the distribution, offer and sale of the Offer Shares in the Philippines, rendering it impracticable or inadvisable to proceed with the Offer in the manner contemplated by the Prospectus, or the Philippine economy or on the securities or other financial or currency markets of the Philippines; b. Issuance of an order revoking, cancelling, suspending, preventing or terminating the offer, sale, distribution or listing of the Offer Shares by any court or governmental agency or authority with jurisdiction on the matter, including the SEC or the PSE, the Department of Energy or the Energy Regulatory Commission;

		c. Cancellation, revocation or termination of the PSE Notice of Approval, the SEC pre-effective clearance, the SEC Order of Registration, and the SEC Permit to Sell; d. Cancellation or suspension of trading in the PSE for at least three (3) consecutive trading days, or in such manner or for such period as will render impracticable the listing and trading of the Offer Shares on the Listing Date or such other date as may be approved by PSE; e. A change or impending change in the law, rule, regulation, policy or administrative practice, or a ruling, interpretation, decree or order which (i) materially and adversely affects: (a) the ability of the Issuer or any of its Subsidiaries to engage in the business it is presently engaged in; or (b) the capacity and due authorization of the Issuer to offer and issue the Offer Shares and enter into any of the transaction documents in connection with the Offer; or (c) the capacity and due authorization of the Selling Shareholder to offer and sell the Offer Shares and enter into any of the Transaction Documents in connection with the Offer, or (ii) would render illegal the performance by the Joint Lead Underwriters of their respective underwriting obligations; provided that in respect of limb (i) (a) as it refers to the Subsidiary, such event would have material adverse effect; f. Any significant, adverse, and unforeseeable change or development in the Issuer's or any of its Subsidiaries' long-term financial condition, assets, liabilities, results of operations, business, properties, or profitability, which renders the Offer Shares unsuitable for offering to the public; provided that in respect of a change or development directly affecting a Subsidiary, such change or development would have material adverse effect; g. The Issuer or any of its Subsidiaries decides to or is compelled by any competent authority to stop its operations which stoppage is not remedied with the Issuer or Subsidiary (as applicable) resuming normal operations within five (5) Business Days from either its decision to cease operations or the competent authority's order to stop operations; provided that in respect of stoppage of operations of a Subsidiary, such event would have material adverse effect; h. (i) The Issuer or any of its Subsidiaries shall be adjudicated bankrupt or insolvent, or shall admit in writing its inability to pay its debts as they mature or fall due, or shall make or threaten to make an assignment for the benefit of, or a composition or assignment with, its creditors or any class thereof, or shall declare or threaten to declare a moratorium on its indebtedness or any class thereof; or (ii) the Issuer or any of its Subsidiaries shall apply for or consent to the appointment of any receiver, trustee or similar officer for it or for all or any substantial part of its property; or (iii) such receiver, trustee or similar officer shall be appointed; or (iv) the Issuer or any of its Subsidiaries shall initiate or institute (by petition, application or otherwise howsoever), or consent to the institution of any bankruptcy, insolvency, reorganization, rehabilitation, arrangement, readjustment of debt, suspension of payment, dissolution, liquidation or similar proceeding relating to it under the laws of any jurisdiction; or (v) any such proceeding shall be instituted against the Issuer; or any of its Subsidiaries; or any judgment, writ, warrant of attachment or execution or similar process shall be issued or levied against any material asset, or material part thereof, of the Issuer; or any of its Subsidiaries; or (vi) any event occurs which under the laws of the Philippines or to other jurisdictions, or any applicable political subdivision thereof, has an effect equivalent to any of the foregoing; provided, in each of the case described in limbs (i) to (vi), in respect of such Subsidiary, such

		event would have material adverse effect; i. A general banking moratorium is declared in the Philippines or a material disruption in commercial banking or securities settlement or clearance services occurs in the Philippines; j. Any court proceeding, litigation, arbitration or other similar proceeding is commenced or threatened against the Joint Lead Underwriters in connection with or with respect to the issuance or sale by the Issuer or the Selling Shareholder of the Offer Shares or the Offer in general which renders the performance of its underwriting commitment impossible or impracticable; k. Any event occurs which makes it impossible for the Joint Lead Underwriters to perform their respective obligations hereunder due to conditions beyond its control, such as issuance by any court, arbitral tribunal, or government agency which has jurisdiction on the matter of an order restraining or prohibiting the Joint Lead Underwriters, or directing the Joint Lead Underwriters to cease, from performing its underwriting obligations; l. Any representation, warranty or statement of the Issuer in the Prospectus shall prove to be untrue or misleading in any material respect or the Issuer or the Selling Shareholder shall be proven to have omitted a material fact necessary in order to make the statements in this Prospectus not misleading, which untruth or omission: (i) was not known and could not have been known to the Joint Lead Underwriters on or before commencement of the Offer Period despite the exercise of due diligence, and (ii) has a material and adverse effect on the Issuer's or any of its Subsidiaries' long-term financial condition, assets, liabilities, results of operations, business, properties, or profitability; m. Unavailability of PDTC and PSE facilities used for the Offer and/or Listing and such unavailability impacts the ability of any of the Issuer, the Selling Shareholder and the Joint Lead Underwriters to fully comply with the listing requirements of PSE; and n. Any force majeure or fortuitous event, other than the ones enumerated above, that has material and adverse effect on the Issuer's or any of its Subsidiaries' long-term financial condition, assets, liabilities, results of operations, business, properties, or profitability. The Offer shall not be withdrawn, cancelled, suspended, or terminated solely by reason of the Issuer's or the Joint Lead Underwriters' inability to sell or market the Offer Shares or refusal or failure to comply with any undertaking or commitment by the Issuer, the Joint Lead Underwriter, or any other entity/ person to take up any shares remaining after the Offer Period. Notwithstanding the acceptance of any Application, the actual issuance of the Offer Shares to an applicant shall take place only upon the listing of the Offer Shares on the PSE. Subject to the right of the Company to withdraw or cancel the offer and sale of the Offer Shares prior to Listing Date pursuant to this section of this Prospectus, the Company and any of its agents involved in the Offer undertake to comply with all conditions that are within the control of the Company and any of its agents involved in the Offer, to ensure the listing of the Offer Shares on Listing Date. Notwithstanding the foregoing, the Company and the Joint Lead Underwriters recognize and acknowledge that the PSE, in the exercise of its authority as a self-regulatory organization and further to its mandate to maintain a fair and orderly market, may impose appropriate sanctions and

<table>
<tr><td></td><td></td><td>penalties on the Company and/or the Joint Lead Underwriters for the cancellation of the Offer if subsequently, the PSE makes a determination that the suspension, cancellation or termination of the offer and/or the underwriting commitment was not warranted based on the facts gathered and properly evaluated by PSE and after due and proper proceedings initiated by the PSE not later than five (5) Business Days after such suspension, cancellation or termination.</td></tr>
<tr><td>Refunds of the Trading Participants and Retail Offer</td><td>:</td><td>In the event that the number of Trading Participants and Retail Offer Shares to be received by an applicant, as confirmed by the Company, the Receiving Agent and the Joint Lead Underwriters, is less than the number covered by the application, or if an application is rejected, then the applicant is entitled to a refund, without interest, within five (5) Business Days from the end of the Offer Period or on July 15, 2024, of all or a portion of the applicant's payment corresponding to the number of Trading Participants and Retail Offer Shares wholly or partially rejected.

Subject to the final mechanics to be included in the LSI Guidelines, refunds to Local Small Investors, if any, may be coursed directly through their nominated PSE Trading Participant (subject to confirmation of such PSE Trading Participant). Such refunds will be processed by the Receiving Agent directly to the nominated PSE Trading Participant by transferring immediately available funds to the relevant bank account of, or via check to, each relevant nominated PSE Trading Participant consenting to such refund arrangement in such amount representing the total refund due to all the clients of the relevant PSE Trading Participant on or before the fifth (5th) Business Day after the end of the Offer Period or on July 15, 2024. The affected LSI applicants may coordinate directly with their respective nominated PSE Trading Participant, as indicated in the submitted LSI Application.

All refunds shall be made through the Receiving Agent at the applicant's risk. If check refunds are not claimed after thirty (30) calendar days following the beginning of the refund period, such checks shall be mailed to the applicant's registered address at the applicant's risk.</td></tr>
<tr><td>Expected Timetable</td><td>:</td><td>The timetable of the Offer is expected to be as follows:

<table>
<tr><td>Receipt of SEC Pre-effective clearance</td><td>June 4, 2024</td></tr>
<tr><td>Receipt of PSE Notice of Approval</td><td>June 20, 2024</td></tr>
<tr><td>Book-building Period</td><td>June 21 – 25, 2024</td></tr>
<tr><td>Pricing and allocation of the Offer Shares</td><td>June 25, 2024</td></tr>
<tr><td>Notice of final Offer Price to the SEC and PSE</td><td>June 25, 2024</td></tr>
<tr><td>Receipt of the Permit to Sell from the SEC</td><td>June 28, 2024</td></tr>
<tr><td>Offer Period</td><td>July 1 – July 8, 2024</td></tr>
<tr><td>PSE Trading Participants' Commitment Period</td><td>July 1 – July 4, 2024</td></tr>
</table>
</td></tr>
</table>

		<table><tr><td>Submission of Firm Undertaking to Purchase forms by PSE Trading Participants</td><td>July 4, 2024, 11:00 a.m.</td></tr><tr><td>Trading Participants Offer Settlement Date</td><td>July 8, 2024</td></tr><tr><td>Retail Offer Settlement Date</td><td>July 8, 2024</td></tr><tr><td>Institutional Offer Settlement Date</td><td>July 12, 2024</td></tr><tr><td>Listing Date and commencement of trading on the PSE</td><td>July 16, 2024</td></tr></table> The dates included above are subject to the approval of the PSE and the SEC, market and other conditions, and may be changed. If, for any reason, any day of the above periods or dates is not a Business Day, then such period or date may be extended or moved, as the case may be, to the immediately succeeding Business Day, or such other date as may be agreed upon by the Company and the Joint Lead Underwriters. Notice of any adjustment to the Listing Date shall be made by publication by the Company in two (2) newspapers of general circulation, provided that any adjustment to the Listing Date shall be subject to the approval of the SEC and PSE.
Risks of Investing	**:**	In making an investment decision, investors are advised to carefully consider all the information contained in this Prospectus, including the risks associated with an investment in the Offer Shares. These risks include: ● risks relating to the Company's Business; ● risks relating to the Philippines; ● risks relating to the Offer and the Offer Shares; and ● risks relating to the presentation of information in this Prospectus. For a more detailed discussion on certain of these risks, see "*Risk Factors*" beginning on page 41, which while not intended to be an exhaustive enumeration of all risks, must be considered in connection with a purchase of the Offer Shares. The Offer Shares are offered solely on the basis of the information contained in this Prospectus.
Receiving Agent	**:**	Stock Transfer Service, Inc.
Stock and Transfer Agent	**:**	Professional Stock Transfer, Inc.
Escrow Agent for the Lock up Shares	**:**	China Banking Corporation through its Trust and Asset Management Group
Escrow Agent for the Proceeds	**:**	China Banking Corporation through its Trust and Asset Management Group
Counsel for the Issuer	**:**	Romulo Mabanta Buenaventura Sayoc & de los Angeles

Counsel for the Joint Lead Underwriters	**:**	SyCip Salazar Hernandez & Gatmaitan
Independent Auditors	**:**	Reyes Tacandong & Co.
Stabilizing Agent	**:**	China Bank Securities Corporation

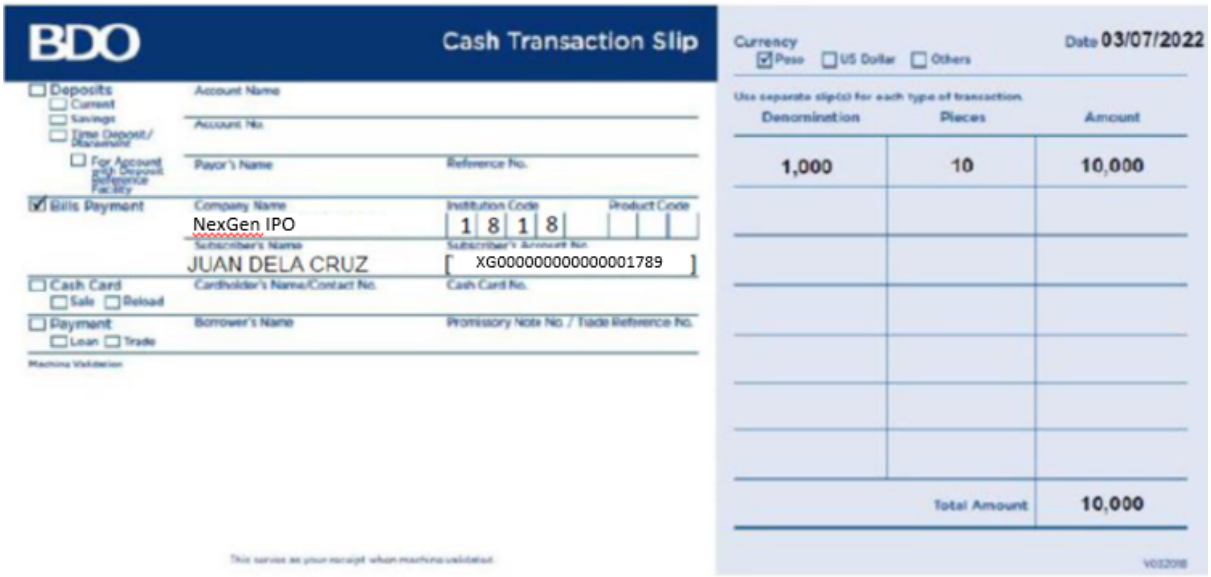
Annex B

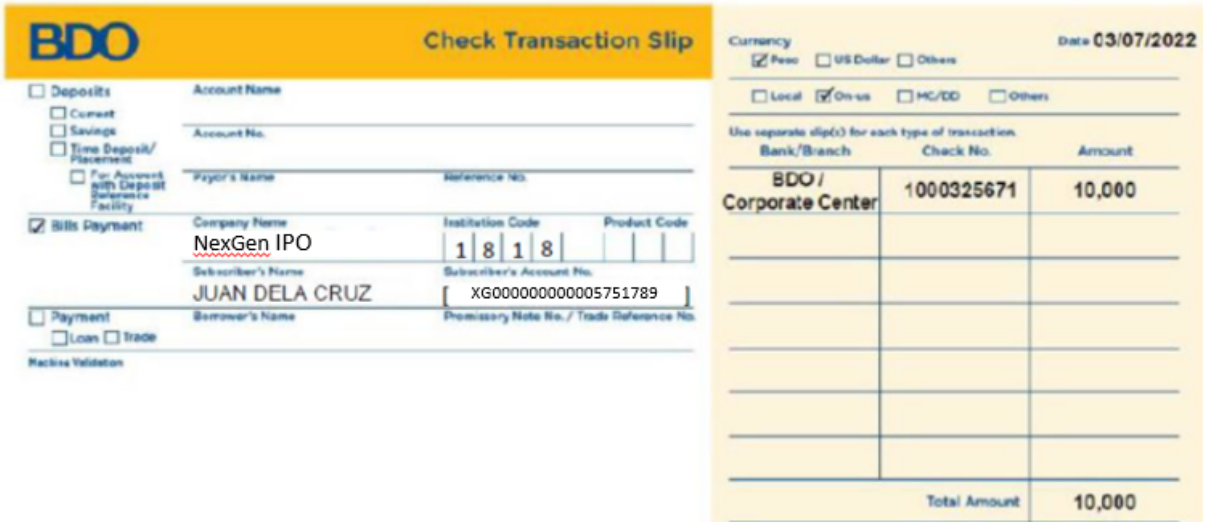
NEXGEN ENERGY CORP. INITIAL PUBLIC OFFERING
BILLS PAYMENT GUIDELINES

A. Over-the-counter Bills Payment

1. Get a copy of the BDO Cash or Check Transaction Slip. Fill out the payment details in the section marked "Bills Payment":

Company Name: NEXGEN IPO
Institution Code: 1818
Subscriber's Name: [PSE EASy Investor Name]
Subscriber's Account No.: [PSE EASy Reference Number]
Amount: [PHP amount corresponding to the number of shares applied for]





2. Submit the Transaction Slip to the teller together with the cash/check payment.

***Important:* Ensure that the Subscriber's account number in your machine validated Cash/Check Transaction Slip is the same Reference Number generated by PSE EASy for your subscription.**

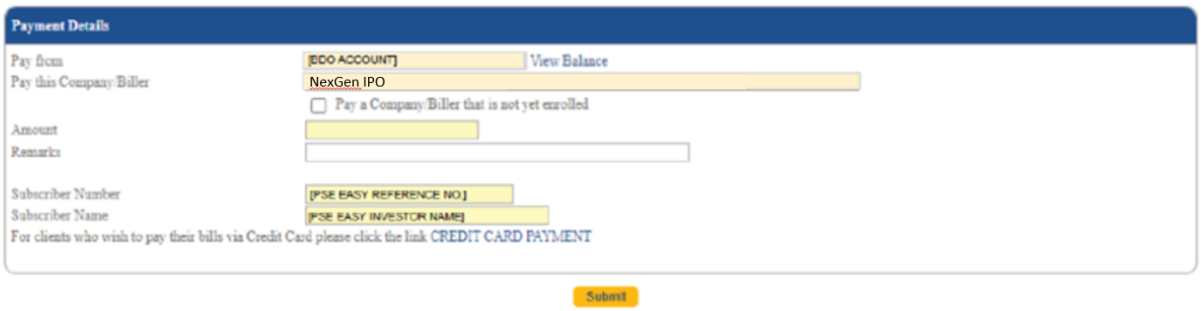
If the Subscriber's Account number on the machine validated Cash/Check Transaction Slip does not tally with the Reference Number of your subscription, this may result to the rejection of your subscription of the Offer.

