



**IN 4 COPIES:**  
 WHITE - Applicant  
 PINK - Issuer/ Registrar  
 YELLOW - Underwriters/PSE Trading Participant  
 BLUE - Acknowledgment Copy

**Application to Subscribe/Purchase  
 Primary Offering of Ordinary Shares with Par Value of \$0.01 per Ordinary Share  
 at the Offer Price of ₱17.00 per Ordinary Share**

This Application Form (the "Application"), to be completed in **four (4) copies**, together with a duly executed signature card, the appropriate check payment, and all required attachments must be received by the Sole Underwriter or Selling Agents not later than 12:00 p.m., Manila Time, on October 22, 2014.

Applications received thereafter or without the attachments specified below will be rejected. This Application is irrevocable and once received, may not be withdrawn by the Applicant. Del Monte Pacific Limited, (the "Company" or "DMPL"), by itself or through the BDO Unibank, Inc. – Trust and Investment Group (the "Registrar"), in conformity with BPI Capital Corporation (the "Sole Underwriter"), reserves the right to accept or reject, in whole or in part, this Application. Applications improperly or incompletely accomplished may be rejected. In case of over-subscription, the Company, by itself or through the Registrar in conformity with the Sole Underwriter, reserves the right to allocate the Offer Shares available to Applicants in the manner they deem appropriate.

An Application, once accepted and approved by the Company, through the Registrar in conformity with the Sole Underwriter, shall constitute a purchase agreement between the Company and the Applicant for the purchase of the Offer Shares in the number approved by the Company at the time, in the manner, and subject to (a) the conditions set forth herein; (b) receipt by the Company of the appropriate funds from the Applicant; (c) the successful listing of the Offer Shares on the Philippine Stock Exchange, Inc. ("PSE"); and (d) upon the underwriting and purchase obligations of the Sole Underwriter becoming unconditional and not being suspended, terminated or cancelled, on or before such listing.

Capitalized terms used herein shall have the meaning ascribed to them in the final Prospectus dated October 14, 2014 (the "Prospectus") filed by the Company with the PSE and uploaded on the PSE's website, and the Company's website, www.delmontepacific.com, as may be amended or supplemented.

**APPLICATION**

I/We apply to subscribe/purchase DEL MONTE PACIFIC LIMITED Offer Shares under the terms and conditions stated herein and in the Prospectus for the Offer, as follows:

NUMBER OF OFFER SHARES	OFFER PRICE PER OFFER SHARE (IN PESOS)	TOTAL OFFER PRICE (IN PESOS)
	₱ 17.00	₱

Applications must be for a minimum of 100 Offer Shares, and thereafter, in multiples of 100 Offer Shares.

**PDTC LODGEMENT**

All Offer Shares shall be lodged with the Philippine Depository and Trust Corp. ("PDTC"). The Applicant must provide the information required for PDTC-lodged shares. The Offer Shares will be lodged by the Company with the PDTC on the Listing Date.

THE APPLICANT IS REQUIRED TO FILL OUT THE INFORMATION BELOW. THE APPLICANT'S FAILURE TO DO SO OR THE PROVISION OF INCOMPLETE OR FALSE INFORMATION AS REQUIRED HEREIN, MAY LEAD TO THE REJECTION OF THIS APPLICATION. THE COMPANY RESERVES THE RIGHT TO REJECT OR SCALE-DOWN SUCH APPLICATION.

Information required for PDTC-lodged Offer Shares (to be completed with the assistance of the PDTC Participant appointed by the Applicant)	We confirm that we are a PDTC Participant and that the Applicant named in this Application is our <i>bona fide</i> client and we have done the necessary know-your-customer procedures to verify the identity of our client.
_____ PDTC Participant Firm      PDTC Participant Code      PDTC Sub-Account Code	_____ Authorized Signature(s) and Stamp of PDTC Participant

**PAYMENT**

The Offer Shares must be paid for through either by (a) cashier's/manager's check issued by an authorized bank or (b) corporate check or personal check drawn against an account with a BSP authorized bank at any of its branches located in Metro Manila. Checks should be dated as of the date of submission of the Application, made payable to "Del Monte Pacific Limited", and crossed "Payee's Account Only".

