

COVER SHEET

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SEC Registration Number

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(Company's Full Name)

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(Business Address: No. Street City/Town/Province)

John R. Sadullo (Contact Person)
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(632) 888-3000/3055 (Company Telephone Number)
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(Fiscal Year)

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(Form Type)

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Month Day
(Annual Meeting)

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(Secondary License Type, If Applicable)

Corporate Finance Dept. Dept. Requiring this Doc.

Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. August 15, 2017
Date of Report
2. SEC Identification No.: 91447
3. BIR Tax Identification No.: 000-190-324-000
4. SEMIRARA MINING AND POWER CORPORATION
Exact name of issuer as specified in its charter
5. Philippines
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. 2/F, DMCI Plaza, 2281 Chino Roces Avenue, Makati City
Address of principal office
- Postal Code: 1231
8. (632) 888-3000/3055 Fax No. (632) 888-3955
Issuer's telephone number, including area code
9. Semirara Mining Corporation
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock</u>
<u>Common Shares</u>	<u>(Outstanding)</u>
	<u>1,065,286,430</u>
11. Indicate the item numbers reported herein: Item 9.

Further to our disclosure dated August 9, 2017, we are furnishing you the **REVISED Guidelines** and its attachments relative to Board's approval on the declaration of special cash dividends of PhP5.00 per share with record date on August 25, 2017 and payment date on September 8, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer : Semirara Mining and Power Corporation

Signature and Title : 
JOHN R. SADULLO
VP Legal & Corporate Secretary

Date : August 15, 2017

ADVISORY TO STOCKHOLDERS

Revised Guidelines for Cash Dividends Distribution

Notice is hereby given to all stockholders of Semirara Mining and Power Corporation (the "Company") as of August 25, 2017 ("Record Date") on the following guidelines for the distribution of cash dividends declared in the meeting of the Board of Directors held on August 9, 2017 in the amount of Five Pesos (P5.00) per share (the "Special Dividends") payable on September 8, 2017 ("Payment Date"):

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

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

In the case of stockholders whose shares are lodged with the Philippine Depository and Trust Corporation or PDTC (formerly, PCD), whether individuals or non-individuals, resident or non-resident, and whether claiming a withholding tax exemption or not, it is understood that they have authorized their respective custodians/brokers to submit to the Company a notarized list of beneficial owners containing personal information that will be used for the sole purpose and within the period of processing the special cash dividend payment and determining the appropriate final withholding tax to be remitted in compliance with **BIR Revenue Memorandum Circular No. 73-2014 dated September 12, 2014 (copy attached as Annex A)**¹, and provided further, that the Company may store the said

¹ As mandated under Section 12(c) of RA 10173 and Section 21(f) of its IRR

information in whatever form until its legal purpose is served pursuant to BIR rules and procedures.

The list shall be certified true and correct by the custodian's/broker's President and Head of Settlements or authorized representative, duly notarized, and submitted to the Company on or before **September 4, 2017, 5:00 p.m.** (Manila Time). The custodian/broker shall ensure that its list is consistent with the balances reflected in the PDTC alphabetical list of depository account holders and corresponding total shareholdings submitted by PDTC to the Company. Furthermore, this does not relieve the stockholders wanting to avail of the preferential tax rate/exemption from compliance with the provisions of Sections 2 to 4 below. The documents required therein shall be among the documents to be submitted by the custodian/broker to the Company. Should the custodian/broker fail to submit the required documents within the time prescribed above, the Company will have to withhold and remit the taxes at the applicable withholding tax rate based on current BIR issuances.

The Company may further request for documents to verify the information stated in the custodian's/broker's alphabetical list, such as copies of BIR Certificates of Registration or Form 1901/1902/1903 or 1904 (as applicable), SEC Certificates of Incorporation or Registration, passports, etc., subject to the limitations set forth above.

2. FOR NON-RESIDENT FOREIGN STOCKHOLDERS (CORPORATE OR INDIVIDUAL) CLAIMING ENTITLEMENT TO A PREFERENTIAL TAX RATE ON DIVIDEND INCOME UNDER A TAX TREATY. - Any foreign stockholder (the "Claiming Stockholder") claiming entitlement to a preferential tax rate on dividend income under a tax treaty with the Republic of the Philippines, as identified in Annex "A" of Revenue Memorandum Order No. 8-2017 ("RMO No. 8-2017") (copy attached as Annex B), shall be required to submit the following documents to the Company not later than September 4, 2017, 5:00 p.m. (Manila Time):

a. ***Three (3) Originals*** of the following:

a.1. Certificate of Residence for Tax Treaty Relief ("CORTT") Form duly accomplished by the (i) Claiming Stockholder and (ii) the authorized person from the taxing jurisdiction of a treaty partner to certify residency of nonresident income earners for tax treaty purposes ("Competent Authority") of the Claiming Stockholder's country of residence, which need not be notarized / consularized; and

a.2. Notarized Board Resolution or Special Power of Attorney, as applicable, confirming the authority of the individual who signed the CORTT Form on behalf of the Claiming Stockholder, and which originals need not be consularized even if issued abroad;

- or -

b. ***Three (3) Originals*** of the following:

b.1. CORTT Form duly accomplished by the Claiming Stockholder as to Part I (A), (B), (C), and Part II (D) of the CORTT Form, which need not be notarized / consularized;

b.2. Prescribed certificate of residency issued by the Claiming Stockholder's country of residence ("Prescribed Certificate of Residency"), with a date that is valid as of Payment Date, and which originals need not be consularized even if issued abroad;

b.3. Notarized Board Resolution or Special Power of Attorney, as applicable, confirming the authority of the individual who signed the CORTT Form on behalf of the Claiming Stockholder, and which originals need not be consularized even if issued abroad;

(a copy of the CORTT Form is attached as **Schedule 1** hereof)

- c. a signed and duly notarized /consularized (if issued abroad) certification on beneficial ownership indicating, among others, the number of shares held by the Claiming Stockholder in the form attached as **Schedule A** hereof.

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

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

3. FOR NON-RESIDENT FOREIGN CORPORATIONS CLAIMING THE TAX SPARING RATE OF 15%. – Any foreign stockholder (the “Claiming Stockholder”) claiming entitlement to the 15% tax rate on dividend income under Section 28(B)(5)(b) of the NIRC shall be required to submit the following documents to the Company not later than September 4, 2017, 5:00 p.m. (Manila Time):

- a. Certified copy of a BIR ruling addressed to it confirming the application of the tax sparing rate of 15%;

- or -

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

- b. A signed and duly notarized / consularized (if issued abroad) certification on beneficial ownership indicating, among others, the number of shares held by the Claiming Stockholder in the form attached as **Schedule A** hereof.

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

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

4. FOR STOCKHOLDERS CLAIMING TAX EXEMPTION. - Any stockholder (the “Claiming Stockholder”) claiming exemption from withholding tax in respect of the Special Dividends in accordance with any provision of the NIRC or special law shall be required to submit the following documents to the Company not later than September 4, 2017, 5:00 p.m. (Manila Time):

- a. Certified copy of a BIR ruling addressed to it confirming the exemption claimed;

- or -

Signed and duly notarized / consularized (if issued abroad) indemnity undertaking in the form attached as **Schedule 3** hereof; and

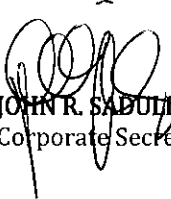
- b. A signed and duly notarized / consularized (if issued abroad) certification on beneficial ownership indicating, among others, the number of shares held by the Claiming Stockholder in the form attached as **Schedule A** hereof.

Upon submission of the documents, the Claiming Stockholder shall be entitled to receive the Special Dividends without deduction for withholding tax.

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

You may email your queries to:

John R. Sadullo
Corporate Secretary and Legal Counsel
Email Addresses: jrsadullo@semirarampc.com
kndomingo@semirarampc.com



JOHN R. SADULLO
Corporate Secretary

Copy Furnished:
Ms. Sharade E. Padilla
AVP- Investor and Banking Relations



REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
BUREAU OF INTERNAL REVENUE
Quezon City

ANNEX "A"
philippines
pay taxes

September 12, 2014

REVENUE MEMORANDUM CIRCULAR NO. 73-2014

SUBJECT : Clarification of Withholding Tax Rates on Dividend Payments to
Philippine Central Depository (PCD) Nominees

TO : All Internal Revenue Officers and Others Concerned

For the information and guidance of all concerned, this Circular clarifies the appropriate withholding tax rates pertaining to dividend payments to PCD Nominees by the issuers of securities.

On the payment of dividends to PCD Nominees, a declaring corporation (issuer) is required to withhold appropriate taxes based on Sections 24(B)(2), 25(A) (2), 25(B), 27(D)(4), 28(A)(7)(d), and 28(B)(1) of the Tax Code in relation to Section 57 of the same Code.