B. Digital Banking Bills Payment

Online Banking Bills Payment

1. Log in to your BDO Online Banking account at BDO.
2. Go to Pay Bills and Reload > Bills Payment > Pay Bills
3. Fill out the payment details:

Pay From: Choose the BDO account that you will pay from
Pay this Company/Biller: NEXGEN IPO
Amount: [PHP amount corresponding to the number of shares applied for]
Subscriber Name: [PSE EASy Investor Name]
Subscriber Number: [PSE EASy Reference Number]

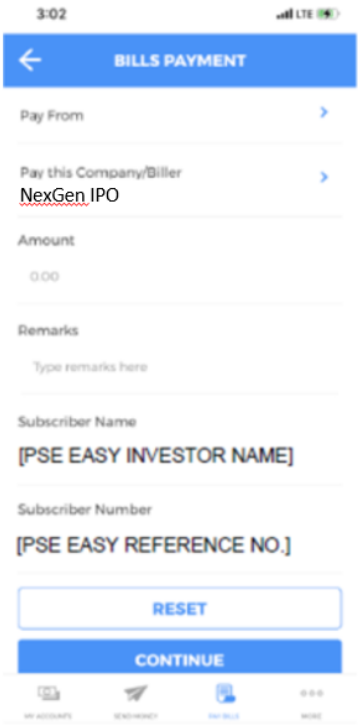


4. Click Submit.
5. A confirmation page will be displayed. Review all information. Click Continue.
6. Confirmation page will be displayed with a transaction reference number. Likewise, an email notification will be sent to your registered email address with BDO Online Banking.

Mobile Banking

1. Log in to your BDO Mobile Banking account via the BDO Mobile Banking App.
2. Click the Pay Bills tab and select Pay Bills under Pay Bills using Deposit Account.
3. Fill out the payment details:

Pay From: Choose the BDO account that you will pay from
Pay this Company/Biller: NEXGEN IPO
Amount: [PHP amount corresponding to the number of shares applied for]
Subscriber Name: [PSE EASy Investor Name]
Subscriber Number: [PSE EASy Reference Number]



4. Click CONTINUE.
5. A confirmation page will be displayed. Review all information. Click Continue.
6. Confirmation page will be displayed with a transaction reference number. Likewise, an email notification will be sent to your registered email address with BDO Mobile Banking.

***Important:* Ensure that the Subscriber Number in your Payment Details is the same Reference Number generated by PSE EASy for your subscription.**

If the Subscriber Number in your Payment Details does not match with the Reference Number of your subscription, this may result to the rejection of your subscription of the Offer.

Annex C

PSE EASy

PSE

PSE Electronic Allocation System version 2

Investor User Manual

PSE EASy

PSE EASy

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6.2 ..... E-PAYMENT

1. INVESTOR LOG-IN

Step 1: Go to https://easy.pse.com.ph/.

Step 2: Input your email address / username and password.

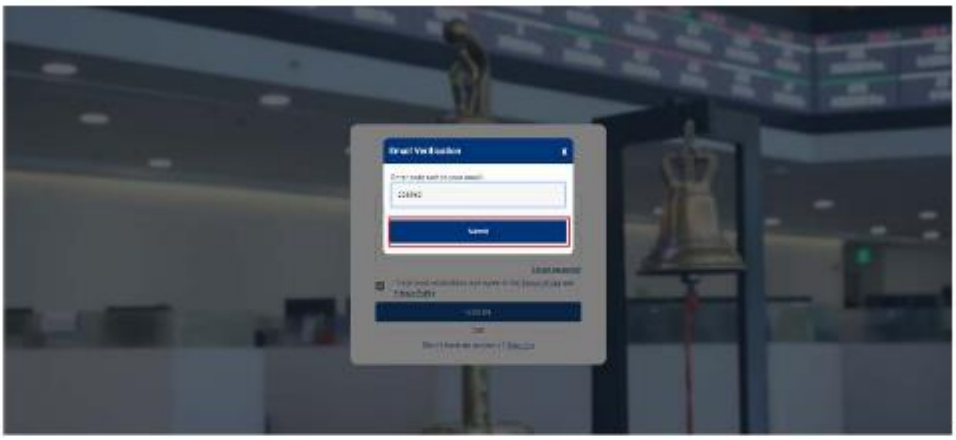
Read the "Terms of Use" and "Privacy Policy" carefully before ticking the checkbox, if you agree.

Then, click the "LOG IN" button to proceed.

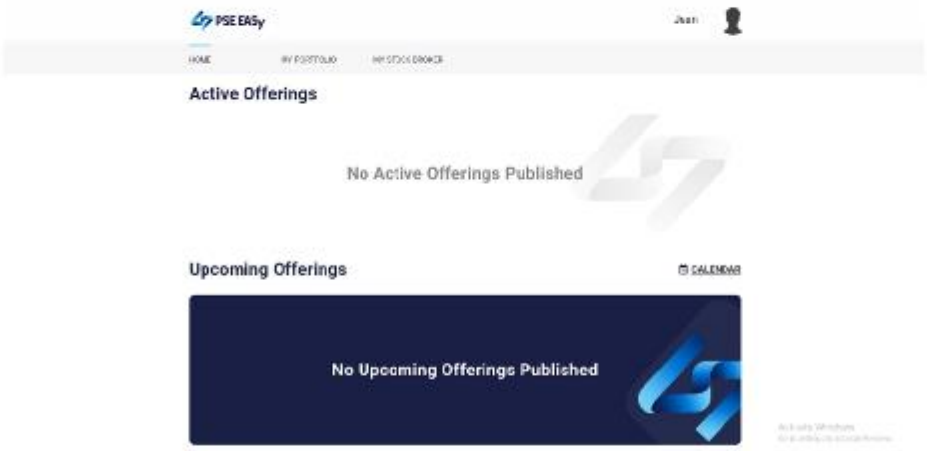
Step 3: After logging-in, an OTP code will be sent to your registered email address for email verification purposes.

Input the OTP code in the "Email Verification" box.

Then, click the "Submit" button to proceed.



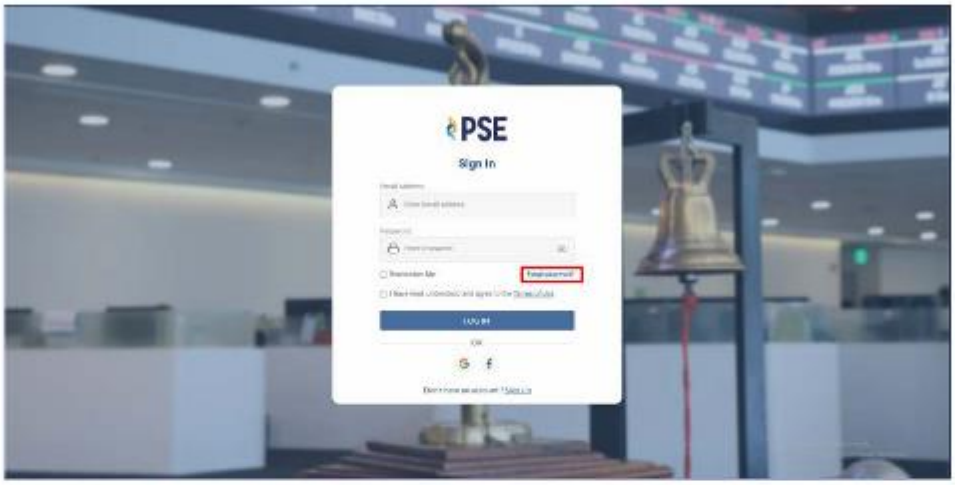
Upon successful log-in, you will be redirected to the default homepage.



1.1 FORGOT PASSWORD

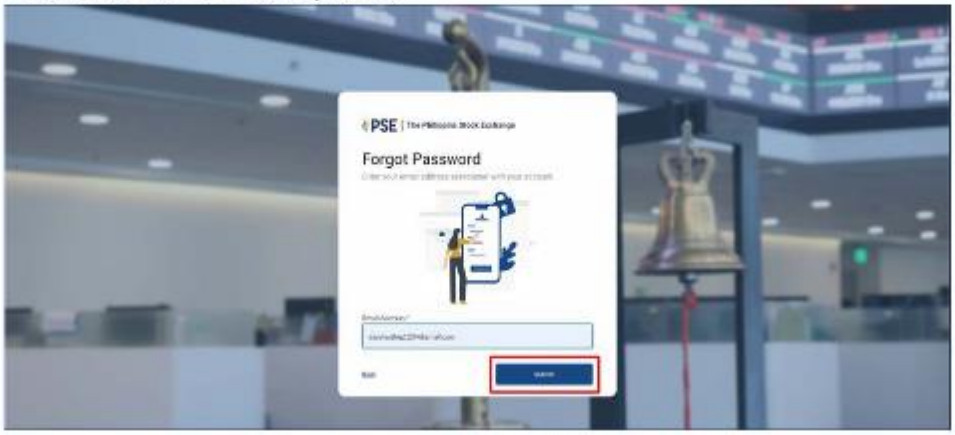
Step 1: Go to "https://easy.pse.com.ph/"

Step 2: Click the "Forgot Password" button.



Step 3: Input your registered email address.

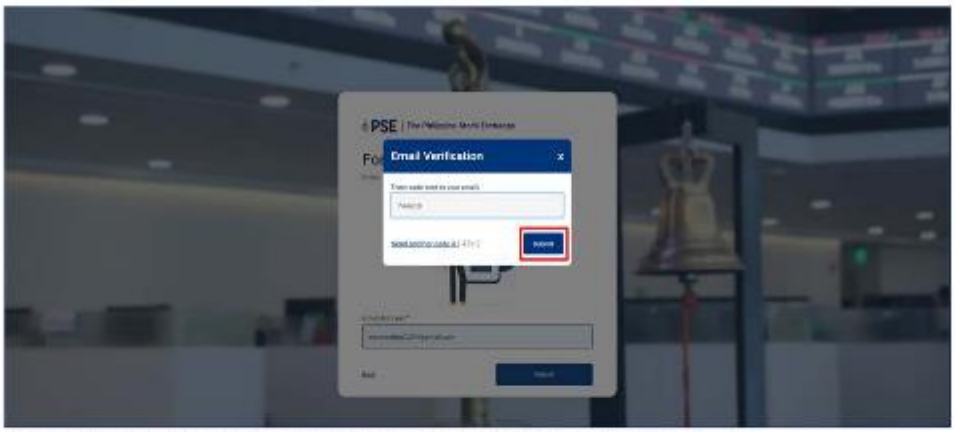
Then, click the "Submit" button to proceed.



Step 4: An OTP code will be sent to your registered email address for email verification purposes.

Input the OTP code in the "Email Verification" box.

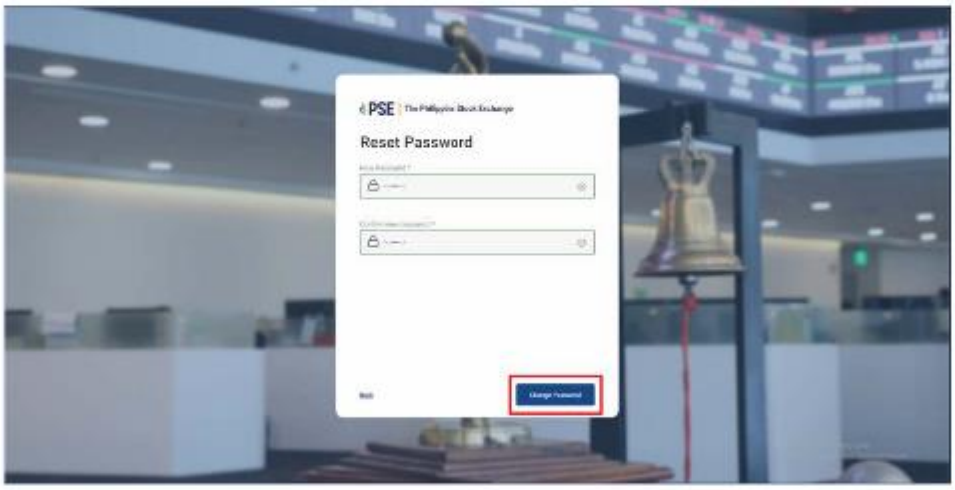
Then, click the "Submit" button to proceed.



Step 5: After email verification, you will be redirected to the "Reset Password" page.

Input your desired new password and confirm the new password.

Then, click the "Change Password" button.



Step 6: A "Password Changed" window will be displayed, which serves as confirmation of the change in password.

Then, click the "Success" button.

After the successful password change, you will be redirected to the log-in page.

2. SSO REGISTRATION

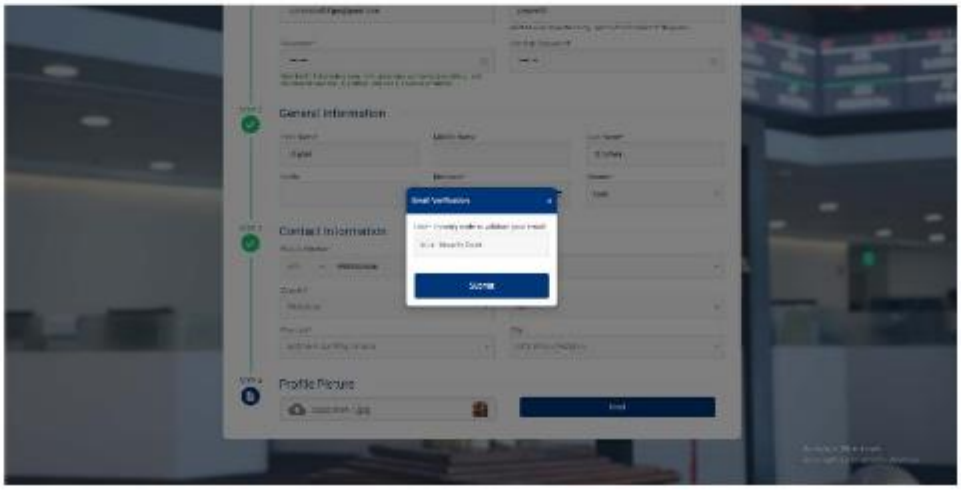
Step 1: Go to "https://easy.pse.com.ph/"
Step 2: Click the "Sign Up" tab.