TYPE OF CHECK	DRAWEE BANK/BRANCH	CHECK NO.	AMOUNT
<input type="checkbox"/> Personal <input type="checkbox"/> Corporate <input type="checkbox"/> Manager's/Cashier's			

**REPRESENTATIONS, WARRANTIES AND AUTHORIZATION**

I/We represent and warrant that all information contained herein and the attached documents are true and correct, and understand that the Company and the Sole Underwriter may rely upon the representation and warranties I/we have made in this Application. I/We warrant having read and understood and relied solely upon the Prospectus in deciding to submit this Application and in acquiring and investing in the Offer Shares applied for. I/We warrant that I/we have read and understood, and unconditionally accept, the terms and conditions set forth in this Application. I/We understand that no person has been authorized to give information or to make any representation with respect to the Offer Shares other than those specified in the Prospectus. I/We hereby instruct and authorize the Company and/or the Sole Underwriter to execute any application form or other documents and generally to do all such other things as the Company or the Sole Underwriter may consider necessary or desirable to effect the registration in my/our name of the Offer Shares applied for, or any lesser number in respect of which an Application may be accepted, in the Stock and Transfer Book of the Company. I/We undertake to sign all documents and to do all other acts necessary to enable me/us to be registered as the owner of the Offer Shares applied for or any lesser number in respect of which the Application may be accepted, subject to the Memorandum of Association and Articles of Association of the Company, and the laws of the Republic of the Philippines.

NAME OF APPLICANT (IN PRINT)	SIGNATURE OF APPLICANT		DATE
ADDRESS	NATIONALITY	TELEPHONE NUMBER/S	TAX IDENTIFICATION NUMBER

**ACKNOWLEDGMENT**

(Applicants should not fill in this section)

To be completed by the Trading Participant/ Sole Underwriter	To be completed by the Registrar for and on behalf of the Company
Application received:	Application accepted and approved by:
By: _____ Date/Time: _____ Name of Trading Participant/ Sole Underwriter and Authorized Signatory	Total Number of Offer Shares Accepted: _____ By: _____ Date: _____

## REQUIRED ATTACHMENTS TO THIS APPLICATION

### For Individual Applicants:

- Two (2) duly executed signature card in the form attached to this Application; and,
- Photocopy of 2 valid and current government-issued IDs (e.g., SSS, GSIS, Driver's License, Passport or PRC).

### For Corporate Applicants

- A certified true copy of the latest Articles of Incorporation and By-laws of the Applicant, duly certified by its Corporate Secretary;
- A certified true copy of the SEC Certificate of Registration of the Applicant, duly certified by its Corporate Secretary; and
- A duly notarized certificate of the Applicant's Corporate Secretary that sets out (a) the resolutions of the Applicant's Board of Directors or equivalent body authorizing the purchase of the Offer Shares subject of the Application and designating signatories for the purpose; (b) two (2) duly executed the specimen signature card of such designated signatories; and (c) percentage holdings by Philippine nationals in the Applicant.

For foreign corporate and institutional Applicants, in addition to the foregoing documents, a certification, in quadruplicate, representing and warranting that their investing in the Offer Shares subject of the Application will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase and hold the Offer Shares.

## TERMS AND CONDITIONS OF THE SALE/PURCHASE OF OFFER SHARES IN DEL MONTE PACIFIC LIMITED ("DMPL")

The information supplied below are merely excerpts taken from the final Prospectus filed by the Company with the PSE on October 14, 2014 and uploaded on the PSE website, and the Company's website, [www.delmontepacific.com](http://www.delmontepacific.com), as amended or supplemented. For a complete description of the Terms of the Offer, the Applicant is advised to refer to the Prospectus.