In case of PCD Nominee- Filipino, unless it is satisfactorily shown that the actual equity investor is a domestic corporation, the income recipient is deemed to be an individual subject to final withholding tax of ten percent (10%) under Section 24(B)(2) of the Tax Code.

Further, in case of PCD Nominee- Non Filipino, unless it is satisfactorily shown that the actual equity investor is resident alien, non-resident alien whether engaged or not engaged in trade or business in the Philippines or resident foreign corporation, the income recipient is deemed to be a nonresident foreign corporation subject to final withholding tax of thirty percent (30%) under Section 28(B)(1) of the Tax Code.

All other issuances inconsistent herewith are hereby repealed or modified accordingly.

All concerned are hereby enjoined to be guided accordingly and give this Circular as wide a publicity as possible.

This Circular shall take effect immediately.

BUREAU OF INTERNAL REVENUE
RECORDS MGT. DIVISION

8:45 A.M.
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KIM S. JACINTO-HENARES
Commissioner of Internal Revenue

026764

REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
BUREAU OF INTERNAL REVENUE
Quezon City

October 24, 2016

REVENUE MEMORANDUM ORDER NO. 8-2017

SUBJECT : Procedure for Claiming Tax Treaty Benefits for Dividend,
Interest and Royalty Income of Nonresident Income Earners

TO : All Internal Revenue Officers and Others Concerned

SECTION 1. Background –

The Philippines, a jurisdiction with a total of 40 effective tax treaties, with 2 more treaties waiting to enter into force and 2 pending ratification, qualifies as a jurisdiction with substantial network of tax treaties. To achieve the intent of these treaties of reducing double taxation and preventing fiscal evasion, administrative procedures in applying the provisions of these tax treaties must be duly established and enforced.

The United Nations recognizes that the ‘single most important factor bearing on the compliance by nonresidents with domestic tax law is the use of source withholding by the source State.’¹ Moreover, the UN states that the ‘use of final withholding taxes to collect tax from nonresidents is widespread and recognized internationally as a mechanism to collect tax.’²

Towards this end, the Bureau of Internal Revenue (BIR), in its efforts to improve the efficient administration of Philippine tax treaties, adopts the self-assessment system and automatic withholding of taxes on income of nonresidents deriving Dividend, Interest and Royalty from sources within the Philippines at applicable tax treaty rates subject to post reporting validation.

SECTION 2. Objectives –

This Order seeks to provide for the new procedures in claiming preferential tax treaty benefits on dividend, interest and royalty income of nonresidents pursuant to effective tax treaties of the Philippines, thereby amending for this purpose, Revenue Memorandum Order (RMO) No. 72-2010.

The foregoing objectives are achieved through:

- a. Creation of a new Certificate of Residence for Tax Treaty Relief (CORTT) Form;
- b. Enhancing BIR Forms 1601-F and 1604-CF;

¹ 1.3 Connection between tax compliance and source withholding, Chapter IV, United Nations Handbook on Selected Issues in Administration of Double Tax Treaties for Developing Countries.

² Ibid.

- c. Full disclosure of income derived by nonresidents by filing accurate and timely BIR Forms 1601-F and 1604-CF by the withholding agent/income payor;
- d. Compliance check on the availment of tax treaty relief and the withholding tax obligations of the withholding agent/income payor; and
- e. Post reporting validation of final withholding tax payments on income of nonresidents deriving dividends, interest and royalty income in the Philippines.

SECTION 3. Coverage –

This Order shall apply only to **DIVIDENDS, INTERESTS AND ROYALTIES**, and not to any other type of income such as but not limited to business profit, income from services, *et. al.* For income other than dividends, interest and royalties, the provisions in RMO 72-2010 shall continue to apply, and obtaining a ruling shall continue to be required.

The reduced tax rate of 15 percent on intercorporate dividends paid to nonresident foreign corporations under Section 28 B (5) (b) of the National Internal Revenue Code (NIRC) shall be covered by a separate issuance.

SECTION 4. Definition –

1. **Nonresidents** – are not residents of the Philippines and not citizens thereof.

For purposes of this Order, they are classified into:

- a. **Nonresident alien not engaged in trade or business (NANETB)** -The aggregate period of stay in the Philippines does not exceed 180 days during any calendar year.
 - b. **Nonresident foreign corporations (NRFC)** - are corporations organized under foreign laws and not engaged in trade or business in the Philippines.
2. **Beneficial Owner** –refers to the recipient of dividend, interest or royalty income that has the right to use and enjoy the said income unconstrained by a contractual or legal obligation to pass on the payment received to another person.³
 3. **Certificate of Residence for Tax Treaty Relief (CORTT) Form** – This is the newly created BIR Form that replaces the old 0901 Forms intended for tax treaty relief application for dividend, interest and royalty incomes. This is composed of two parts:

Part I:

- A. Applicable Tax Treaty;
- B. Information of Income Recipient/Beneficial Owner (Individual);

³ OECD Commentary on Model Tax Convention on Income and Capital, par. 12.4 of Art. 10; par. 10.2 of Art. 11; and par. 4.3 of Art. 12

- C. Information of Income Recipient/Beneficial Owner (Non-Individual);
and
- D. Certification of Competent Authority or Authorized Tax Office of
Country of Residence

Part II:

- A. Information of Withholding Agent/Income Payor;
- B. Details of Withholding of Tax;
- C. Type of Income Earned within the Philippines in Respect to which
Relief is claimed;
- D. Declaration of Income Recipient/Beneficial Owner; and
- E. Declaration of Withholding Agent/ Income Payor.

The CORTT Form shall serve as proof of residency of the nonresidents. Residency is a minimum requirement for the availment of preferential tax treaty rates or tax exemption under all effective tax treaties of the Philippines.

4. **Noncompliant** – The nonresident and/or the withholding agent/income payor is noncompliant and ineligible to avail of preferential treaty rates or tax exemption based on any of the following reasons:
 - a) Failure to meet the requirements of the provision of the tax treaty being invoked;
 - b) Non-filing of 1601-F or 1604-CF and non-payment of withholding taxes due as required by the Tax Code; and
 - c) Discrepancy between the information contained in the CORTT Form and the information on the 1601-F. There is discrepancy when the pieces of information provided in the CORTT Form and 1601-F are inconsistent.
5. **Competent Authority (CA)** – authorized person from the taxing jurisdiction of a treaty partner to certify residency of nonresident income earners for tax treaty purposes.

SECTION 5. General Policies and Guidelines

1. The mandatory tax treaty relief applications (TTRA) shall no longer be filed with the International Tax Affairs Division (ITAD). In lieu of the TTRA, preferential treaty rates for dividends, interests and royalties shall be applied and used **outright** by the withholding agents upon submission of a CORTT Form by the nonresident. The use of the preferential rates shall be done through withholding final taxes at applicable treaty rates as shown in Annex A of this Order.
2. Nonresidents are allowed to use the prescribed certificate of residency of their country of residence (“prescribed certificate of residency”). However, nonresidents are still required to accomplish A, B and C of Part I of the CORTT Form for monitoring purposes. If the prescribed certificate of residency is used, it shall be attached to the CORTT Form.

3. For dividend income purposes, the CORTT Form shall be valid for two (2) years from date of issuance. However, if a prescribed certificate of residency of the country of residence is used, the date of validity of the latter document will prevail over the two (2) year period given. For interest and royalty income purposes, the CORTT Form shall be valid per contract.
4. Withholding agents or income payors can withhold at a reduced rate or exempt the nonresident based on the duly accomplished CORTT Form submitted to them.
5. Failure to submit a CORTT Form to the withholding agent/income payor would mean that the nonresident is not claiming any tax treaty relief and therefore such income be subject to the normal rate provided under the National Internal Revenue Code of 1997, as amended (Tax Code).
6. The ITAD and Revenue District Office (RDO) No. 39 shall be in charge of receiving and recording information stated in the CORTT.
7. Pertinent information from the CORTT Form and data collected from 1601-F and 1604-CF on availment of treaty rates and income payment made to nonresidents, in general, shall be accumulated and monitored by ITAD and RDO No. 39. Such data shall be used for conducting risk analysis, formulating policies, developing the country's treaty negotiating positions and generating management reports.
8. Compliance check and post reporting validation on withholding tax obligations and confirmation of appropriateness of availment of treaty benefits shall be part of BIR's regular audit investigations conducted by the RDO where the domestic withholding agent is registered.