Step 3: Fill-out the SSO registration form with the required information for each step.

Click the "Next" button to continue.

Step 4: After clicking "Next", an OTP code will be sent to your registered email address.

Input the OTP code and click "Submit".



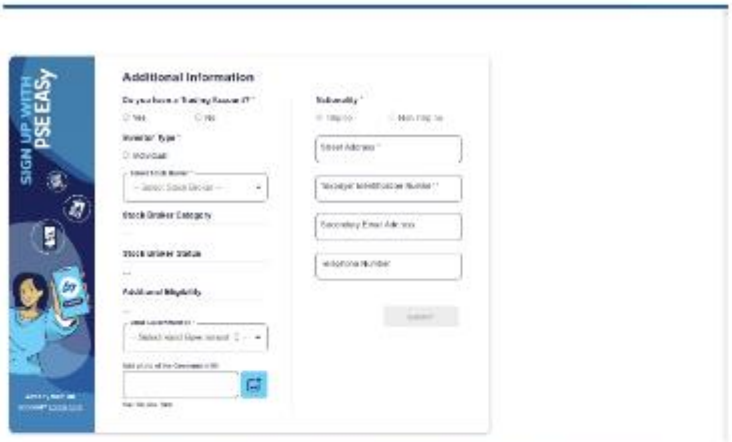
Step 5: Review the summary of information you inputted in the SSO registration form.

Click the checkbox to confirm that you have agreed to the "Terms of Use" and "Privacy Policy"

Then, click the "Submit" button.

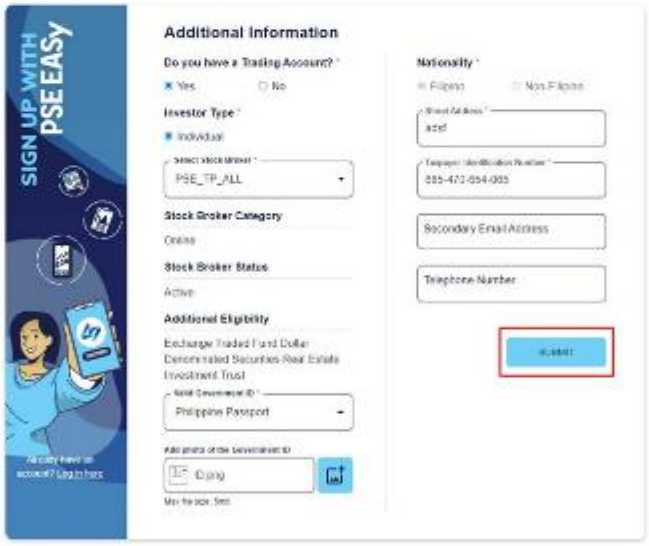
3. INVESTOR FULL REGISTRATION

After clicking the "Submit" button to confirm the information inputted in the SSO registration form, you will be redirected to investor full registration form.



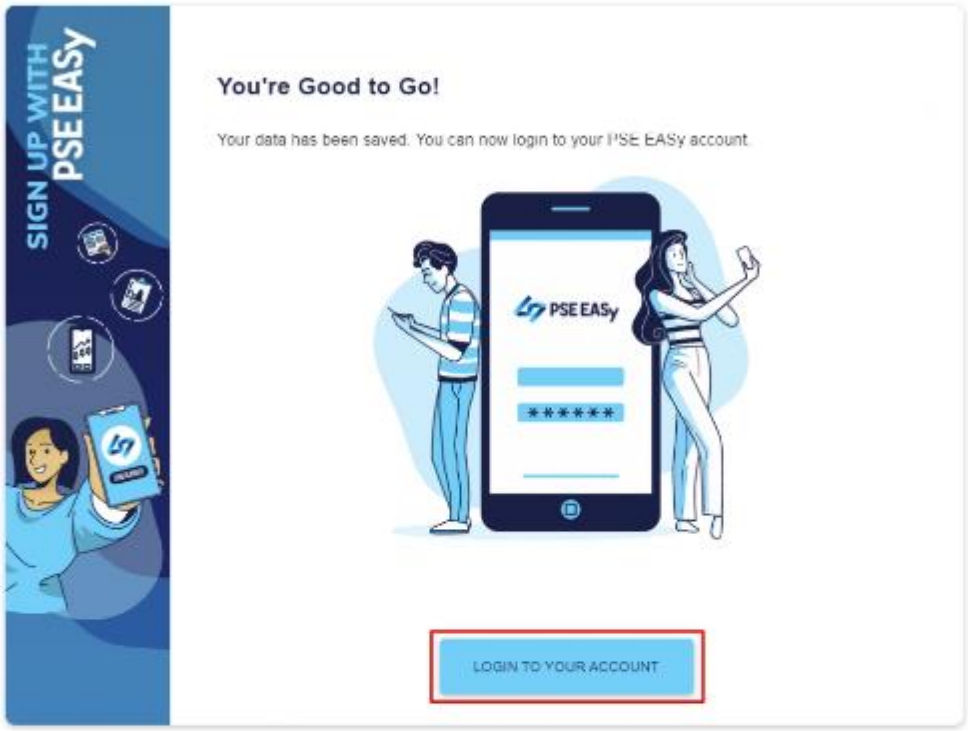
Step 1: Fill-out all the required fields in the investor full registration form.

Upon completing the form, click the "SUBMIT" button.

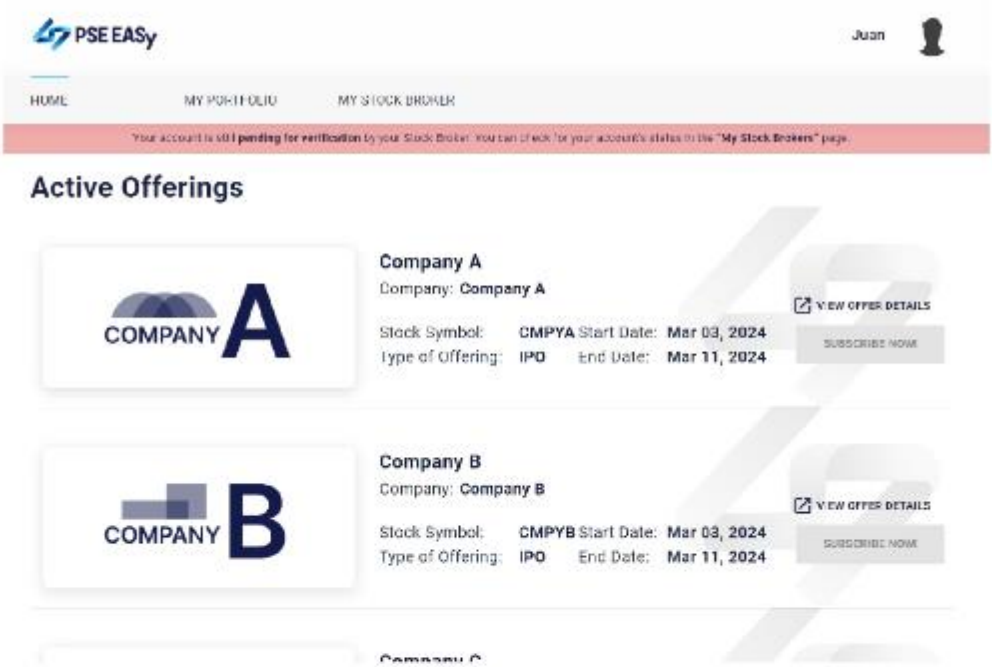


Step 2: Upon successful registration, you will be redirected to the page as shown in the screenshot below.

Click the "LOGIN TO YOUR ACCOUNT" button to proceed.



Upon clicking the "LOGIN TO YOUR ACCOUNT" button, you will be redirected to the homepage of your investor account.



Note: For newly registered accounts, the message below will be displayed upon logging-in.

> "Your account is **still pending for verification** by your Stock Broker. You can check for your account's status in the **"My Stock Brokers"** page.

This means your investor account is still pending verification and approval by your chosen trading participant.

4. INVESTOR ACCOUNT MANAGEMENT

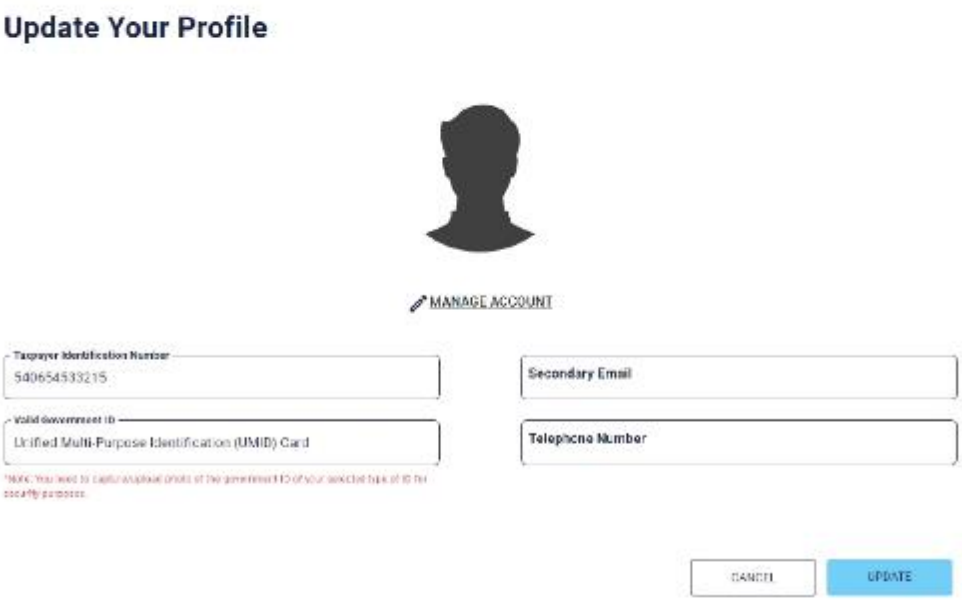
4.1 UPDATE PROFILE

Step 1: Click the profile picture icon on the upper-right corner and select "PROFILE" from the drop-down menu.

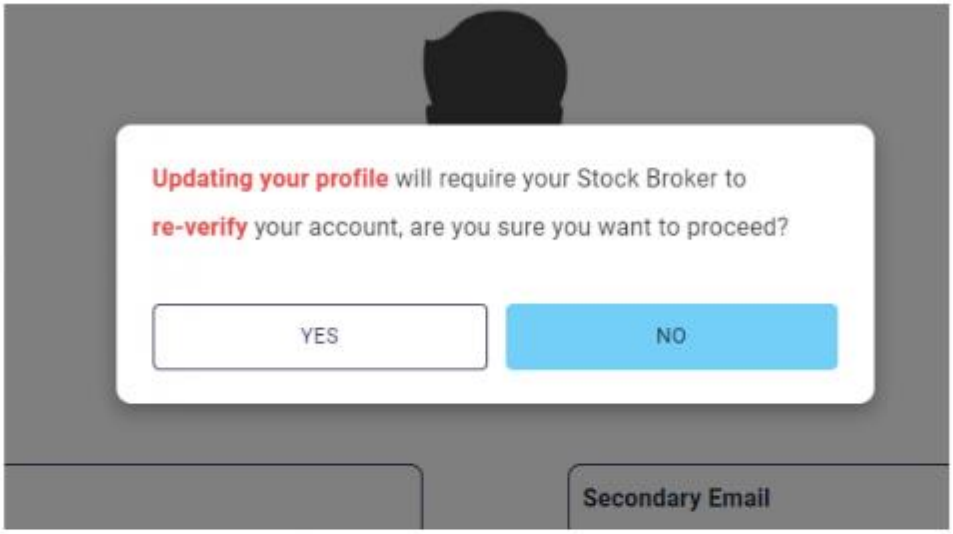
Step 2: In your investor profile page, your investor account information will be displayed.

Click the "UPDATE YOUR PROFILE" link.

Step 3: Update your information before clicking the "UPDATE" button.

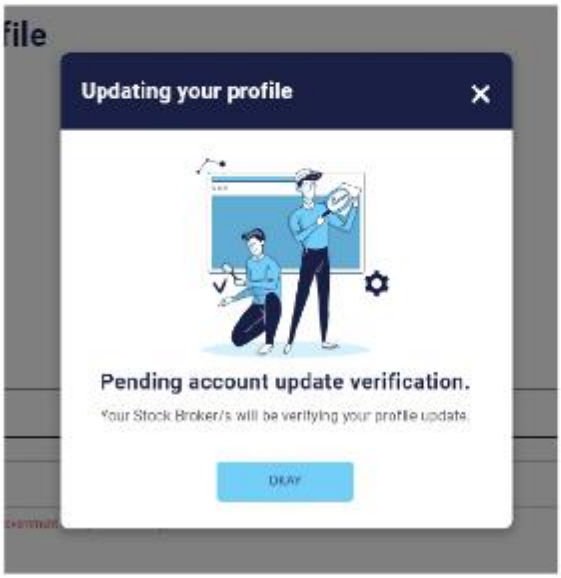


Step 4: An information prompt regarding re-verification by the stock broker will be displayed. If you agree, click the "YES" button to proceed.



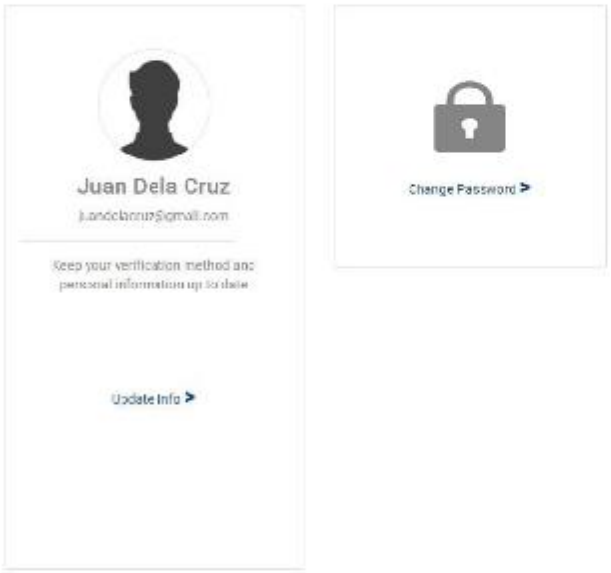
Step 5: Upon clicking the "YES" button, "Pending account update verification" will be displayed.

Click the "OKAY" button to complete the updating process.



Step 6: Should you want to update your basic information, you can click the "MANAGE ACCOUNT" link in the "Update Your Profile" page.

Step 7: Click the "Update Info" link to be redirected to the page where you can update your basic information.



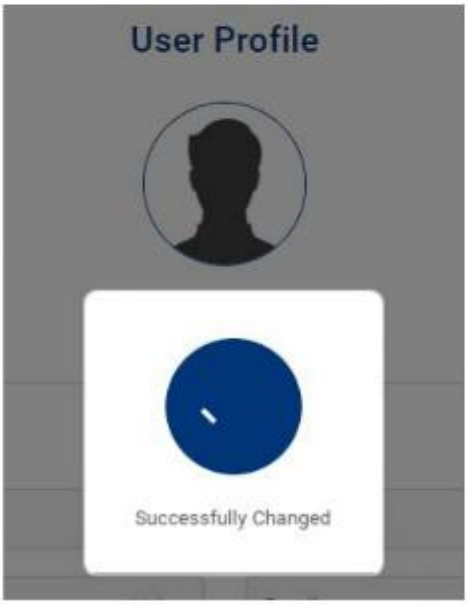
Step 8: Click the "Edit" button to begin updating your basic information.

Step 9: After updating your basic information, click the "Save Changes" button.