1. **The Offer**– The Company, through the Sole Underwriter, is offering up to 5,500,000 Ordinary Shares with a par value \$0.01 per Share.
2. **Eligible Investor** – The Offer Shares may be purchased by any natural person of legal age residing in the Philippines, regardless of nationality, or any corporation, association, partnership, trust account, fund or entity residing in and organized under the laws of the Philippines and/or licensed to do business in the Philippines, regardless of nationality, subject to the Company's right to reject an application or reduce the number of Offer Shares applied for subscription or purchase if the same will cause the Company to be in breach of the Philippine ownership requirements under relevant Philippine laws.
3. **Offer Price** – The Offer Price is ₱17.00 per Offer Share.
4. **Minimum Subscription** - Each Application must be for a minimum of **100** Offer Shares, and thereafter, in multiples of **100** Offer Shares. The Company may choose to reject or adjust Applications for shares that do not conform to the required multiple.
5. **Offer Period** – The Offer Period commences at 9:00 a.m., Manila Time, October 16, 2014 and closes at 12:00 p.m., Manila time, October 22, 2014. The Company and the Sole Underwriter reserve the right to extend or terminate the Offer Period with the approval of the PSE.
6. **Application and Acceptance** – Applications and signature cards may be obtained from any of the Sole Underwriter or Selling Agents. A duly and fully accomplished Application in four (4) copies together with two (2) duly executed signature card, the appropriate check payment, and required documents must be received by the Sole Underwriter or Selling Agents on or before close of the Offer Period. **Multiple applications by Local Small Investors will not be allowed.**

The Company, by itself or through the Sole Underwriter, reserves the right to reject any Application or scale down or re-allocate any of the Offer Shares applied for. An Application, once expressly accepted by the Company, through the Sole Underwriter, shall constitute a purchase agreement between the Company and the Applicant for the subscription to/purchase of the Offer Shares in the number approved by the Company at the time, in the manner, and subject to (a) the conditions set forth herein; (b) the Company's receipt of the appropriate funds from the Applicant; and (c) the successful listing of the Shares on the PSE.

7. **Payment** – The purchase price for the Offer Shares must be paid for in full in Pesos upon submission of the duly completed and signed Application and signature card together with the requisite attachment. Payment must be made either by (a) cashier's/manager's check issued by an authorized bank, or (b) corporate check or personal check drawn against an account with a BSP authorized bank at any of its branches located in Metro Manila. All checks should be made payable to "Del Monte Pacific Limited" crossed "Payee's Account Only", and dated the same date as the application. The applications and the related payments will be received at any of the offices of the Sole Underwriter, the receiving agent, or the selling agents.
8. **Issuance and Transfer Taxes** -- All taxes applicable to the issuance of the Offer Shares by the Company pursuant to the Offer shall be for the sole account of the Company.
9. **Refunds** – In the event that the amount of Offer Shares to be received by an Applicant, as confirmed by the Sole Underwriter, is less than the number covered by its Application, or if an Application is rejected by the Company, then the Sole Underwriter shall refund, without interest, within five (5) Banking Days from the end of the Offer Period, all or a portion of the payment corresponding to the amount of Offer Shares wholly or partially rejected. All refunds shall be made through the receiving agent with whom the Applicant has filed the Application, at the Applicant's risk.
10. **PDTC Lodgment** – The Offer Shares are required to be lodged with the Philippine Depository and Trust Corp. ("PDTC"). The Applicant must provide the required information in for the PDTC lodgment of the Offer Shares. The Offer Shares will be lodged with the PDTC at least two (2) days prior to the Listing Date. The applicant may request to receive share certificates evidencing such applicant's investment in the Offer Shares through his/her broker after the Listing Date. Any expense to be incurred by such issuance of certificates shall be borne by the applicant.
11. **Issuance and Delivery of Stock Certificates** – The Applicant may request for the uplifting of their shares and to receive stock certificates evidencing their investment in the Offer Shares through his/her broker on or after the Listing Date. The Applicant shall bear any expense to be incurred by such uplifting.
12. **Registration of Foreign Investments** – The BSP requires that investments in shares of stock funded by inward remittance of foreign currency be registered with the BSP if the foreign exchange needed to service capital repatriation or dividend remittance will be sourced from the Philippine banking system. The registration with the BSP of all foreign investments in the Offer Shares shall be the responsibility of the foreign investor.
13. **Representation and Warranty of Foreign Investors** – Applicants who are not Philippine citizens or which are corporations, associations or partnerships that are not Philippine nationals hereby represent and warrant to the Company and to the Sole Underwriter that their application to purchase, and investment in the, Offer Shares will not violate the rules of their respective jurisdictions, and that acquiring and investing in the Offer Shares are permitted in such jurisdictions.
14. **Restriction on Issuance and Disposal of Shares** – Existing shareholders who own an equivalent of at least 10% of the issued and outstanding Ordinary Shares of the Company after the Offer are required under the revised listing rules of the PSE applicable to companies applying for listing on the PSE Main Board, not to sell, assign or otherwise dispose of their Ordinary Shares for a period of:
  - i. One hundred eighty (180) days after the listing of said shares if the Company meets the track record requirements under the revised listing rules of the PSE; or
  - ii. Three hundred sixty-five (365) days after listing of said shares if the Applicant Company is exempt from the track record and operating history requirements of the revised listing rules of the PSE.