SECTION 6. Procedure for the Availment of Tax Treaty Relief

1. Nonresidents claiming tax treaty relief shall submit a duly accomplished CORTT Form (Part I and II) or the prescribed certificate of residency with Part I (A, B and C) and II of the CORTT Form to their withholding agents/income payors before income is paid or credited.
2. The withholding agent/income payor shall file BIR Form 1601-F and BIR Form 1604-CF and shall pay the withholding taxes due in accordance with the Tax Code and existing Revenue Issuances.
3. The withholding agent/income payor shall submit an original of the duly accomplished CORTT (Part I and II) or the prescribed certificate of residency with Part I (A, B and C) and II of the CORTT Form to ITAD and RDO No. 39 within 30 days after payment of withholding taxes due on dividend, interest and royalty income of nonresident based on applicable tax treaty.
4. The withholding agent shall submit an updated Part II of the CORTT Form within 30 days after payment of withholding taxes due in the following cases:
 - a) If the CORTT Form filed with ITAD and RDO No. 39 is used for another dividend payment within its prescribed period of validity; and
 - b) In case of staggered payment of interest and royalty income.

SECTION 7. Penalties –

Any violation of the provisions of this Order shall be subject to penalties provided in Section 250 and other pertinent provisions of the NIRC, as amended.

Failure to supply accurate and complete information in the CORTT Form and BIR Forms 1601F and 1604-CF will render the nonresident and withholding agent noncompliant. Noncompliance shall be a ground for the denial of the use of preferential treaty rates and the disallowance of the pertinent expense/s of the withholding agent.

Furthermore, withholding agents/income payors that willfully fail to pay any tax, make a return, keep any record, or supply correct and accurate information or withhold or remit taxes withheld, or aids or abets any manner to evade any such tax or the payment thereof shall be liable under Sections 251 and 255 of the Tax Code.

SECTION 8. Transitory Provision –

Nonresidents who already filed TTRAs with the BIR on dividend, interest and royalty income prior to the effectivity of this Order will be allowed to use the tax treaty rates invoked based on effective tax treaties of the Philippines with other countries. However, the same will be subjected to compliance check.

For existing TTRAs with the BIR with supporting documents, ITAD will use the submitted information in creating a database for purposes of tax treaty relief availment. If the requisite certificate of residency is not available in the submitted documents, the withholding agents/income payor will be requested to submit the same.

SECTION 9. Repealing Clause – The provisions of RMO 72-2010 and any revenue issuance inconsistent with this Order are deemed revoked, repealed, or modified accordingly.

SECTION 10. Effectivity – This Order shall take effect after 90 days upon signing to afford nonresident income earners time to secure the required CORTT Form or prescribed certificate of residency from their respective countries of residence.

(Original Signed)
CAESAR R. DULAY
Commissioner of Internal Revenue

Country	Country Code	Dividend Rates	
Australia	AU	15% where relief, either by way of credit as described in paragraph 2 of Article 24 or relief by way credit as described in the second sentence of paragraph 4 of Article 24, is given to the beneficial owner of the dividends.	25% in any other case
Austria	AT	10% dividends if the beneficial owner is a company which holds directly at least 10 per cent either of the voting shares of the company paying the dividends or of the total shares issued by that company during the period of six months immediately preceding the date of payments of the dividends;	25% in all other cases
Bahrain	BH	10% if the beneficial owner is a company (excluding partnerships) which holds directly at least ten per cent (10%) of the capital of the paying company.	15%
Bangladesh	BD	10% if the beneficial owner is a company (excluding partnerships) which holds directly at least 25 per cent of the capital of the paying company	15% in all other cases
Belgium	BE	10% if the beneficial owner is a company which holds directly at least 10 per cent of the capital of the company paying the dividends	15% in all other cases
Brazil	BR	15% if the recipient is a company including a partnership	25% in all other cases
Canada	CA	15% paid to a company which is a resident of Canada which controls at least 10 per cent of the voting power of the company paying the dividend	25% in all other cases
China	CN	10% if the beneficial owner is a company which holds directly at least 10 per cent of the capital of the company paying the dividends	15% in all other cases
Czech	CZ	10% if the beneficial owner is a company which holds directly at least 10 per cent of the capital of the company paying the dividends	15% in all other cases
Denmark	DK	10% if the beneficial owner is a company (other than a partnership) which holds directly at least 25 per cent of the capital of the company paying the dividends	15% in all other cases

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Finland	FI		15% if the recipient is a company (excluding partnership) owning at least 10 per cent of the voting stock of the company paying the dividends.	
France	FR	10% if the recipient is a company (excluding partnership) which holds directly at least 10 per cent of the voting shares of the company paying the dividends	15% in all other cases	
Germany	DE	5% if the beneficial owner is a company (other than a partnership) which holds directly at least 70 per cent of the capital of the company paying the dividends	10% if the beneficial is a company (other than a partnership) which holds directly at least 25 per cent of the capital of the company paying the dividends	15% in all other cases
Hungary	HU	15% if the beneficial owner is a company which holds directly at least 25 percent of the capital of the paying company	20% in all other cases	
India	IN	15% if the beneficial owner is a company which owns at least ten per cent of the shares of the company paying the dividends	20% in all other cases	
Indonesia	ID	15% if the beneficial owner is a company which holds directly at least 25 percent of the capital of the paying company	20% in all other cases	
Israel	IL	10% if the beneficial owner is a company (excluding partnership) which holds directly at least 10 percent of the capital of the paying company	15% in all other cases	
Italy	IT	15% if the recipient is the beneficial owner of the dividends		
Japan	JP	10% if the beneficial owner is a company which holds directly at least 10 per cent either of the voting shares of the company paying the dividends or of the total shares issued by that company during the period of six months immediately preceding the date of payment of the dividends, or dividends paid by a company, being a resident of the Philippines, registered with the Board of Investments and engaged in preferred pioneer areas of investment under the investment incentives laws of	15% in all other cases	

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		the Philippines to a resident of Japan, who is the beneficial owner of the dividends		
Korea	KR	10% if the beneficial owner is a company (other than a partnership) which holds directly at least 25 per cent of the capital of the company paying the dividends, or dividends paid by a company, being a resident of the Philippines, registered with the Board of Investments and engaged in preferred pioneer areas of investment under the investment incentives laws of the Philippines to a resident of Korea	25% in all other cases	
Kuwait	KW	10% if the beneficial owner is a company (excluding partnership) which holds directly at least 10 percent of the capital of the paying company	15% in all other cases	
Malaysia	MY	15% if the recipient is a company	25% in all other cases	
Netherlands	NL	10% if the recipient is a company the capital of which is wholly or partly divided into shares and which holds directly at least 10 per cent of the capital of the company paying the dividends	15% in all other cases	
New Zealand	NZ	15% if the beneficial owner is a company	25% in all other cases	
Nigeria	NG	12.5% if the beneficial owner is a company (excluding partnership) which holds directly at least 10 percent of the capital of the paying company	15% in all other cases	
Norway	NO	15% if the beneficial owner is a company which controls directly or indirectly at least 10 per cent of the voting power in the company paying the dividends	25% in all other cases	
Pakistan	PK	15% if the beneficial owner is a company (excluding partnership) which holds directly at least 25 per cent of the capital of the paying company during the part of the paying company's taxable year which precedes the date of payment of the dividends and during the whole of its prior taxable year, if any	25% in all other cases	
Poland	PL	10% if the beneficial owner is a company (excluding partnerships) which holds directly at least 25 per cent of the capital of the paying company	15% in all other cases	
Qatar	QA	10% if the beneficial owner is a company (excluding partnership) which holds directly	15% in all other cases	

BUREAU OF INTERNAL REVENUE
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		at least 10 percent of the capital of the paying company		
Romania	RO	10% if the recipient is a company (excluding partnership) and during the part of the paying corporation's taxable year which precedes the date of payment of the dividends and during the whole of its prior taxable year (if any), at least 25 per cent of the outstanding shares of the voting stock of the paying corporation was owned by the recipient corporation	15% in all other cases	
Russia	RU	15% if the recipient is the beneficial owner of the dividends		
Singapore	SG	15% if the recipient is a company (including partnership) and during the part of the paying company's taxable year which precedes the date of payment of the dividend and during the whole of its prior taxable year (if any), at least 15 per cent of the outstanding shares of the voting stock of the paying company was owned by the recipient company	25% in all other cases	
Spain	ES	10% if the recipient is a corporation (excluding partnership) which holds directly at least 10 per cent of the voting shares of the company paying the dividends	15% in all other cases	
Sweden	SE	10% if the beneficial owner is a company (excluding partnerships) which holds directly at least 25 per cent of the capital of the paying company	15% in all other cases	
Switzerland	CH	10% if the beneficial owner is a company (excluding partnerships) which holds directly at least 10 per cent of the capital of the paying company	15% in all other cases	
Thailand	TH	15% if the company paying the dividends is a Philippine company or if the company paying the dividends is a Thai company engaged in an industrial undertaking	20% if the company paying the dividends is a Thai company not engaged in an industrial undertaking	
Turkey	TR	10% if the beneficial owner is a company (excluding partnership) which holds directly at least 25 percent of the capital of the paying company	15% in all other cases	
United Arab Emirates	AE	10% if the beneficial owner is a company (excluding partnerships) which holds	15% in all other cases	