Step 10: After saving the changes in your basic information, an OTP will be sent to your registered email address.

Input the OTP code then click the "Submit" button.

Step 11: If the password is changed successfully, "Successfully Changed" will be displayed.



4.2 LOGOUT

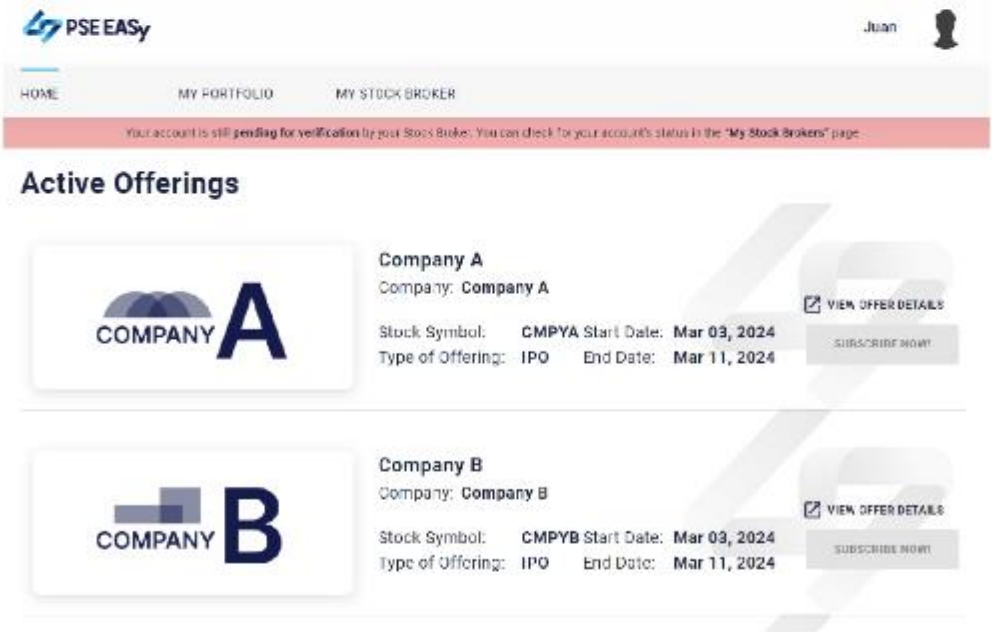
Step 1: You can logout from the system by clicking the profile picture icon on the upper-right corner and selecting "LOGOUT" from the drop-down menu.

Upon clicking the "LOGOUT" button, you will be logged out and redirected to PSE EASy log-in page.

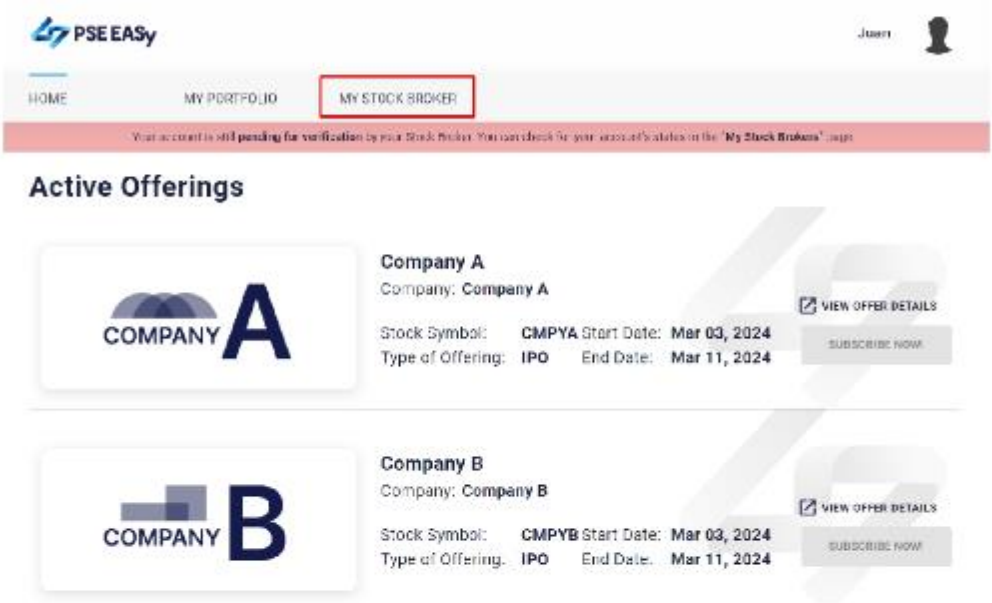
5. TRADING PARTICIPANT

5.1 ADD TRADING PARTICIPANT

Step1: Log-in to your investor account. Upon successful log-in, you will be redirected to the page, shown in the screenshot below.



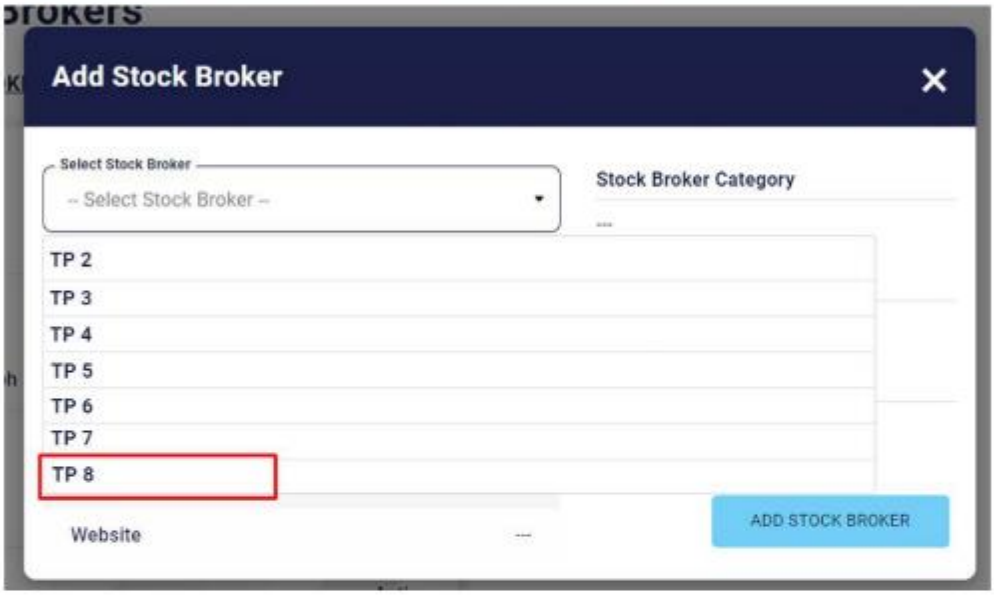
Step2: Click the "MY STOCK BROKER" tab.



Step 3: Click the "ADD STOCK BROKER" button.

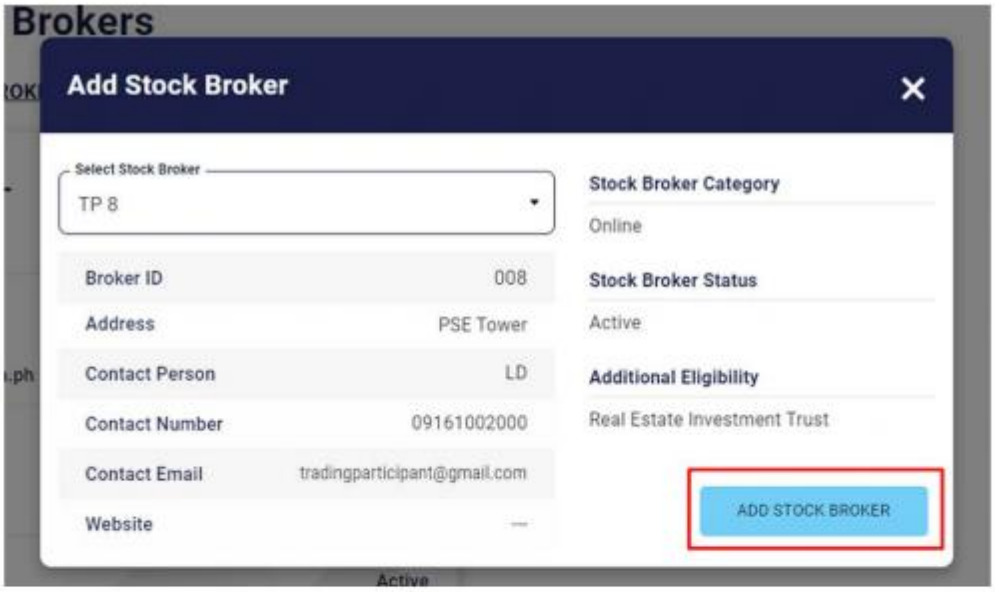
Step 4: Select the stock broker you wish to add from the drop-down menu.

After selecting the stock broker, the following information about the stock broker will be displayed automatically: broker ID, address, name of the contact person, contact number, and contact email address.



Step 5: The details of the stock broker displayed are based on the encoded data in the PSE EASy master record.

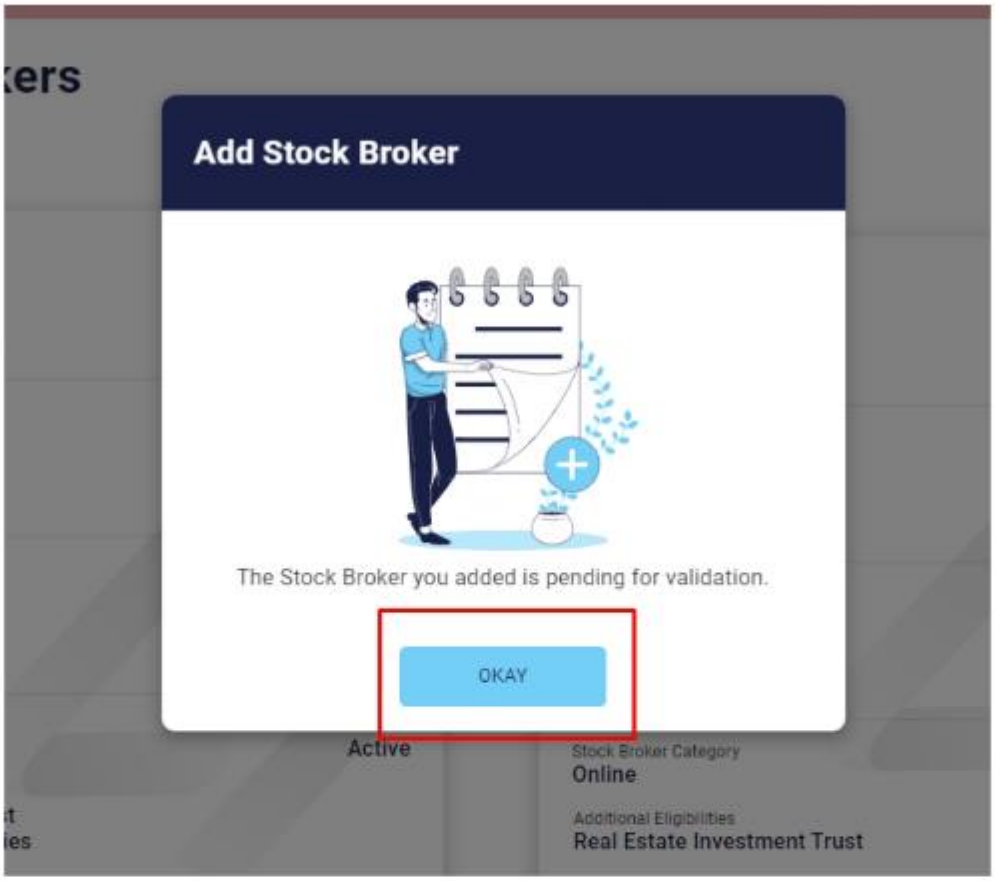
Click the "ADD STOCK BROKER" button to add the stock broker in your "My Stock Broker" page.



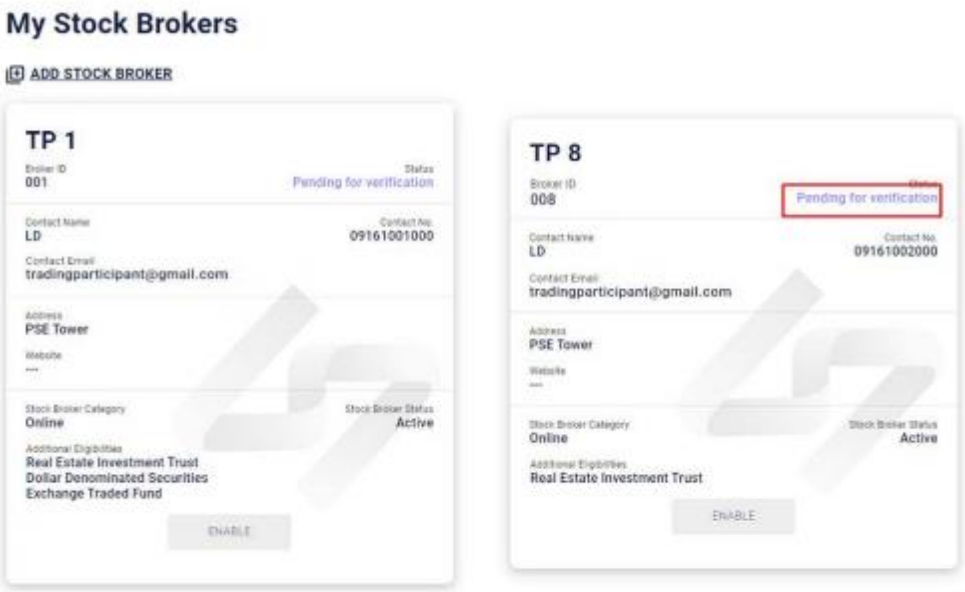
Step 6: After adding the stock broker, there will be a prompt stating that:

"The Stock Broker you added is pending for validation."

Then, click the "OKAY" button.

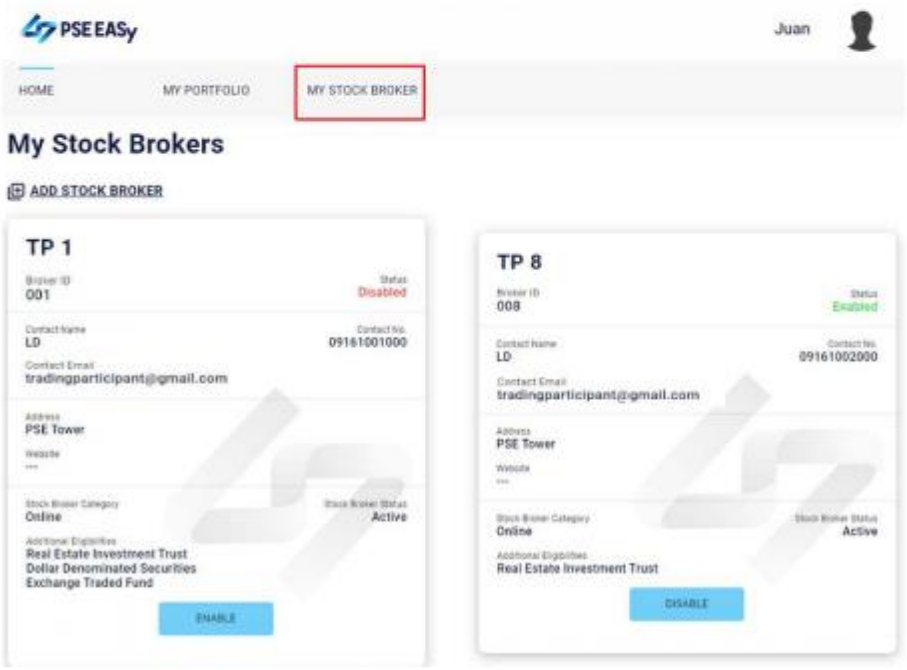


Afterwards, the newly-added stock broker will automatically appear in the My Stock Broker page with a "**Pending for verification**" status.