If there is any issuance or transfer of shares or instruments which lead to issuance of shares (i.e., private placement, asset for shares swap or a similar transaction) or instruments which lead to the issuance of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within one hundred eighty (180) days prior to the start of the offering period, or prior to listing date in case of companies listing by way of introduction, and the transaction price is lower than that of the offer price in the Initial Public Offering, or listing by way of introduction, all shares availed of shall be subject to a lock-up period of at least three hundred sixty-five (365) days from full payment of the aforesaid shares.

Except for the issuance of the Offer Shares pursuant to the Offer of Ordinary Shares for distribution by way of stock dividends and certain option grants and issuances under employee incentive schemes, the PSE will require the Company, as a condition to the listing of the Ordinary Shares, not to issue new shares in capital or grant any rights to or issue any securities convertible into or exchangeable for, or otherwise carrying rights to acquire or subscribe to, any shares in its capital or enter into any arrangement or agreement whereby any new shares or any such securities may be issued for a period of 180 days after the Listing Date.

15. **Timetable**

- Start of Offer Period:..... 9:00 a.m., Manila time, October 16, 2014
- Deadline for Submission of Application and end of Offer Period:.....12:00 p.m., Manila time, October 22, 2014
- Listing Date and Commencement of Trading of the Ordinary Shares on the PSE..... 9:30 a.m., Manila time, October 30, 2014

16. **Local Small Investors**

The Company plans to make available up to 20% of the Offer Shares or 1,100,000 Offer Shares for distribution to the Trading Participants of the PSE and up to 10% of the Offer Shares or 550,000 Offer Shares for distribution to the Local Small Investors. The term "Local Small Investors" is defined as a subscriber or purchaser who is willing to subscribe up to a maximum value of ₱25,000 of the Offer Shares under the LSI program. Should the total demand for the Offer Shares in the LSI program exceed the maximum allocation, the Sole Underwriter shall allocate the Offer Shares by balloting.

An interested Local Small Investor may secure the Application and signature card from the Sole Underwriter and submit in person 4 copies of the Application (1 original and 3 copies), 2 duly executed signature cards and photocopy of 2 valid and current government-issued IDs (e.g., SSS, GSIS, Driver's License, Passport or PRC). The Local Small Investor should submit the required documents and payment to the Sole Underwriter on or before the close of the Offer.