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		directly at least 10 per cent of the capital of the paying company		
United Kingdom of Great Britain and Northern Ireland	GB	15% if the beneficial owner is a company which controls directly or indirectly at least 10 per cent of the voting power in the company paying the dividends	25% in all other cases	
United States of America	US	20% when the recipient is a corporation, if during the part of the paying corporation's taxable year which precedes the date of payment of the dividend and during the whole of its prior taxable year (if any), at least 10 percent of the outstanding shares of the voting stock of the paying corporation was owned by the recipient corporation.	25%	
Vietnam	VN	10% if the beneficial owner is a company (excluding partnerships) which holds directly at least 25 per cent of the capital of the paying company	15% in all other cases	

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Country	Country Code	Interest Rates		
Australia	AU	10% in respect of public issues of bonds, debentures or similar obligations and paid by a company which is a resident of the Philippines to a resident of Australia	15%	Interest derived by the Government of a Contracting State, or by any other body exercising governmental functions in, or in a part of, a Contracting State, or by a bank performing central banking functions in a Contracting State, shall be exempt from tax in the other Contracting State.
Austria	AT	10% if the interest is paid by a resident of the Philippines to a resident of Austria in respect of public issues of bonds, debentures or similar obligations or if the interest is paid by a company which is a resident of the Philippines, registered with the Board of Investments and engaged in preferred pioneer areas of investment under the investment incentives laws of the Philippines to a resident of Austria, who is the beneficial owner of the interest.	15%	Interest arising in a Contracting State and derived by the government of the other Contracting State including political subdivisions and local authorities thereof, the Central Bank of that other Contracting State and any financial institution wholly-owned or controlled by that government, or by any resident of that other Contracting State with respect to debt-claims guaranteed or indirectly financed by the government of that other Contracting State including political subdivisions and local authorities thereof, the Central Bank of that other Contracting State and any financial institution wholly-owned or controlled by that government shall be exempt from tax in the first-mentioned Contracting State. For the purpose of this paragraph, the term "financial institution wholly-owned or controlled by the government" means: xxx xxx xxx b) in the case of the Philippines the Central Bank of the Philippines and the Development Bank of the Philippines; and c) any such financial institution the capital of which is wholly-owned or controlled by the government of either Contracting State, other than those referred to in subparagraphs (a) and (b) above, as may be agreed from time to time between the governments of the Contracting States.
Bahrain	BH	10% if the beneficial owner of the income from Debt-Claims is a resident of the other Contracting State		Income from Debt-Claims paid by a Contracting State to the government of the other Contracting State or political subdivision or local authority thereof shall be exempt from tax in the first-mentioned State.
Bangladesh	BD	15% if the beneficial owner of the interest is a resident of the other Contracting State		Interest arising in a Contracting State and derived by the Government of the other Contracting State, a local authority, the Central Bank thereof or any financial institution wholly owned by that

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				Government, or by any other resident of that other Contracting State with respect to debt-claims indirectly financed by the Government of that other Contracting State, a local authority, the Central Bank thereof or any financial institution wholly owned by that Government, shall be exempt from tax in the first-mentioned State.
Belgium	BE	10% if the beneficial owner of the interest is a resident of the other Contracting State		Interest shall be exempted from tax in the Contracting State in which it arises if it is: a) interest paid in respect of a bond, debenture or other similar obligation of the Government of that Contracting State or of a political subdivision or local authority thereof; and b) Interest paid in respect of a loan made, guaranteed or insured or a credit extended, guaranteed or insured by such institution as is specified and agreed in letters exchanged between the competent authorities of the Contracting States.
Brazil	BR	10% if interest is paid by a company which is a resident of the Philippines to a resident of Brazil in respect of public issues of bonds, debentures or similar obligations	15% if the recipient is the beneficial owner of the interest	Interest arising in a Contracting State and paid to the Government of the other Contracting State, a political subdivision thereof or any agency (including a financial institution) wholly owned by that Government, or political subdivision shall be exempt from tax in the first-mentioned Contracting State; b) interest arising from securities, bonds or debentures issued by the Government of a Contracting State, a political subdivision thereof or by any agency (including a financial institution) owned by that Government shall be taxable only in that State.
Canada	CA	10 % if the interest is in respect of public issues of bonds, debentures or similar obligations and paid by a company which is a resident of the Philippines to a resident of Canada.	15% if the interest is taxable in the other Contracting State	a) interest arising in a Contracting State and paid in respect of a bond, debenture or other similar obligation of the government of that Contracting State or of a political subdivision or local authority thereof shall, provided that the interest is beneficially owned by a resident of the other Contracting State, be taxable only in that other State; b) interest arising in the Philippines and paid to a resident of Canada shall be taxable only in Canada if it is paid in respect of a loan made, guaranteed or insured, or a credit extended, guaranteed or insured by the Export Development Corporation
China	CN	10% if the recipient is the beneficial		Interest arising in a Contracting State and derived by the Government of the other

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		owner of the interest		Contracting State, a local authority and the Central Bank thereof or any financial institution wholly owned by the Government of that other State, or by any other resident of that other State with respect to debt-claims indirectly financed by the Government of that other State, a local authority, and the Central Bank thereof or any financial institution wholly owned by the Government of that other State, shall be exempt from tax in the first-mentioned State.
Czech	CZ	10% if the beneficial owner of the interest is a resident of the other Contracting State		Interest shall be exempted from tax in the Contracting State in which it arises if it is derived and beneficially owned by: a) the Government of the other Contracting State, including any political subdivision or local authority thereof, the Central Bank or any financial institution wholly owned by that Government; or b) a resident of the other Contracting State in connection with the loan or credit guaranteed by the Government of that other State.
Denmark	DK	10% if the beneficial owner of the interest is a resident of the other Contracting State		Interest arising in a Contracting State and paid in respect of a loan made by or guaranteed or insured by the Government of the other Contracting State, the central bank of that other State or any agency or instrumentality (including a financial institution) owned or controlled by that Government shall be exempt from tax in the first-mentioned State.
Finland	FI	15 % if the recipient is the beneficial owner of the interest the tax so charge	10 per cent of the gross amount of the interest in respect of public issues of bonds, debentures or similar obligations and paid by a company which is a resident of the Philippines to a resident of Finland	Interest arising in a Contracting State and paid in respect of a bond, debenture or other similar obligation of the government of that Contracting State or of a political subdivision or local authority thereof shall, provided that the interest is beneficially owned by a resident of the other Contracting State be taxable only in that other State; b) interest arising in a Contracting State and paid to a resident of the other Contracting State shall be taxable only in that other Contracting State if it is paid in respect of a loan made, guaranteed or insured, or a credit extended, guaranteed or insured by the Central Bank of the Philippines or the Finnish Export Credit Limited; c) interest arising in a Contracting State and paid to a resident of the other Contracting

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				State shall be taxable only in that other Contracting State if it is paid in respect of a loan made, guaranteed or insured, or a credit extended, guaranteed or insured by such lending institution as is specified and agreed in letters exchanged between the competent authorities of the Contracting States;
France	FR	15% if the recipient is the beneficial owner of the interest		Exempt from tax in respect of a loan made, guaranteed or insured, or a credit extended, guaranteed or insured by (ii) in the case of the Philippines, the Central Bank of the Philippines or such lending institution as is specified and agreed in letters exchanged between the competent authorities of the Contracting States;
Germany	DE	10% if the beneficial owner of the interest is a resident of the other Contracting State		Interest arising in the Republic of the Philippines and paid to the German Government, the Deutsche Bundesbank, the Kreditanstalt fuer Wiederaufbau or the Deutsche Gesellschaft fuer wirtschaftliche Zusammenarbeit (Entwicklungsgesellschaft) shall be exempt from Philippine tax. Interest arising in a Contracting State shall be exempt from tax in that State if it is derived in respect of a loan made, guaranteed or insured by a governmental instrumentality of the other Contracting State by the Central Bank in the case of the Republic of the Philippines, or any other instrumentality as is specified and agreed in letters exchanged between the competent authorities of the Contracting States.
Hungary	HU	15% if the recipient is the beneficial owner of the interest		Interest arising in a Contracting State and paid to a resident of the other Contracting State shall be taxable only in that other State, if the interest is paid in respect of: a) a bond, debenture or other similar obligation of the government of the first-mentioned Contracting State or a political subdivision or local authority thereof; or b) a loan made, refinanced, guaranteed or insured, or a credit extended, refinanced, guaranteed or insured by - (i) in the case of the Philippines, the Central Bank of the Philippines; (ii) in the case of Hungary, the National Bank of Hungary; or (iii) other governmental agencies or lending institutions as may be specified and agreed