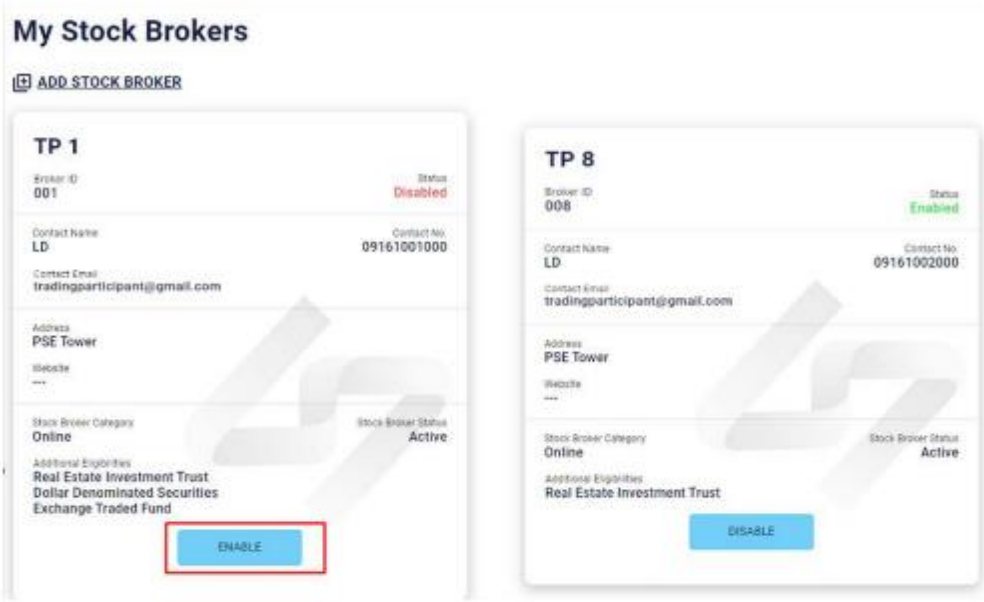


4.2 ACTIVATE TRADING PARTICIPANT

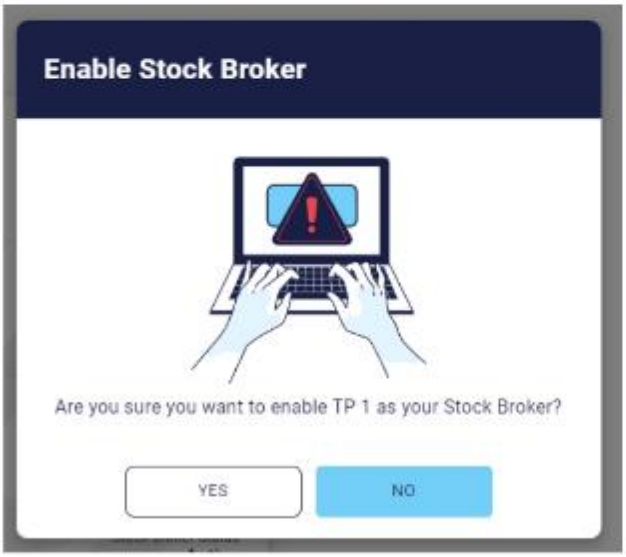
Step 1: Go to the "MY STOCK BROKER" tab.



Step 2: Choose your stock broker / trading participant you wish the enable and click the "ENABLE" button.

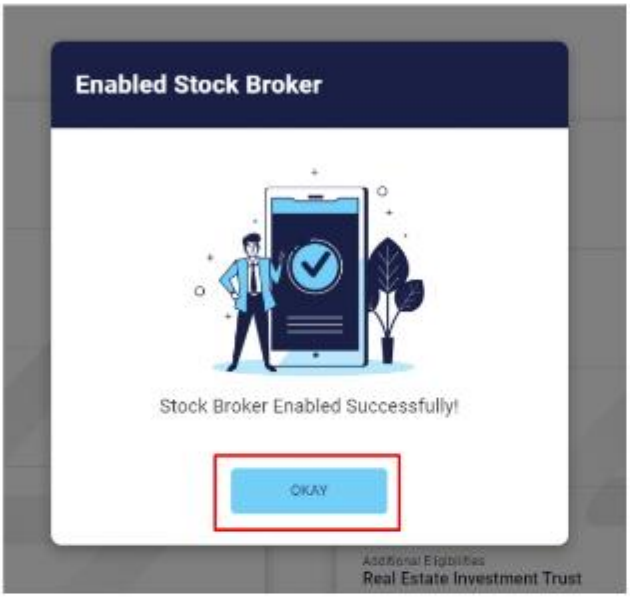


Step 3: The Enable Stock Broker dialog box will appear. Click the "YES" button to proceed.

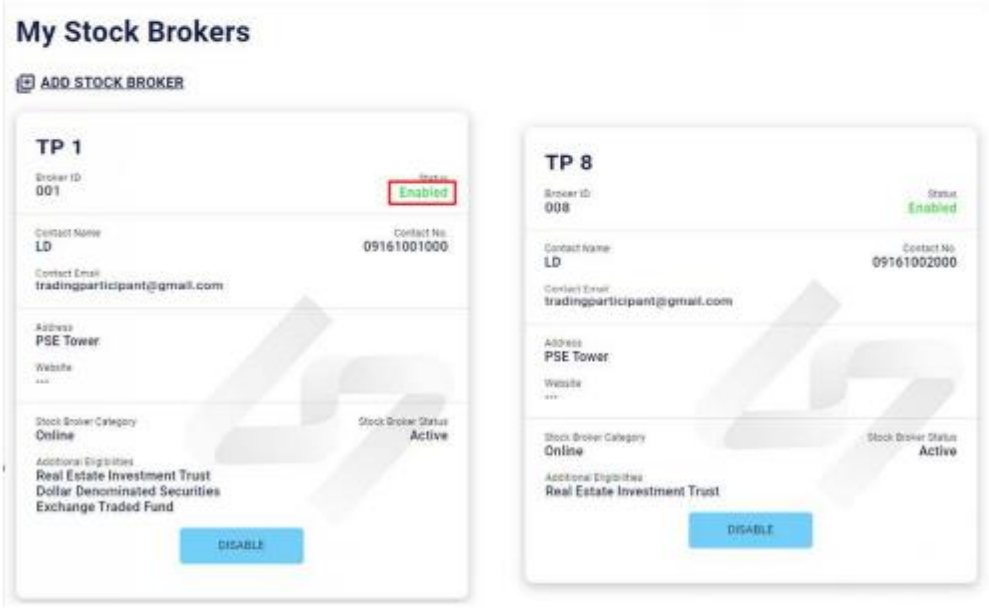


Note: If you click the "NO" button, you will not be able to proceed with enabling your chosen stock broker / trading participant.

Step 4: Upon clicking the "YES" button, "Stock Broker Enabled Successfully" will be displayed, confirming that the chosen stock broker or trading participant has been enabled successfully. Click the "OKAY" button to complete the process.

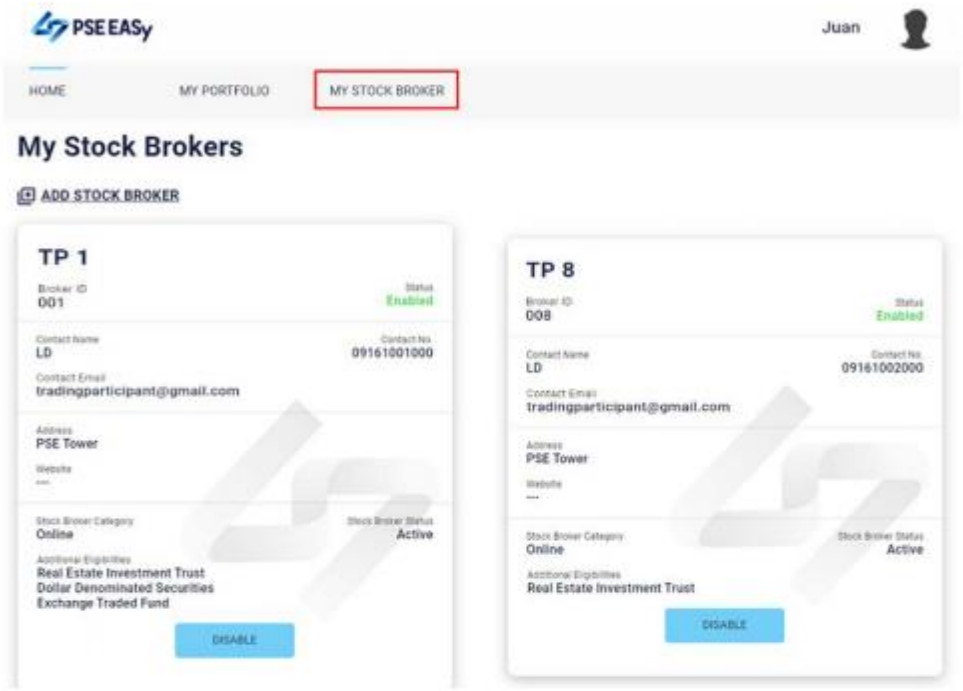


The stock broker or trading participant's status will be "**Enabled**".

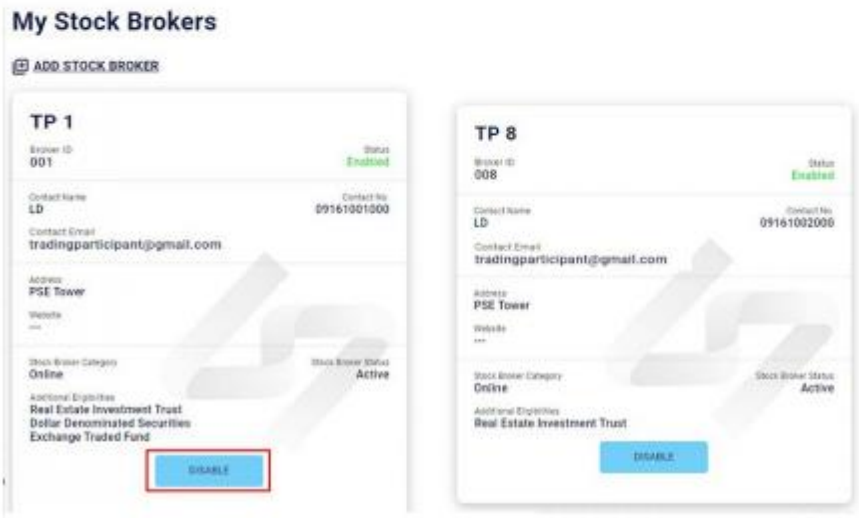


4.3 DEACTIVATE TRADING PARTICIPANT

Step 1: Go to "MY STOCK BROKER" tab.



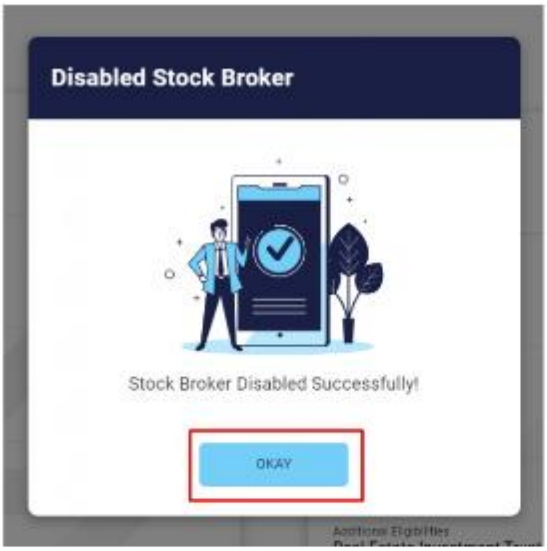
Step 2: Choose your stock broker / trading participant and click its "DISABLE" button.



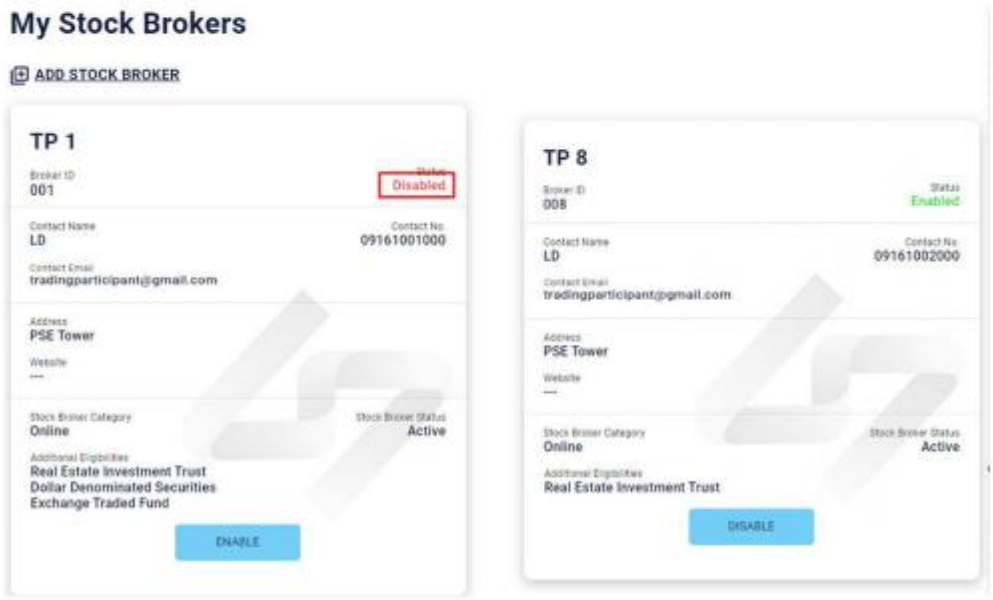
Step 3: Upon clicking the "DISABLE" button, the "Disable Stock Broker" dialog box will be displayed. Click the "YES" button to proceed.

Note: If you click the "NO" button, you will not be able to proceed with disabling your chosen stock broker / trading participant.

Step 4: Upon clicking the "YES" button, "Stock Broker Disabled Successfully" will be displayed, confirming that the chosen stock broker or trading participant has been disabled successfully. Click the "OKAY" button to complete the process.



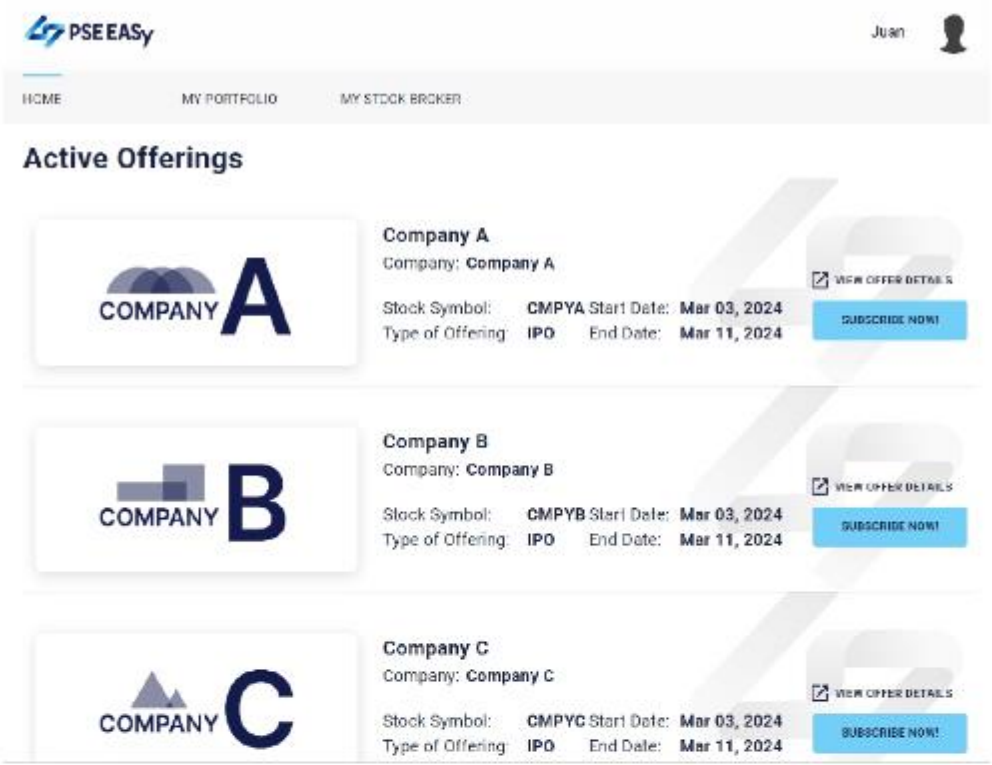
The stock broker or trading participant's status will be **"Disabled"**.