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				in an exchange of notes between the competent authorities of the Contracting States.
India	IN	10% if the interest is received by a financial institution (including insurance companies) or in respect of public issues of bonds, debentures or similar obligations	15% in all other cases	<p>a) interest arising in a Contracting State shall be exempt from tax in that State provided it is derived and beneficially owned by:</p> <p>(i) the Government, a political subdivision or a local authority of the other Contracting State; or</p> <p>(ii) the Central Bank of the other Contracting State;</p> <p>(iii) other lending institutions as may be specified and agreed in letters exchanged between the competent authorities of the Contracting States.</p> <p>b) interest arising in a Contracting State shall be exempt from tax in that Contracting State to the extent approved by the Government of that State if it is derived and beneficially owned by any person [other than a person referred to in sub-paragraph (a)] who is a resident of the other Contracting State provided that the transaction giving rise to the debt-claim has been approved in this regard by the Government of the first-mentioned Contracting State.</p>
Indonesia	ID	15% if the recipient is the beneficial owner of the interest	10% in respect of public issues of bonds, debentures or similar obligations	<p>interest arising in a Contracting State and paid to a resident of the other Contracting State shall be taxable only in that other State, if the interest is paid in respect of:</p> <p>(i) a bond, debenture or other similar obligation of the government of that State or a political subdivision or local authority thereof; or</p> <p>(ii) a loan made, guaranteed or insured, or a credit extended, guaranteed or insured by the Central Bank of the Philippines, or the "Bank Indonesia" (the Central Bank of Indonesia), or any other lending institution, as may be specified and agreed in letters exchanged between the competent authorities of the Contracting States;</p>
Israel	IL	10% if the recipient is the beneficial		interest arising in a Contracting State and paid to a resident of the other Contracting

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		owner of the interest		<p>State shall be taxable only in that other State, if the interest is paid in respect of</p> <p>a) a bond, debenture or other similar obligation of the government of the first-mentioned Contracting State or a political subdivision or local authority thereof; or</p> <p>b) a loan made, refinanced, guaranteed or insured, or a credit extended, refinanced, guaranteed or insured by -</p> <p>(i) in the case of the Philippines, the Central Bank of the Philippines,</p> <p>(ii) in the case of Israel, the Bank of Israel, or</p> <p>(iii) other governmental agencies or lending institutions as may be specified and agreed in an exchange of notes between the competent authorities of the Contracting States.</p>
Italy	IT	10% if the recipient is the beneficial owner of the interest in respect of public issues of bonds, debentures, or similar obligations and paid by a resident of one Contracting State to a resident of the other Contracting State	15% in all other cases	<p>Interest arising in a Contracting State shall be exempt from tax in that State if:</p> <p>a) the payer of the interest is the Government of that Contracting State or a local authority thereof; or</p> <p>b) the interest is paid to the Government of the other Contracting State or local authority thereof or any agency or instrumentality (including a financial institution) wholly owned by that other Contracting State or local authority thereof; or</p> <p>c) the interest is paid to any other agency or instrumentality (including a financial institution) in relation to loans made in application of an agreement concluded between the Governments of the Contracting States.</p>
Japan	JP	10% if the recipient is the beneficial owner of the interest		<p>Interest arising in a Contracting State and derived by the Government of the other Contracting State including political subdivisions and local authorities thereof, the Central Bank of that other Contracting State or any financial institution wholly owned by that Government, or by any resident of the other Contracting State with respect to debt-claims guaranteed, insured or indirectly financed by the Government of that other Contracting State including political subdivisions and local authorities thereof, the Central Bank of that other Contracting State or any financial institution</p>

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				<p>wholly owned by that Government shall be exempt from tax in the first-mentioned Contracting State.</p> <p>For the purposes of this paragraph, the term "financial institution wholly owned by the Government" means:</p> <p style="padding-left: 40px;">Xxx xxx xxx</p> <p>(b) In the case of the Philippines, the Development Bank of the Philippines and the Land Bank of the Philippines; and</p> <p>(c) Any such financial institution the capital of which is wholly owned by the Government of either Contracting State, other than those referred to in subparagraphs (a) and (b) above, as may be agreed from time to time between the Governments of the two Contracting States.</p>
Korea	KR	10% if the interest is paid in respect of public issues of bonds, debentures or similar obligation	15% in all other cases	<p>Interest arising in a Contracting State and paid to a resident of the other Contracting State shall be taxable only in that other State if the interest is paid in respect of:</p> <p>(i) a bond, debenture or other similar obligation of the government of that State or a political subdivision or local authority thereof, or</p> <p>(ii) a loan made, guaranteed or insured, or a credit extended, guaranteed or insured by</p> <p>(aa) in the case of the Philippines, the Central Bank of the Philippines;</p> <p>(bb) in the case of Korea, the Bank of Korea, the Export-Import Bank of Korea, the Korea Exchange Bank; and</p> <p>(cc) other lending institutions as maybe specified and agreed in letters of exchange between the competent authorities of the Contracting States.</p>
Kuwait	KW	10% if the beneficial owner of the interest is a resident of the other State		<p>Interest arising in a Contracting State shall be exempt from tax if derived by or on:</p> <p>a) The government of the other Contracting State or any governmental institution or other entity thereof, as defines in paragraph 2 of Article 4;</p> <p>b) An institution or company which is a resident of the other Contracting State whose capital is wholly owned by the</p>

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				<p>government or a governmental institution or other entity as defined in paragraph 2 of Article 4 as agreed upon between the competent authorities of the two governments;</p> <p>c) Loans guaranteed by the government of the other contracting state or any governmental institution or other entity thereof, as defined in paragraph 2 of Article 4.</p>
Malaysia	MY	15% if the recipient is the beneficial owner of the interest		<p>The Government of a Contracting State shall be exempt from tax in the other Contracting State in respect of interest derived by the Government from that other State.</p> <p>In the case of the Philippines, "Government" means the Government of the Republic of the Philippines and shall include:</p> <p>(i) the Central Bank of the Philippines; (ii) such institutions, the capital of which is wholly owned by the Government of the Republic of the Philippines, as may be agreed upon from time to time between the competent authorities of the Contracting States.</p>
Netherlands	NL	<p>10%</p> <p>(i) in connection with the sale on credit of any industrial, commercial or scientific equipment, or</p> <p>(ii) on any loan of whatever kind granted by a bank, or any other financial institution,</p> <p>(iii) in respect of public issues of bonds, debentures or similar obligations</p>	15% in all other cases	<p>interest arising in one of the States and paid in respect of a bond, debenture or other similar obligation of the Government of that State or of a political subdivision or local authority thereof shall be exempt from tax in that State;</p> <p>xxx xxx xxx</p> <p>b) interest arising in one of the States and paid in respect of a loan made by or guaranteed or insured by the Government of the other State, the central bank of that other State or any agency or instrumentality (including a financial institution) owned or controlled by that Government shall be exempt from tax in the first-mentioned State.</p>
New Zealand	NZ	10% if the recipient is the beneficial owner of the interest and in respect of public		interest derived by the Government of a Contracting State, or by any other body exercising governmental functions in, or in a part of, a Contracting State, or by a bank performing central banking functions in a

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		issues of bonds, debentures or similar obligations and paid by a company which is a resident of the Philippines to a resident of New Zealand.		Contracting State, shall be exempt from tax in the other Contracting State
Nigeria	NG	15% if the recipient is the beneficial owner of the interest		Interest arising in a Contracting State shall be exempt from tax in that State if it is derived and beneficially owned by the Government of the other Contracting State or a local authority thereof or any agency or instrumentality of that Government or local authority.
Norway	NO	15%		Interest derived from sources within one of the Contracting States by a resident of the other Contracting States shall in all events be exempt from tax by the first-mentioned State if: a) the interest is beneficially owned by, or is paid by, a Contracting State, a political subdivision or local authority thereof or an instrumentality, subdivision or authority of a Contracting State which is not subject to tax by that State; b) the income received is from investments by both Contracting States in loans, stocks, bonds or other domestic securities, or from interest on their deposits by financing institutions owned, controlled, or enjoying refinancing from the government, and international or regional financing institutions established by the governments of both Contracting States.
Pakistan	PK	15% if the recipient is the beneficial owner of the interest	<p>BUREAU OF INTERNAL REVENUE RECORDS MGMT. DIVISION 11:34 A.M. MAR 28 2017 <i>epitega</i></p> <p>RECEIVED</p>	<p>a) interest arising in a Contracting State and paid in respect of a bond, debenture or other similar obligation of the government of that Contracting State or of a political subdivision or local authority thereof shall be exempt from tax in both the Contracting States;</p> <p>b) the Philippine tax on interest arising in the Philippines in respect of public issues of bonds, debentures or similar obligations and paid by a company which is a resident of the Philippines to a resident of Pakistan shall not exceed 10 per cent of the gross amount of the interest.</p> <p>-----</p>

				<p>a) the State Bank of Pakistan shall be exempt from Philippine tax with respect to interest from sources within the Philippines;</p> <p>b) the Central Bank of the Philippines shall be exempt from Pakistan tax with respect to interest from sources within Pakistan;</p> <p>c) the Government of a Contracting State shall be exempt from the tax of the other Contracting State with respect to interest on loans derived by that Government from sources within that other State; and</p> <p>d) any financial institution owned or controlled by the Government of a Contracting State shall be exempt from the tax of the other Contracting State with respect to interest on loans derived by that institution from sources within that other Contracting State.</p>
Poland	PL	10%		<p>interest arising in a Contracting State and paid to a resident of the other Contracting State shall be taxable only in that other State if the interest is paid in respect of</p> <p>(i) a bond, debenture or other similar obligation of the government of that State or a political subdivision or local authority thereof, or</p> <p>(ii) a loan or credit extended, guaranteed, insured or refinanced.</p> <p>(aa) in the case of the Philippines, the Central Bank of the Philippines,</p> <p>(bb) in the case of Poland, the Central Bank of Poland, and</p> <p>(cc) other lending institutions as maybe specified and agreed in letters of exchange between the competent authorities of the Contracting States.</p>
Qatar	QA	10%		<p>Interest arising in a Contracting State shall be exempt from tax in that State if the Beneficial Owner of the interest is:</p> <p>a) The other Contracting State itself or a political subdivision or a local authority of that State; and</p> <p>b) Any governmental owned and controlled institution of the other Contracting State created under the national legislation of that State.</p>

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Romania	RO	10% if such interest is paid, (i) in connection with the sale on credit of any industrial, commercial or scientific machine or equipment, or similar installation, or (ii) on any loan of whatever kind granted by a bank, or (iii) in respect of public issues of bonds, debentures or similar obligations.	15% in connection with the sale on credit of any means of transport and in all other cases	a) interest arising in a Contracting State and paid in respect of a bond, debenture or other similar obligation of the government of that Contracting State or of a political subdivision, a local authority, or a territorial administrative unit thereof shall, provided that the interest is beneficially owned by a resident of the other Contracting State, be taxable only in that State; b) interest arising in a Contracting State and paid to a resident of the other Contracting State shall be taxable only in that other Contracting State if it is paid in respect of a loan made, guaranteed or insured, or a credit extended, guaranteed or insured by a government instrumentality of the other Contracting State, as by the National Bank of Romania, in the case of Romania and by the Central Bank of the Philippines in the case of the Philippines, or by any other instrumentality as is specified and agreed in letters exchanged between the Competent Authorities of the Contracting States.
Russia	RU	15% if the recipient is the beneficial owner of the interest		Interest paid by a Contracting State to the government of the other State or a political subdivision or local authority thereof shall be taxable only in that other State.
Singapore	SG	15% if the recipient is the beneficial owner of the interest		a) interest arising in a Contracting State and paid to a resident of the other Contracting State shall be taxable only in that other Contracting State if it is paid in respect of a loan made, guaranteed or insured, or a credit extended, guaranteed or insured, by such institutions as are specified and agreed in letters exchanged between the competent authorities of the Contracting States; and b) the Philippine tax on interest arising in the Philippines in respect of public issues of bonds, debentures or similar obligations and paid by a company which is a resident of the Philippines to a resident of Singapore shall not exceed 10 per cent of the gross amount of the interest.
Spain	ES	10% if such interest is paid: (i) in connection with the sale on credit of any industrial, commercial or	15% in all other cases	a) Interest arising in a Contracting State and paid to a resident of the other Contracting State in respect of a bond, debenture or other similar obligation of the Government of the first-mentioned Contracting State or of a political subdivision or local authority thereof shall, provided that the interest is beneficially owned by a

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		scientific equipment, or (ii) in respect of issues of bonds, debentures or similar obligations offered to the general public.		resident of the other Contracting State, be taxable only in that other Contracting State; b) Interest arising in a Contracting State and paid to a resident of the other Contracting State shall be taxable only in that other Contracting State if it is paid in respect of a loan made, guaranteed or insured, or a credit extended, guaranteed or insured by: (i) in the case of Spain, the Bank of Spain and the Spanish official credit institutions, and (ii) in the case of the Philippines, the Central Bank of the Philippines or such lending institution as is specified and agreed in letters exchanged between the competent authorities of the Contracting States.
Sweden	SE	10% if the beneficial owner of the interest is a resident of the other Contracting State		Interest arising in a Contracting State and paid to a resident of the other Contracting State shall be taxable only in that other State, if the interest is paid in respect of: a) a bond, debenture or other similar obligation of the government of the first-mentioned Contracting State or a political subdivision or a local authority thereof; or b) a loan made, refinanced, guaranteed or insured, or a credit extended, refinanced, guaranteed or insured by (i) in the case of the Philippines, Bangko Sentral ng Pilipinas (BSP); (ii) in the case of Sweden, the Central Bank of Sweden, the Swedish International Development Cooperation Agency (SIDA), the Swedish Export Credit Corporation (SEK), the Swedish Export Credits Guarantee Board (Exportkreditnämnden) or any other institution of a public character with the objective to promote exports or development; (iii) other governmental agencies or lending institutions as may be specified and agreed in an exchange of notes between the competent authorities of the Contracting States.
Switzerland	CH	10% if the recipient is the beneficial owner of the interest		BUREAU OF INTERNAL REVENUE RECORDS MGT. DIVISION 11:24 A.M. MAR 28 2017 <i>shiga</i> RECEIVED

Thailand	TH	10% if the recipient is the beneficial owner of the interest and (i) it arises in Thailand and is received by Philippine financial institutions (including insurance companies) (ii) it arises in the Philippines in respect of public issues of bonds, debentures or similar obligations;	15% if it arises in the Philippines 25% if it arises in Thailand	Interest arising in a Contracting State and paid to the Government of the other Contracting State shall be exempt from tax in the first-mentioned Contracting State. the term "Government" - a) in the case of the Philippines, means: (i) the Government of the Republic of the Philippines; (ii) the Central Bank of the Philippines; (iii) the Development Bank of the Philippines; and (iv) such other institutions, the capital of which is wholly owned by the Government of the Republic of the Philippines or any local authorities, as may be agreed from time to time between the competent authorities of the two Contracting States;
Turkey	TR	10% if the beneficial owner of the interest is a resident of the other State		Interest arising in a Contracting State and received by the government of the other Contracting State including a political subdivision or a local authority thereof or the Central Bank of that other Contracting State shall be taxable only in that other Contracting State
United Arab Emirates	AE	10% if the beneficial owner of the interest is a resident of the other Contracting State		Interest as defined in paragraph 4 of this Article arising in a Contracting State shall be exempt from tax in that State if it is derived in respect of a loan made, guaranteed, or insured by the government of the other Contracting State or political subdivision or local authority or local governments, including financial institution wholly owned by that government, or any other instrumentality as is specified and agreed in letters exchanged between the competent authorities of the Contracting States.
United Kingdom of Great Britain and Northern Ireland	GB	10% if the interest is paid by a company in respect of the public issue of bonds, debentures or similar obligations.	15%	interest arising in a Contracting State shall be exempt from tax in that State if it is derived and beneficially owned by: a) the Government of the other Contracting State, a political subdivision or local authority thereof or an instrumentality of that other State; or b) a resident of the other Contracting State in respect of a loan made, guaranteed or insured by such instrumentality of that other State as is specified and agreed in

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				letters exchanged between the competent authorities of the Contracting States.
United States of America	US	10% with respect to public issues of bonded indebtedness	15%	<p>interest derived by -</p> <p>a) One of the Contracting States, or an instrumentality thereof (including the Central Bank of the Philippines, the Federal Reserve Banks of the United States, the Export-Import Bank of the United States, the Overseas Private Investment Corporation of the United States, and such other institutions of either Contracting State as the competent authorities of both Contracting States may determine by mutual agreement), or</p> <p>b) A resident of one of the Contracting States with respect to debt obligations guaranteed or insured by that Contracting State or an instrumentality thereof.</p> <p>Shall be exempt from tax by the other Contracting State.</p>
Vietnam	VN	15% if the recipient is the beneficial owner of the interest		Interest paid by a Contracting State to the government of the other State or political subdivision or local authority thereof shall be taxable only in that other State.