6. SUBSCRIPTION

6.1 Over-the-counter

Step 1: Upon logging-in, current active security offerings will be displayed.

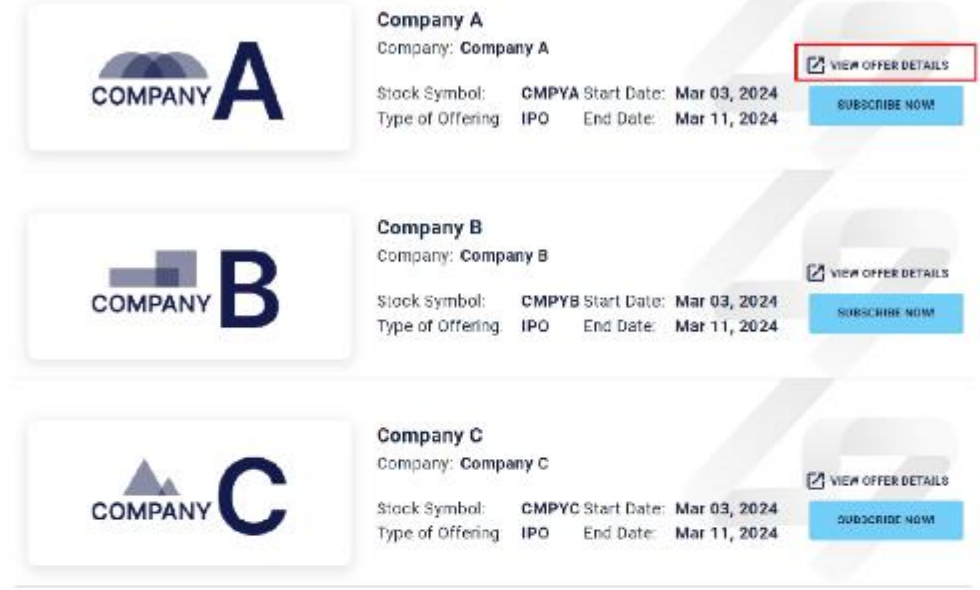


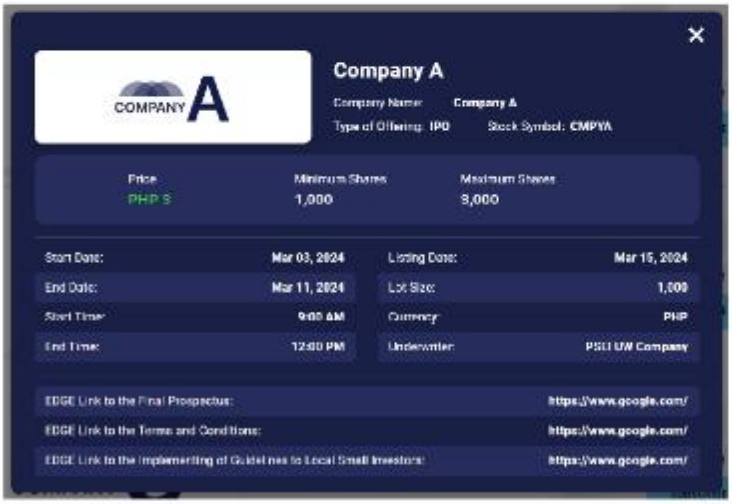
Note:

- For foreign investor accounts, only the security offerings that allow foreign investors to participate will appear in the "Active Offerings" page.

To view the details of the active officers, click the "View Offer Details" link of the offering you are interested in.

Active Offerings





Step 2: To subscribe in the desired active offering, click the "SUBSCRIBE NOW!" button.

Step 3: Fill out the required information in the "Application to Purchase" form.

Using the drop-down menus, select your desired stock broker and the "Over-The-Counter" payment method.

Then, input your desired order size.

Read the terms of the "Representations, Warranties, Authorization, and Acknowledgment" carefully before ticking the checkbox.

Click the "PROCEED TO PAYMENT" link to proceed.

Offer Details

Company A

Company Name:	Company A
Type of Offering:	IPO
Stock Symbol:	CMPYA

PHP 3
Offer Price

Start Date Mar 03, 2024	End Date Mar 11, 2024
Start Time 09:00 AM	End Time 12:00 PM
Listing Date Mar 15, 2024	Lot Size 1,000
Currency PHP	Minimum Number of Shares for Subscription 1,000
Maximum Number of Shares for Subscription 3,000	EDGE link to the Final Prospectus https://www.google.com/
EDGE link to the Terms and Conditions https://www.google.com/	EDGE link to Implementing Guidlines for Local Small Investors https://www.google.com/
Underwriter PSEI UW Company	Receiving Agent PSEI RA Company
Services	

Payment Details

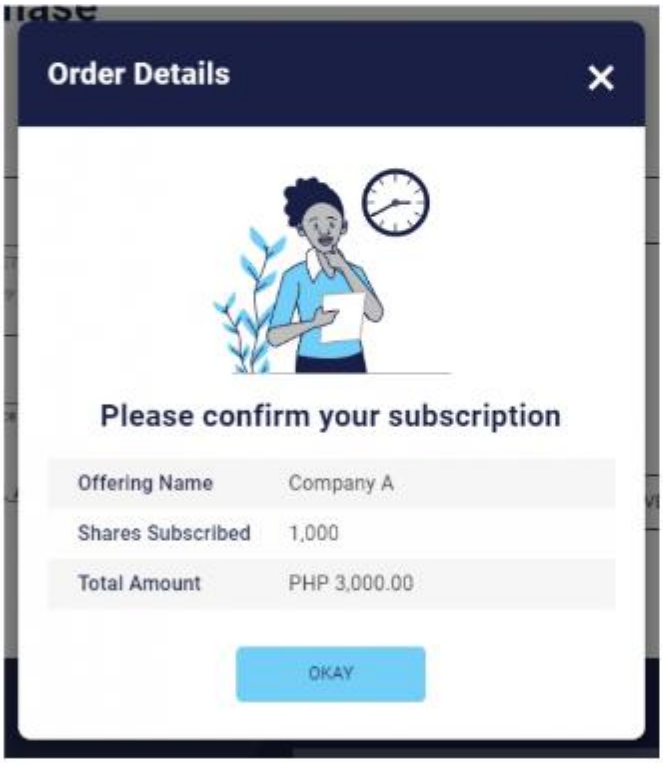
Bank Name Bank RCD	Account Name Juan Dela
Account Number 547065408879654	

Payment Instruction
adsgadhaddgjam

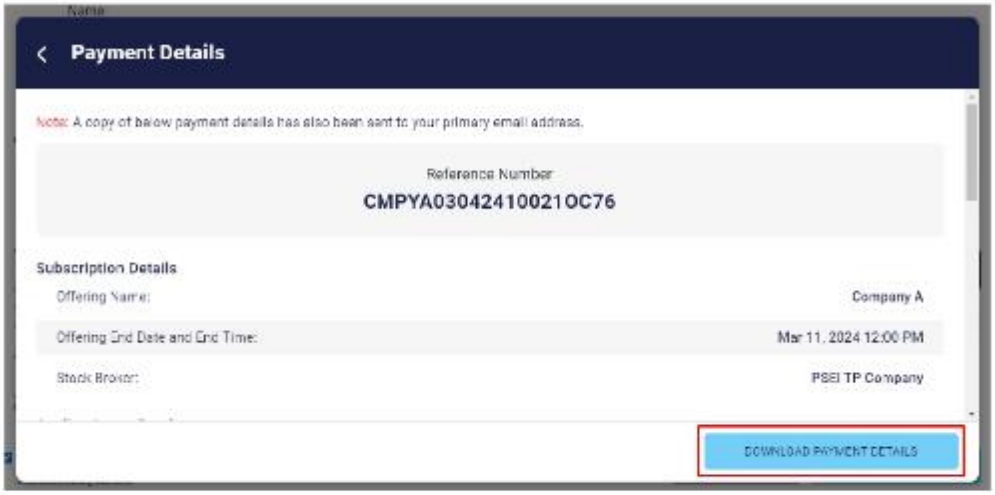
Contact Persons

Name:	PSEI RA Company
Contact Number:	09991760277
Contact Email:	sample@gmail.com
Name:	PSEI UW Company
Contact Number:	09991760272
Contact Email:	sample@gmail.com
Name:	
Contact Number:	
Contact Email:	

Step 4: A pop-up window containing your order details will appear to confirm your subscription. Click the "OKAY" button to proceed.

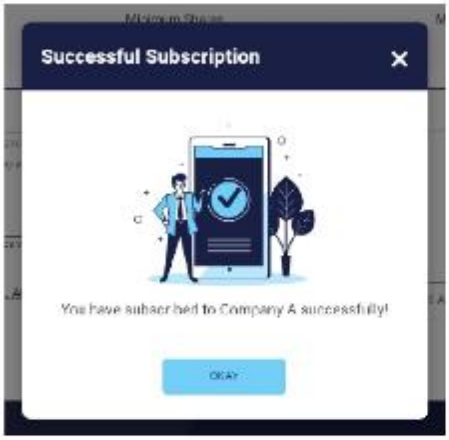


Another pop-up window, displaying the subscription and payment details, will be displayed. Click the "DOWNLOAD PAYMENT DETAILS" button to download a copy of the subscription and payment details. Such details will also be sent to your registered email address.

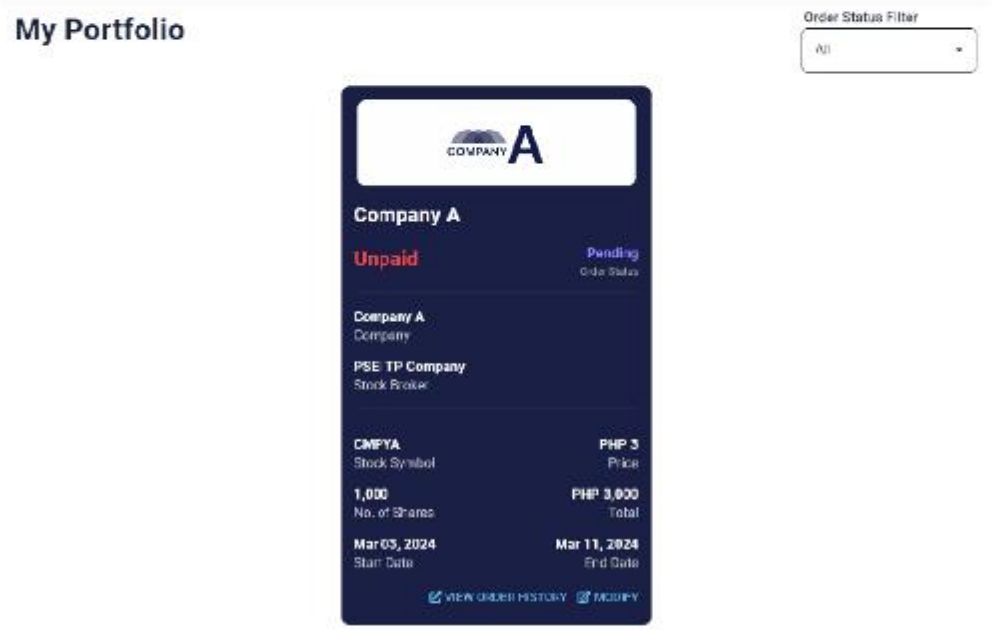


If the subscription if successful, "Successful Subscription" will be displayed to confirm the subscription.

Then, click the "OKAY" button.



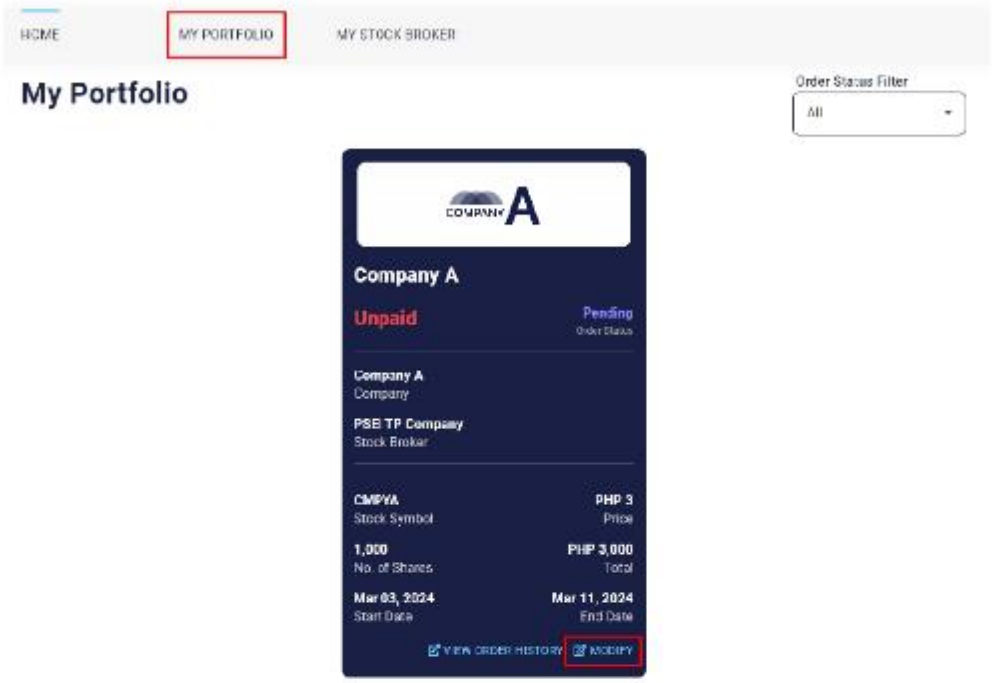
All subscription will be displayed in your "MY PORTFOLIO" tab.



MODIFY SUBSCRIPTION:

Users also have the option to modify their subscription to your active offerings by following the procedure below.

Step 1: Go to the "MY PORTFOLIO" tab. Then, click the "MODIFY" link in the relevant offering.



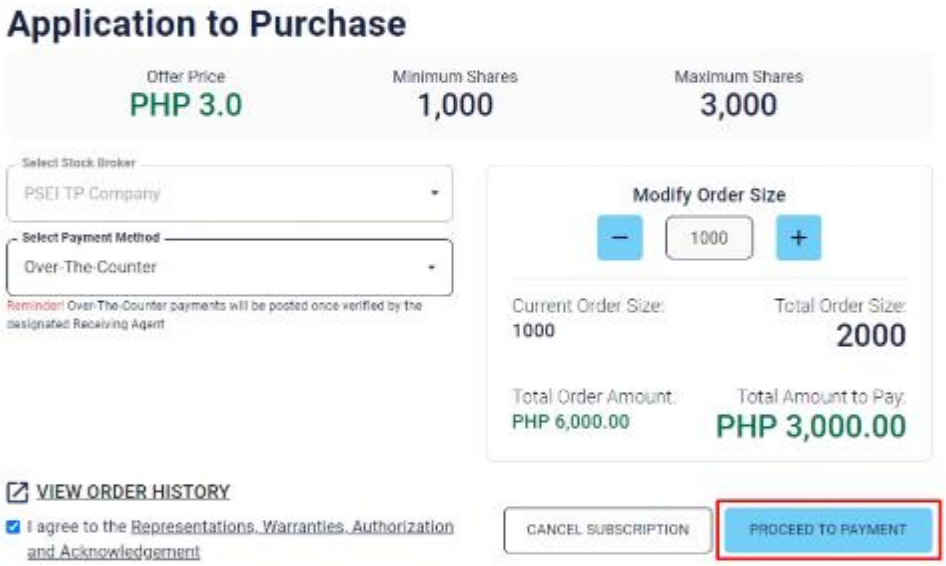
Step 2: You will be redirected to the page with the offer details, as shown below.

You have the option to modify the payment method using the drop-down menu. You may also modify the order size by increasing or decreasing the number of shares, as desired.

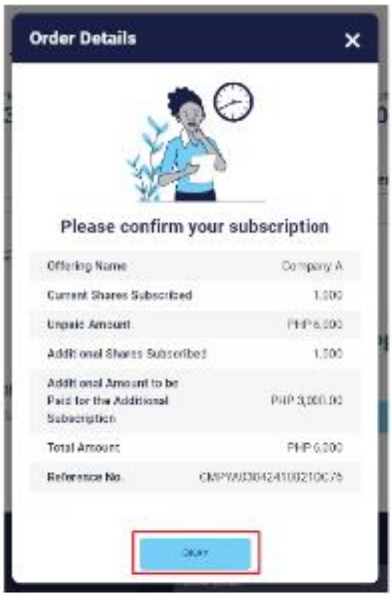
Note: If you have already paid your initial subscription via e-payment, the shares topped-up can only be paid through the over-the-counter OTC method.

Read the terms of the "Representations, Warranties, Authorization, and Acknowledgment" carefully before ticking the checkbox.

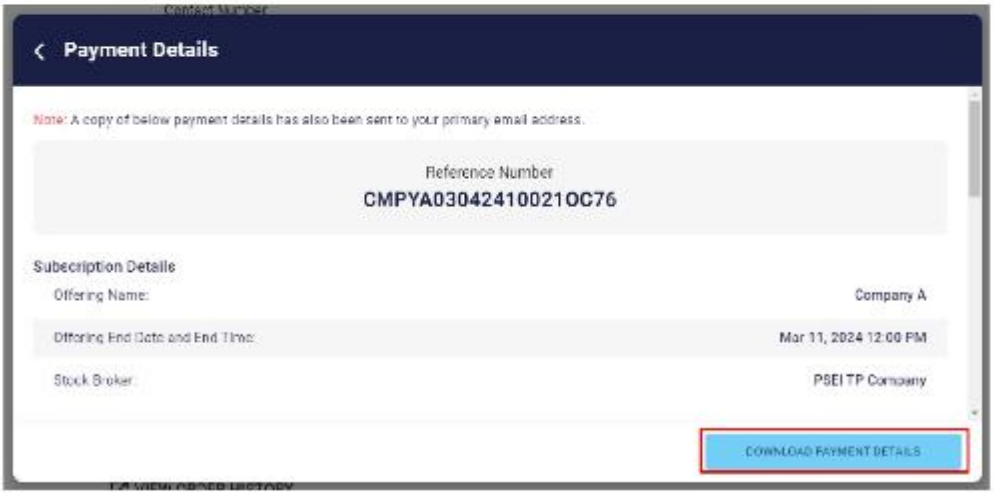
Lastly, click the "PROCEED TO PAYMENT" link to proceed.



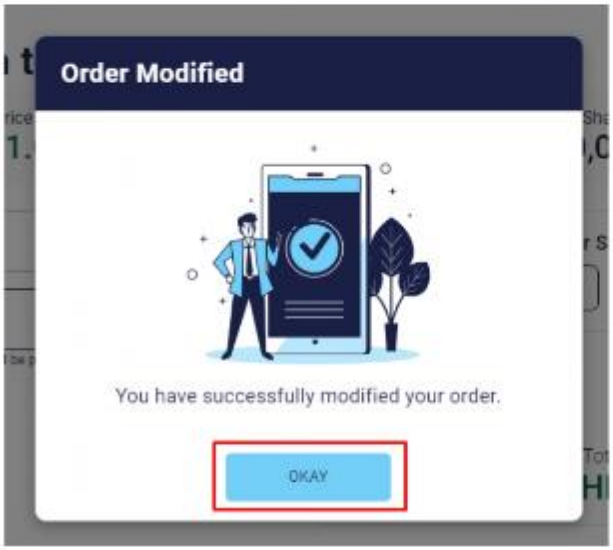
A pop-window with your order details will be displayed to confirm your modification. Click the "OKAY" button to proceed.



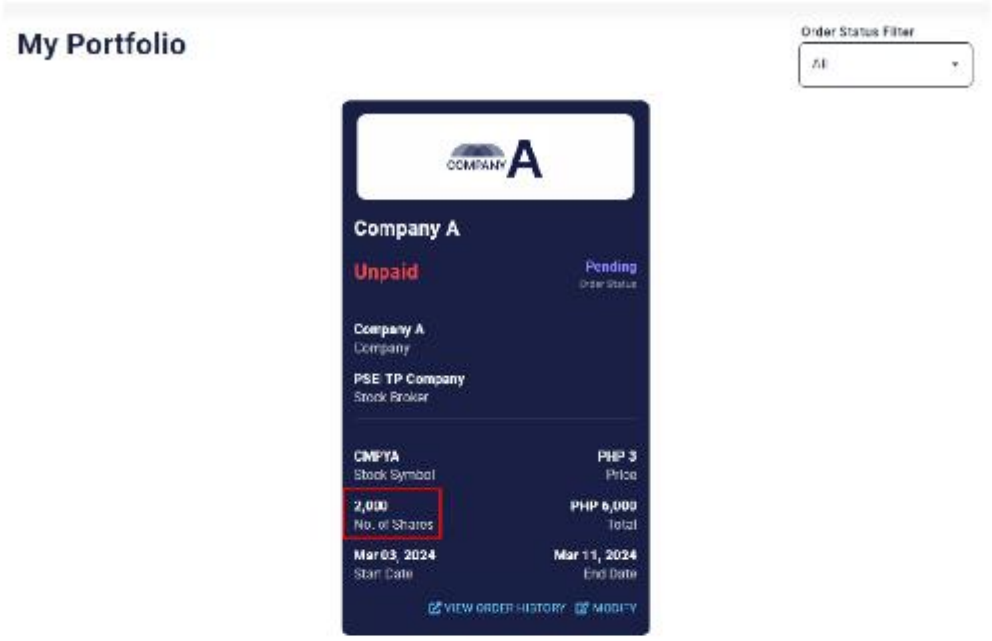
Upon clicking the "OKAY" button, the payment details pop-up window showing the subscription and payment details will be displayed. Click the "DOWNLOAD PAYMENT DETAILS" button to download a copy of the subscription and payment details.



If order modification is successful, "You have successfully modified your order" will be displayed. Click the "OKAY" button to complete the process.



In the "MY PORTFOLIO" tab, modified details of offering will be displayed.

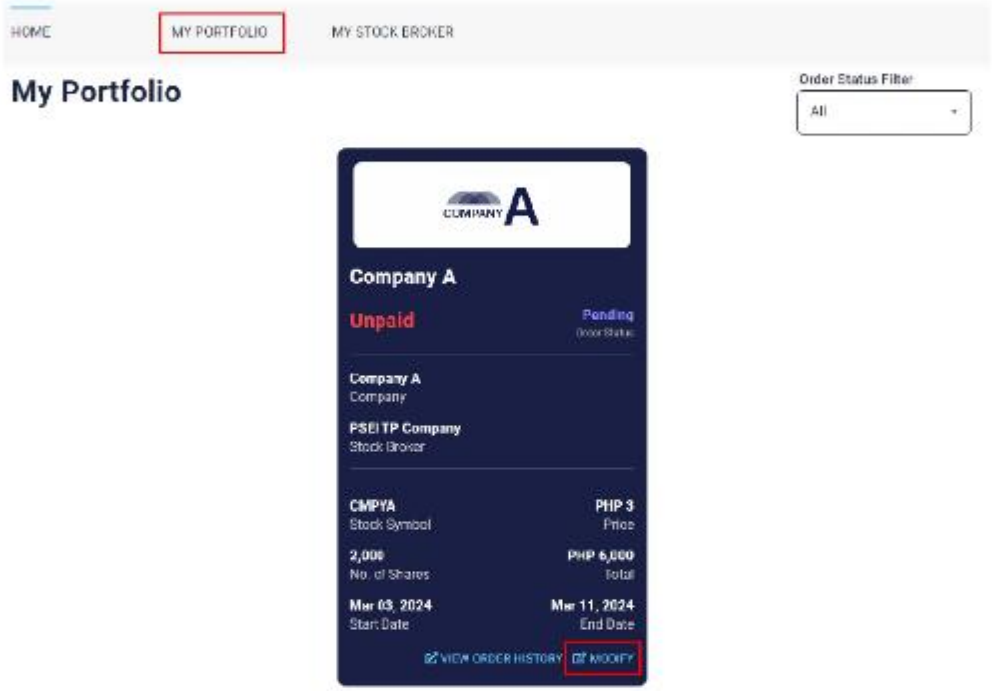


CANCEL SUBSCRIPTION:

The users also have the option to cancel their subscription to the active offerings by following the procedure below.

Step 1: Go to the "MY PORTFOLIO" tab.

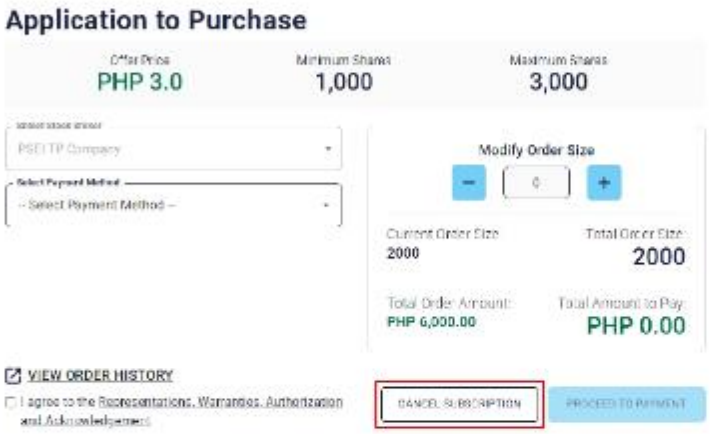
Click "MODIFY" link in the relevant offering.



Step 2: You will be redirected to the page with the offer details, as shown below.

Read the terms of the "Representations, Warranties, Authorization, and Acknowledgment" carefully before ticking the checkbox.

Lastly, click the "CANCEL SUBSCRIPTION" link to proceed.



6.2 E-Payment

Step 1: Fill out the required information in the "Application to Purchase" form.

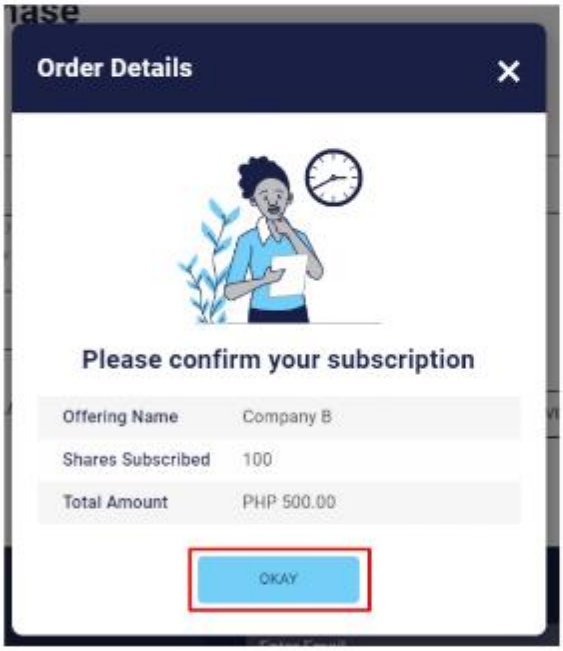
Using the drop-down menus, select your desired stock broker and the "E-Payment (DRAGONPAY)" payment method.

Then, input your desired order size.

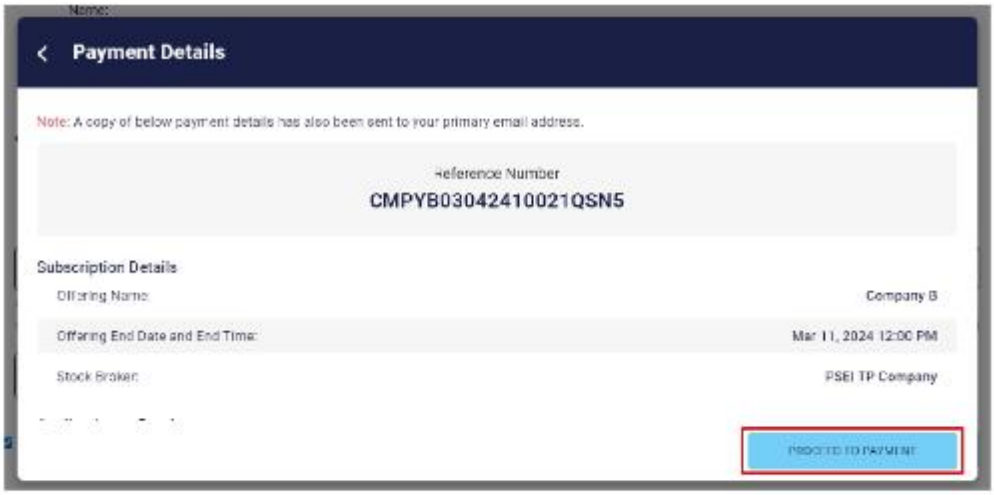
Read the terms of the "Representations, Warranties, Authorization, and Acknowledgment" carefully before ticking the checkbox.

Click the "PROCEED TO PAYMENT" link to proceed.

Step 2: A pop-up window containing your order details will appear to confirm your subscription. Click the "OKAY" button to proceed.



Step 3: A pop-up window with the payment details will be displayed. Click the "PROCEED TO PAYMENT" button to proceed.

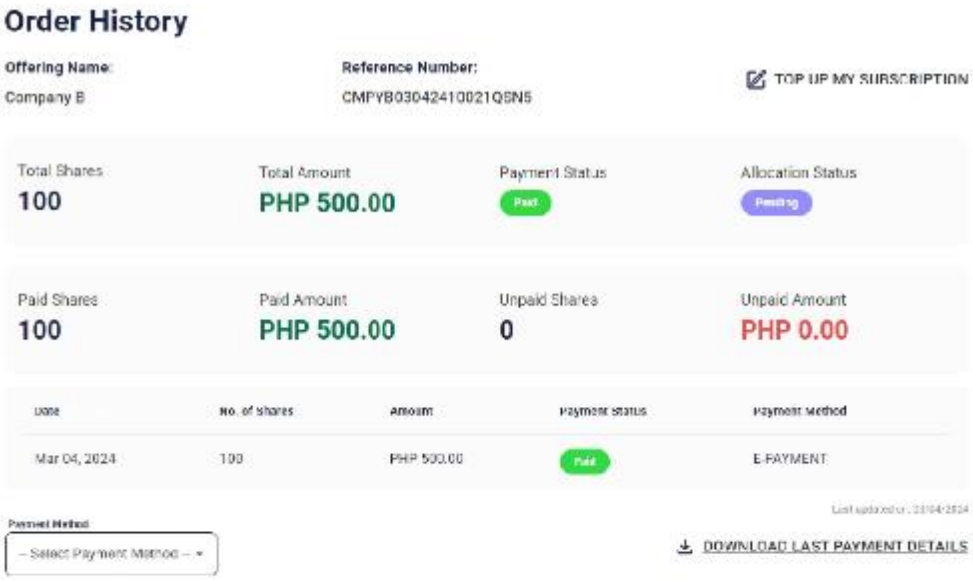


Step 4: Select your preferred payment option for the online payment and click "Select" and tick the checkbox of the Terms and Condition to proceed. (Note: For testing please select the "Test Bank Online")

Step 5: Fill out the Login Id and Password then click the "Continue" button to proceed. (Note: Credentials will be sent in email.)