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Country	Country Code	Royalty Rates		
Australia	AU	15% where the royalties are paid by an enterprise registered with the Philippine Board of Investments and engaged in preferred areas of activities	25% in all other cases	
Austria	AT	10% if the royalties are paid by a company, which is a resident of the Philippines registered with the Board of Investments and engaged in preferred pioneer areas of investments under the investment incentives laws of the Philippines, to a resident of Austria, who is the beneficial owner of the royalties	15% if the recipient is the beneficial owner of the royalties	
Bahrain	BH	10% in all other cases provided that the recipient is the beneficial owner of the royalties	15% if the beneficial owner of the royalties is a resident of the other Contracting State and the royalties are arising from the use of, or the right to use, any copyright of literary, artistic or scientific work including cinematograph films or tapes for television or broadcasting	
Bangladesh	BD	15% if the beneficial owner of the royalties is a resident of the other Contracting State		
Belgium	BE	15% if the beneficial owner of the royalties is a resident of the other Contracting State		
Brazil	BR	15% shall only apply to royalties paid by an enterprise registered with the Philippine Board of Investment and engaged in preferred areas of activities.	25% in all other cases provided that the recipient is the beneficial owner of the royalties	
Canada	CA	25% in the Philippines	The lowest rate of Philippine tax that may be imposed on royalties of the same kind paid in similar circumstances to a resident of a third State.	
China	CN	10% if the recipient is the beneficial owner of the royalties and the royalties are arising from the use of, or the right to use, any patent, trade mark, design or model, plan, secret formula or process, or from the use of, or the right to use, industrial, commercial, or scientific equipment, or for information concerning industrial, commercial or scientific experience.	15% if the recipient is the beneficial owner of the royalties and the royalties are arising from the use of, or the right to use, any copyright of literary, artistic or scientific work including cinematograph films or tapes for television or broadcasting	

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Czech	CZ	10% if the beneficial owner of the royalties is a resident of the other Contracting State and the royalties are arising from the use of, or the right to use, any copyright of literary, artistic or scientific work, other than that mentioned in sub-paragraph (b), any patent, trade mark, design or model, plan, secret formula or process, or from the use of, or the right to use, industrial, commercial or scientific equipment, or for information concerning industrial, commercial or scientific experience	15% if the beneficial owner of the royalties is a resident of the other Contracting State and the royalties are arising from the use of, or the right to use, any copyright of cinematograph films, and films or tapes for television or radio broadcasting	
Denmark	DK	15% if the recipient is the beneficial owner of the royalties		
Finland	FI	15% where the royalties are paid by an enterprise registered with and engaged in preferred areas of activities, and also royalties in respect of cinematographic films or tapes for television or broadcasting, and royalties for the use of, or the right to use, any copyright of literary, artistic or scientific work	25% in all other cases	
France	FR	15% if the beneficial owner of the royalties is a resident of the other Contracting State		BUREAU OF INTERNAL REVENUE RECORDS MGT. DIVISION 11:34 A.M. MAR 28 2017 <i>chitega</i> RECEIVED
Germany	DE	10% if the beneficial owner of the royalties is a resident of the other Contracting State		
Hungary	HU	15% if the recipient is the beneficial owner of the royalties	The lowest rate of Philippine tax that may, under similar circumstances, be imposed on royalties derived by a resident of a third State.	
India	IN	15% if the recipient is the beneficial owner of the royalties and provided that such royalties are payable by an enterprise which is registered with the Board of Investment		
Indonesia	ID	15% where the royalties are paid by an enterprise registered with the Philippine Board of Investments, and engaged in preferred areas of activities as determined by the said Board	25% in all other cases	
Israel	IL	15% if the recipient is the beneficial owner of the royalties	The lowest rate of Philippine tax that may, under similar circumstances, be imposed on royalties derived by a resident of a third State.	
Italy	IT	15% if the recipient is the beneficial owner of the royalties and where the	25% in all other cases.	if the Philippines agrees to a lower

		royalties are paid by an enterprise registered with the Philippine Board of Investments and engaged in preferred areas of activities and also royalties in respect of cinematographic films or tapes for television or broadcasting		rate of tax on royalties of the same kind paid in similar circumstances to a resident of a third state, then this lower rate shall likewise be applied to residents of Italy
Japan	JP	10% in all other cases provided that the recipient is the beneficial owner of the royalties or if the royalties are paid by a company, which is a resident of the Philippines registered with the Board of Investments and engaged in preferred pioneer areas of investments under the investment incentives laws of the Philippines, to a resident of Japan, who is the beneficial owner of the royalties.	15% if the recipient is the beneficial owner of the royalties and the royalties are paid in respect of the use of or the right to use cinematograph films and films or tapes for radio or television broadcasting	
Korea	KR	10% if the royalties are paid by a company, which is a resident of the Philippines registered with the Board of Investments and engaged in preferred pioneer areas of investments under the investment incentives laws of the Philippines, to a resident of Korea, who is the beneficial owner of the royalties	15% if the recipient is the beneficial owner of the royalties	
Kuwait	KW	20% if the beneficial owner of the royalties is a resident of the other contracting state		
Malaysia	MY	15% if the recipient is the beneficial owner of the royalties and where the royalties are paid by a registered enterprise as well as royalties for the use of, or the right to use, cinematograph films, or tapes for radio or television broadcasting	25% in all other cases.	
Netherlands	NL	10% if the recipient is the beneficial owner of the royalties and where the royalties are paid by an enterprise registered, and engaged in preferred areas of activities in that State	15% in all other cases	
New Zealand	NZ	15% if the recipient is the beneficial owner of the royalties		
Nigeria	NG	20% if the recipient is the beneficial owner of the royalties		
Norway	NO	25% when the royalties are taxable in the other Contracting State and for amount paid for the use of, or the right to use, motion picture films, films or tapes for radio or television broadcasting;	7.5% when the royalties are taxable in the other Contracting State and paid for the use of or the right to use containers.	The lowest rate of the Philippine tax that may be imposed on royalties of the

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				same kind paid in similar circumstances to a resident of a third State.
Pakistan	PK	15% where the royalties are paid by an enterprise registered with, and engaged in preferred areas of activities in that Contracting State	25% in all other cases	
Poland	PL	15%		
Qatar	QA	15% if the beneficial owner of the royalties is a resident of the other contracting state		
Romania	RO	10% where the royalties are paid by an enterprise registered with the Board of Investments and engaged in preferred pioneer areas of activities.	15% in respect of cinematographic films and tapes for television of broadcasting.	25% in all other cases
Russia	RU	15%		
Singapore	SG	15% if the recipient is the beneficial owner of the royalties and where the royalties are paid by an enterprise registered with the Philippine Board of Investments and engaged in preferred areas of activities and also royalties in respect of cinematographic films or tapes for television or broadcasting	25% in all other cases	
Spain	ES	10% if the recipient is the beneficial owner of the royalties and where the royalties are paid by an enterprise registered with the Philippine Board of Investments and engaged in preferred areas of activities	15% in all other cases provided that the recipient is the beneficial owner of the royalties.	20% if the recipient is the beneficial owner of the royalties and in respect of cinematographic films or tapes for television or broadcasting
Sweden	SE	15% if the beneficial owner of the royalties is a resident of the other Contracting State		
Switzerland	CH	15%		
Thailand	TH	15% if the recipient is the beneficial owner of the royalties and if the royalties are paid: (i) by an enterprise registered with the Philippine Board of Investments and engaged in preferred areas of activities; or	25% in all other cases provided that the recipient is the beneficial owner of the royalties	

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		(ii) by an enterprise under the promotion of the Board of Investments of Thailand; or (iii) in respect of cinematographic films or tapes for television or broadcasting		
Turkey	TR	10% if the beneficial owner of the royalties is a resident of the other Contracting State and the royalties are arising royalties for the use of, or the right to use, cinematographic films, or films or tapes for television or radio broadcasting	15% royalties are arising from the use of, or the right to use, any copyright of literary, artistic or scientific work, any patent, trade mark, design or model, plan, secret formula or process, or from the use of, or the right to use, industrial, commercial or scientific equipment, or for information concerning industrial, commercial or scientific experience	
United Arab Emirates	AE	10% if the beneficial owner of the royalties is a resident of the other Contracting State		
United Kingdom of Great Britain and Northern Ireland	GB	15% where the royalties are paid: (i) by an enterprise registered with the Philippine Board of Investments and engaged in preferred areas of activity or (ii) in respect of cinematograph films or tapes for television or radio broadcasting.	25% in all other cases	
United States of America	US	15% where the royalties are paid by a corporation registered with the Philippine Board of Investments and engaged in preferred areas of activities	25% of the gross amount of royalties.	The lowest rate of Philippine tax that may be imposed on royalties of the same kind paid under similar circumstances to a resident of a third State.
Vietnam	VN	15% if the recipient is the beneficial owner of the royalties		

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CERTIFICATION

I, _____, of legal age, Filipino, with office address at _____, being the [position] of [name of custodian/security services firm], a corporation duly organized and existing under the laws of _____, with office address at _____, under oath, do hereby certify that:

The following is a list of the beneficial owners of the _____ shares of SEMIRARA MINING AND POWER CORPORATION (the "Company") held by [name of custodian/security services firm], in its capacity as agent/custodian, as of August 24, 2017, the record date for the dividends declared by the Company's Board of Directors on August 9, 2017:

Beneficial Owner (Corporations/ Individuals) And corresponding BP ID no/s.	Nationality and Residence	Number of shares owned	Gross Amount of dividends
TOTAL			P _____00

The Stockholder agrees to indemnify and hold the Company and its shareholders, directors, officers, employees, agents and assignees harmless from and against any and all claims, losses, expenses, taxes, penalties or fines incurred in relation to the filings or payments of, or failure to file or pay, any amounts to the Philippine BIR due to or on account of the dividends, on the basis of the Company's reliance upon the information found in this Schedule A.