Step 6: Select your desired account the click the "Pay" button to proceed.

After the transaction of payment, you will be redirected to order history.

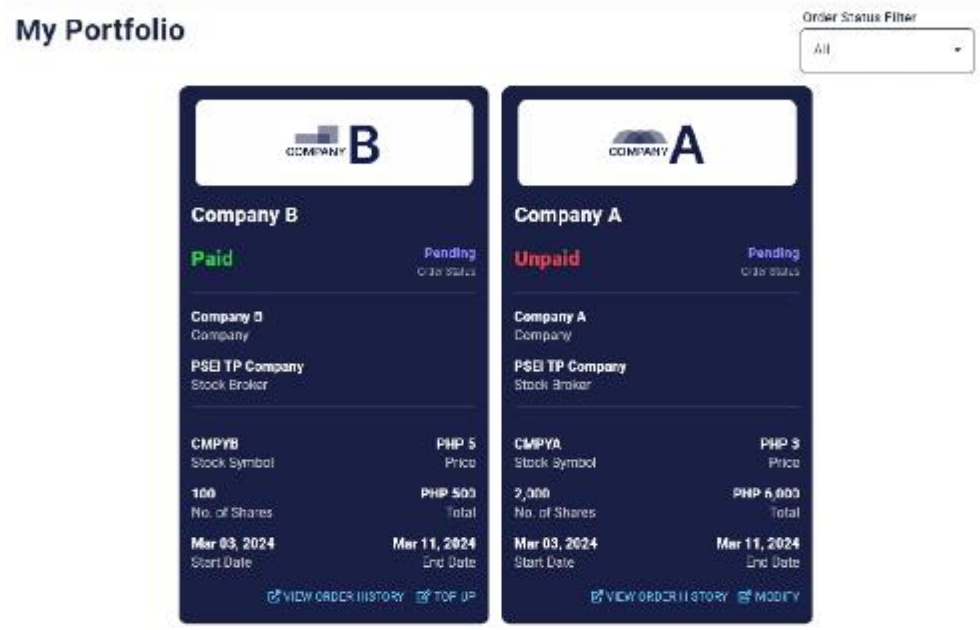

Order History
Offering Name:
Company B
Reference Number:
CMPYB03042410021QSN5
TOP UP MY SUBSCRIPTION
Total Shares
100
Total Amount
PHP 500.00
Payment Status
Paid
Allocation Status
Pending
Paid Shares
100
Paid Amount
PHP 500.00
Unpaid Shares
0
Unpaid Amount
PHP 0.00
Date
No. of shares
Amount
Payment status
Payment Method
Mar 04, 2024
100
PHP 500.00
Paid
E-PAYMENT
Payment Method
-- Select Payment Method --
DOWNLOAD LAST PAYMENT DETAILS

TOP UP SUBSCRIPTION:

You also have the option to top-up your subscription to the active offerings by following the procedure below.

Step 1: Go to the "MY PORTFOLIO" tab.

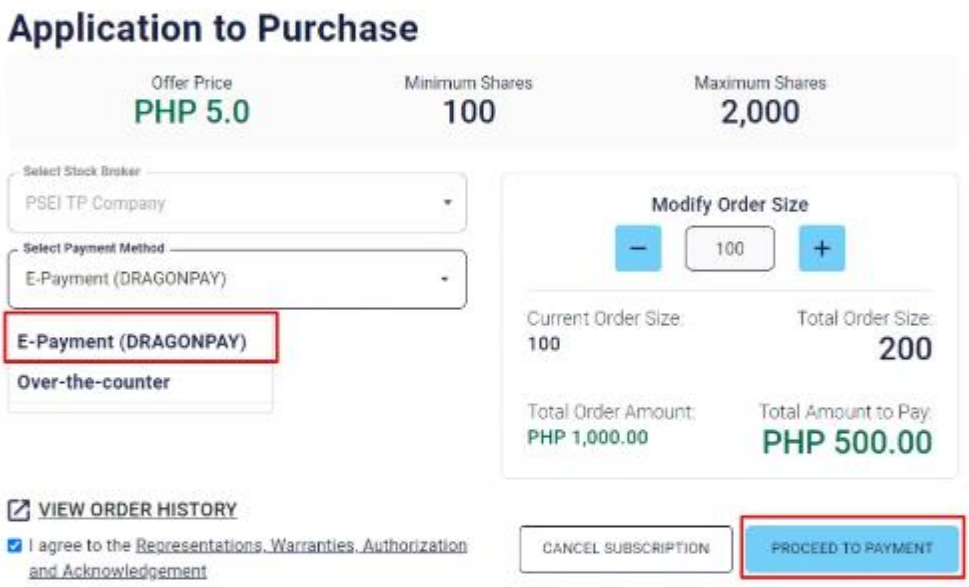
Click the "Top up" link in the relevant offering.



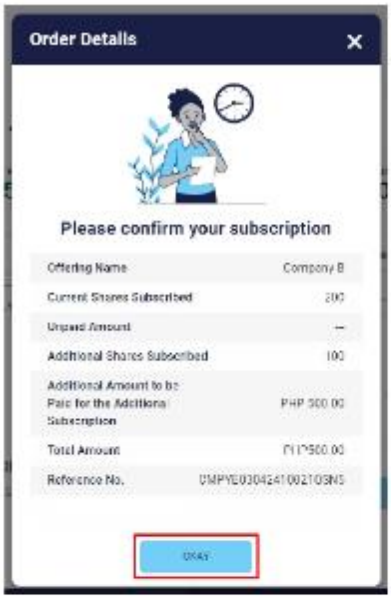
Step 2: Modify your order size, as desired.

Read the terms of the "Representations, Warranties, Authorization, and Acknowledgment" carefully before ticking the checkbox.

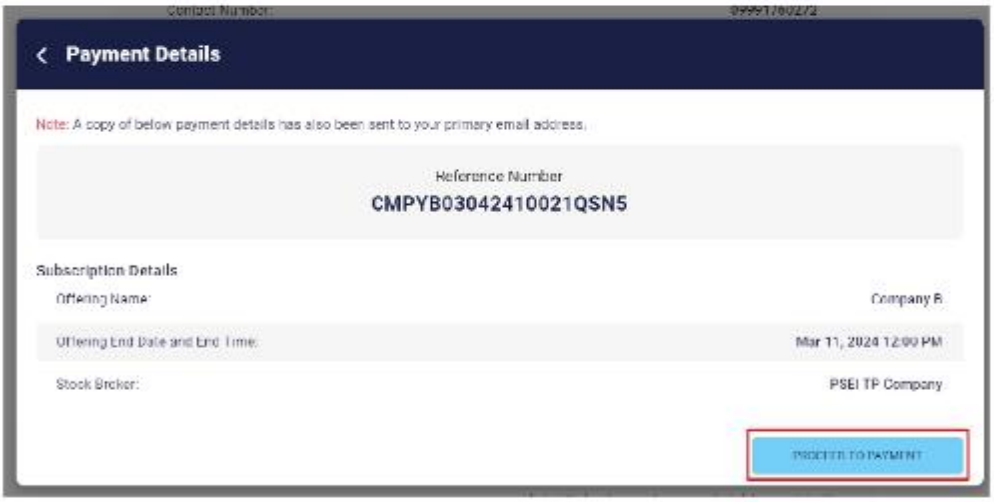
Then, click the "PROCEED TO PAYMENT" button.



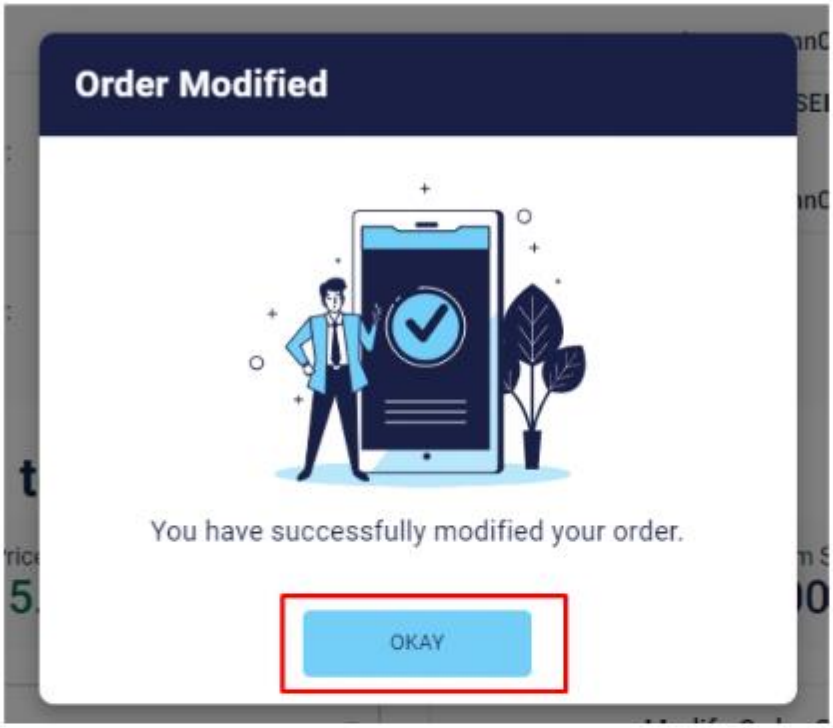
Step 3: An Order Details prompt will appear. Click "OKAY" to proceed.



Step 4: A pop-up window with the payment details will be displayed. Click the "PROCEED TO PAYMENT" to proceed.



Step 5: A prompt confirming the modified order will appear. Click the "OKAY" button to proceed.



Step 6: Select your preferred payment option for the online payment and click "Select" and tick the checkbox of the Terms and Condition to proceed. (Note: For testing please select the "Test Bank Online")

dragonpay
The Philippine Stock Exchange, Inc. is requesting for PHP520.00
[TEST ONLY]
Source
Test Bank Online
Use your Bogus Bank Online Banking account to make a payment (TEST ONLY).
I agree to the Terms and Conditions
Select
Customer Support

Annex D

LETTER OF CONFIRMATION AND UNDERTAKING

[Date]

STOCK TRANSFER SERVICE, INC.
As Receiving Agent
34th Floor, Unit-D, Rufino Pacific Tower 6784 Ayala Avenue, Makati City, Philippines

Attention : **Mr. Ricardo D. Regala, Jr.**
General Manager

Subject : **REFUND of NEXGEN IPO**

Gentlemen:

We, [●] and [●], of legal age, and with office address at [●], are authorized representatives of [●], a duly registered securities broker-dealer and accredited Philippine Stock Exchange trading participant and eligible to trade shares (the "**PSE TP**").

We confirm that our LSI clients, attached as Annex "A," ("**LSI Clients**") invested in the initial public offering of **NEXGEN ENERGY CORP.** ("**NEXGEN IPO**"). The investments were remitted to STOCK TRANSFER SERVICE, INC., as the Receiving Agent of the NEXGEN IPO.

We confirm receipt of the amount in *PESOS*: _____ (₱ _____) representing total refund due to the LSI Clients from STOCK TRANSFER SERVICE, INC., as Receiving Agent of the NEXGEN IPO. Further, we confirm that, as the nominated PSE broker, we are authorized by our LSI Clients to receive the refund on their behalf. We undertake to coordinate directly with the LSI Clients to return/distribute their corresponding refund as soon as practicable. If, within thirty (30) calendar days after the five trading days from the last day of Offer Period, or until August 6, 2024, the corresponding refund is not distributed to an LSI Client due to any circumstance, we undertake to send the refund through check to the appropriate LSI Clients through mail to their registered address, at the LSI Client's risk.

On August 7, 2024, we shall provide a report on the status of the refund of the LSI Clients to STOCK TRANSFER SERVICE, INC., as Receiving Agent of the NEXGEN IPO.

We shall hold STOCK TRANSFER SERVICE, INC. as the Receiving Agent, its directors, officers and staff (collectively, "**Receiving Agent Group**"), free and harmless from, and undertake to indemnify the Receiving Agent Group for, any and all claims, actions, liabilities and damages of whatever kind or nature which may arise in connection with or as a consequence of the receipt of refund set out in this letter except when such claims, actions, liabilities and damages arise as a result of the gross negligence, evident bad faith, willful non-performance, or intentional breach of the obligations of Receiving Agent Group.

Very truly yours,

[Name of Trading Participant]
By:

_____ _____

[Authorized Signatory 1] [Designation]

[Authorized Signatory 2] [Designation]

[Attachment to Annex D]

Annex “A”

[Name of Trading Participant] List of LSIs with Refund

Investor Name	Order Size	Reference Number	Shares Allocated	Amount Allocated	Refund

[Name of Trading Participant]
By:

_____

[Authorized Signatory] [Designation]

_____

[Authorized Signatory] [Designation]

Annex E

SAMPLE PSE EASy EMAIL

Hi,

You have subscribed to NEXGEN ENERGY CORP. – Initial Public Offering. Your subscription details are as follows:

Company Name:	NEXGEN ENERGY CORP.
Stock Symbol:	[XG]
Number of Offer Shares Subscribed:	[Order Size] Offer Price per Share: ₱[1.68]
Total Amount Due:	₱[Amount]
Subscription Date and Time:	[Subscription date and time]
Payment Due Date and Time:	Until [July 8, 2024], 12:00 noon (check or online via DragonPay through PSE EASy) or 1:00 p.m. (cash or online via BDO online or mobile banking)
Designated Trading Participant:	[TP]
PSE EASy Reference Number:	**[●]**

To pay for your subscription, please take note of the following details:

Modes of Payment: (i) over-the-counter via BDO Bills Payment in the name of "NEXGEN IPO" at any operating BDO branch through cash payment or check payment via personal, corporate, manager's/cashier's check, (ii) online payment via BDO Bills Payment, with "NEXGEN IPO" as the merchant name through BDO Online Banking or BDO Mobile Banking; or (iii) online via DragonPay through PSE EASy.

Special Instruction: Please indicate your PSE EASy Reference Number in the Reference Number field of the cash deposit/check deposit slip for over-the-counter payments, or in the "Reference Number" field of the relevant online page upon enrollment of "NEXGEN IPO" as a merchant of your BDO bank account for online payments. For over-the-counter payments, you are encouraged to please bring a copy of the PSE EASy email confirmation containing the PSE EASy Reference Number for validation. **Failure to comply with this instruction may result to the rejection of your Application.**

For concerns relating to NEXGEN ENERGY CORP., the Summary of the Offer, and your subscription, please contact the Receiving Agent or the Joint Lead Underwriters through the following contact numbers:

Joint Lead Underwriters

Name	Contact Number	E-mail Address
China Bank Capital Corporation		
Chinabank Capital Distribution Team	+632 8885-5005 +632 8230 6957 +632 8230 6604 +632 8885 5555 loc. 6182	cbcapdistribution@chinabank.ph nexgen_ipo@chinabank.ph
Investment & Capital Corporation of the Philippines		
Equity Capital Markets	+632 8790-2200 loc. 237 or 339	nplastimosa@iccp.com.ph chpastorel@iccp.com.ph

Receiving Agent

Institution	Name	Contact No.	Email Address
Stock Transfer Service, Inc.	Jenny Rose P. Padernos Kristine S. Cavita	+63 (2) 5307 5037 +63 (2) 5310 3671	jrpadernos@stocktransfer.com.ph kscavita@stocktransfer.com.ph

IMPORTANT: All paid subscriptions will still be subject to the final allocation of shares by the Joint Lead Underwriters. In the event that the final number of shares allocated to you is less than the number covered by your paid subscription, or if your subscription is rejected, the Receiving Agent shall refund you, without interest, through your nominated TP consenting to the refund through TP arrangement or through the issuance of a check which shall be available for pick-up at the office of the Receiving Agent at 34th Floor, Unit-D, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, Philippines, starting on July 15, 2024.

This is a system-generated notification. Please do not reply to this email.