[• name of custodian or broker] further agrees and acknowledges that it will be solely liable for, and will promptly pay when due, any taxes, fees, charges or other amounts (including interest and penalties) due to the BIR with respect to the dividends payable to its clients, as indicated in this Schedule A. For this purpose, [• name of custodian or broker] undertakes to pay to the Company, upon written notice, the amounts that the Company may be required to pay to the BIR for any shortfall in the amount of tax withheld and remitted. [• name of custodian or broker] accepts the continuity of this indemnity undertaking, which shall survive the transfer of shares.

The signatories of this instrument represent and warrant that they have the power, authority, and legal capacity to execute and perform the obligations under this instrument on behalf of [• name of custodian or broker] under the penalties of perjury.

IN WITNESS WHEREOF, this Certification has been signed this ___ day of ___ 2017 in Makati City, Philippines.

[Name]
[Position]

SUBSCRIBED AND SWORN to before me, a Notary Public for and in the City of _____, Philippines, this _____, by affiant who is personally known to me and whose identity I have confirmed through his/her Passport / Driver's License No. _____, issued in _____ on _____, bearing the affiant's photograph and signature.

Notary Public

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2017.



Republika ng Pilipinas
Kagawaran ng Pananalapi
Kawanihan ng Rentas Internas

Certificate of Residence (for Tax Treaty Relief) PART I

BIR Form No. _____

Version 22 July 2016

A. APPLICABLE TAX TREATY

1. Double Tax Convention/Agreement between the Philippines and _____ Art. _____, Par. _____
at a rate of _____%

B. INFORMATION OF INCOME RECIPIENT/BENEFICIAL OWNER (INDIVIDUAL)

2. Full Name: _____
3. Citizenship: _____ 4. Date of Birth (MM/DD/YYYY): _____
5. Foreign Registered Address: _____
6. Philippine Tax ID No. _____ 7. Foreign Tax ID No. _____
8. Do you have permanent residence in the Philippines? Yes No
9. Philippine registered address (if applicable) _____

C. INFORMATION OF INCOME RECIPIENT/BENEFICIAL OWNER (NON-INDIVIDUAL)

10. Registered Name: _____
11. Entity type: (Check one box only) Corporation Central Bank Government Trust
 Partnership International Organization Others specify: _____
12. Country of Incorporation: _____
13. Place (Country) of effective management: _____
14. Nature of Activities: _____
15. Foreign Registered Address: _____
16. Philippine Tax ID No. _____ 17. Foreign Tax ID No: _____
18. Do you have permanent establishment in the Philippines? Yes No
19. Philippine registered address (if applicable): _____

D. CERTIFICATION OF COMPETENT AUTHORITY OR AUTHORIZED TAX OFFICE OF COUNTRY OF RESIDENCE

(To be accomplished by the Competent Authority of Treaty Partner)

It is hereby confirmed and certified that the income recipient/beneficial owner mentioned in **B** or **C** of this form is a resident of (20) _____ within the meaning of the Double Taxation Agreement/Convention between the Philippines and that country.

(21) _____ (23) _____
Name and Signature of the Competent Authority or Authorized Representative with Seal _____
Address _____

Stamp of BIR receiving Office and Date of Receipt

(22) _____
Date (MM/DD/YYYY)

ITAD Filing Reference No.



Certificate of Residence (for Tax Treaty Relief) PART II

A. INFORMATION OF WITHHOLDING AGENT/INCOME PAYOR

1. Registered Name: _____
2. Registered Address: _____
3. Tax Identification No. _____ 4. Telephone No: _____
5. Email address of responsible person: _____

B. DETAILS OF WITHHOLDING OF TAX

6. Total withholding tax due under the Tax Code	7. Withholding tax due under applicable tax treaty	8. Amount withheld and paid	9. Date Paid

C. TYPE OF INCOME EARNED WITHIN THE PHILIPPINES IN RESPECT TO WHICH RELIEF IS CLAIMED (may use a separate paper for this part)

DIVIDENDS

10. Type of Shares	11. Date of Declaration of Dividends	12. Date of Payment	13. Number of shares	14. Percentage of Shares	15. Date of Acquisition	16. Amount of dividend in Pesos

INTEREST (17)

- Kind of Principal: Bonds and Debentures Sale on credit of any industrial, commercial or scientific equipment
 Loan Government made/guaranteed loan/secured loan
 Bank Deposits Others specify _____

In case of interest derived from Securities (bonds and debentures and other similar obligations)

18. Description	19. Quantity of Securities	20. Date of acquisition	21. Amount of Interest

In case of other interest

22. Date of Contract	23. Period of Contract	24. Amount of Principal	25. Amount of Interest

ROYALTIES

26. Description of Royalties	27. Date of Contract	28. Period of Contract	29. Amount of Royalties

D. DECLARATION OF INCOME RECIPIENT/BENEFICIAL OWNER

Under penalties of perjury, I (full name) (30) _____ declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. I further certify under penalties of perjury that:

I am or the company (underline) is the beneficial owner of the income for which the treaty benefits are being claimed. I or the company (underline) do not have any permanent establishment (PE) in the Philippines and if ever I have a PE, such income is not in any way attributable or connected to that PE.

Furthermore, I or the company (underline) authorize this form to be provided to the withholding agent stated under Part V that has control, receipt, or custody of the income of which I am or the company (underline) is the beneficial owner or any withholding agent that can disburse or make payments of the income of which I am or the company (underline) is the beneficial owner.

(31) _____
Signature over printed name
of Income Recipient/Beneficial Owner or
Individual Authorized to sign for the beneficial owner

(32) _____
Date (MM/DD/YYYY)

(33) _____
Capacity in which acting

E. DECLARATION OF WITHHOLDING AGENT/INCOME PAYOR

Under penalties of perjury, I/We hereby declare that I/we have withheld tax at the rate of (34) _____% based on the Double Taxation Agreement/Convention between the Philippines and (35) _____ for the (36) _____ (dividend, interest or royalty) income that we have paid to the beneficial owner.

(37) _____
Signature over printed name
of Withholding Agent/Income Payor or
Individual authorized to sign for the withholding agent

(38) _____
Date (MM/DD/YYYY)

(39) _____
Capacity in which acting

Stamp of BIR receiving Office and Date of Receipt
ITAD Filing Reference No.

Schedule 2
Indemnity – tax sparing

(Date)

SEMIRARA MINING AND POWER CORPORATION
2/F DMCI Plaza, 2281 Don Chino Roces Avenue Ext.
1231 Makati City, Philippines

Attention: Mr. Victor A. Consunji
President

Re: Indemnity Undertaking

Gentlemen:

This refers to the cash dividends due from SEMIRARA MINING AND POWER CORPORATION (the “**Company**”) to _____, a corporation organized and existing under the laws of _____ and with principal place of business at _____ (the “**Stockholder**”) in the amount of _____ (Php ___) pursuant to the declaration of the Board of Directors of the Company in its meeting held on August 9, 2017 (the “**Dividends**”).

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

In this connection, it hereby represents and warrants:

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

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

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

RMC 80-91 may only be provided after the payment of the Dividends and the filing of its own income tax return in its country of residence. It is only upon presentation of those documents to the Bureau of Internal Revenue ("BIR") that its entitlement to the tax sparing rate may be determined.

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

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

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

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

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

(Name and signature of Stockholder or
authorized representative)

Agreed and accepted on _____, 2017 by:

SEMIRARA MINING AND POWER CORPORATION

By:

Victor A. Consunji
President

(NOTARIAL ACKNOWLEDGMENT & CONSULARIZATION)

Schedule 3
Indemnity – tax exemption

(Date)

SEMIRARA MINING AND POWER CORPORATION
2/F DMCI Plaza, 2281 Don Chino Roces Avenue Ext.
1231 Makati City, Philippines

Attention: Victor A. Consunji
President

Re: Indemnity Undertaking

Gentlemen:

This refers to the cash dividends due from SEMIRARA MINING AND POWER CORPORATION (the "Company") to _____, with principal place of business at _____ (the "Stockholder"), in the amount of _____ (Php___) pursuant to the declaration of the Board of Directors of the Company in its meeting held on August 9, 2017 (the "Dividends").

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

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

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

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

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

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

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

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

Based on the foregoing, the undersigned hereby requests the Company not to withhold taxes on the dividends to be distributed to the Stockholder. The Stockholder accepts the continuity of this indemnity undertaking which shall survive a transfer of shares.

(Name and signature of Stockholder or
authorized representative)

Agreed and accepted on _____, 2017 by:

SEMIRARA MINING AND POWER CORPORATION

By:

Victor A. Consunji
President

(NOTARIAL ACKNOWLEDGMENT & CONSULARIZATION)