

FINAL OFFER TERMS SHEET

Issuer	Converge Information and Communications Technology Solutions, Inc.
Selling Shareholders	Comclark Network and Technology Corporation and Coherent Cloud Investments B.V.
Joint Global Coordinators and Joint Bookrunners	Morgan Stanley Asia (Singapore) Pte. and UBS AG Singapore Branch
Sole Local Coordinator, Joint Local Underwriter and Joint Bookrunner	BPI Capital Corporation
Joint Local Underwriter and Joint Bookrunner	BDO Capital & Investment Corporation
International Joint Bookrunners	Credit Suisse (Singapore) Limited and Merrill Lynch (Singapore) Pte. Ltd.
Local Participating Underwriters	Asia United Bank Corporation, First Metro Investment Corporation, Maybank ATR Kim Eng Capital Partners, Inc., PNB Capital and Investment Corporation and RCBC Capital Corporation
Local Selling Agents	China Bank Capital Corporation and SB Capital Investment Corporation
Cornerstone Investors	Genesis Investment Management, LLP, Ghisallo Master Fund LP, Macquarie Funds Management Hong Kong Limited (acting on behalf of certain investment funds), Magna New Frontiers Fund, Oaks Emerging and Frontier Opportunities Fund, OMERS Administration Corporation, Segantii Asia-Pacific Equity Multi-Strategy Fund and Thornburg Investment Management, Inc. (acting on behalf of certain investment companies and funds)
Selling Agents	PSE Trading Participants
The Offer	Offer of 1,505,273,510 Firm Shares, consisting of 480,839,941 Primary Shares to be offered and issued by the Company and 1,024,433,569 Secondary Shares offered by the Selling Shareholders, together with an offer of up to 225,791,026 Option Shares by the Selling Shareholders pursuant to the Overallotment Option (as described below).
Institutional Offer	1,053,691,310 Firm Shares (about 70% of the Firm Shares) are being offered for sale: (i) outside the United States by the International Bookrunners in offshore transactions in reliance on Regulation S of the U.S. Securities Act, (ii) within the United States through the International Bookrunners' U.S. registered broker-dealer affiliates to QIBs in reliance on Rule 144A under the U.S. Securities Act, and (iii) to certain qualified buyers and other investors in the Philippines, by the

Joint Local Underwriters and Joint Bookrunners. The Option Shares will form part of the Institutional Offer.

The Institutional Offer includes the Cornerstone Shares allocated to Cornerstone Investors. At the Offer Price of ₱16.80, the Cornerstone Shares represent 37.6% of the Offer Shares (assuming full exercise of the Overallotment Option) and 43.2% of the Offer Shares (assuming the Overallotment Option is not exercised). See “*Plan of Distribution—Institutional Offer—Cornerstone Investment Agreements*” on page 271 of the Prospectus.

The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment as agreed between our Company, the Selling Shareholders, the International Bookrunners and the Joint Local Underwriters and Joint Bookrunners, as well as oversubscription or undersubscription of either or both the Trading Participants and Retail Offer and the Institutional Offer. See “—*Reallocation*” below.

Trading Participants and Retail Offer 451,582,200 Firm Shares (about 30% of the Firm Shares) (the “**Trading Participants and Retail Offer Shares**”)

301,054,800 Trading Participants and Retail Offer Shares (about 20% of the Firm Shares) are being allocated to all of the PSE Trading Participants at the Offer Price and 150,527,400 Trading Participants and Retail Offer Shares (about 10% of the Firm Shares) are being allocated at the Offer Price to local small investors (“**LSIs**”).

Each PSE Trading Participant shall initially be allocated 2,351,900 Firm Shares. Based on the initial allocation for each PSE Trading Participant, there will be a total of 11,600 residual Firm Shares to be allocated as may be determined by the Joint Local Underwriters and Joint Bookrunners.

Each LSI applicant may subscribe up to a minimum of 500 Firm Shares at the Offer Price. The Joint Local Underwriters and Joint Bookrunners shall purchase the Trading Participants and Retail Offer Shares not reallocated to the Institutional Offer or otherwise not taken up by the PSE Trading Participants or clients of the Joint Local Underwriters and Joint Bookrunners or the general public in the Philippines pursuant to the terms and conditions of the Domestic Underwriting Agreement.

The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment as agreed between our Company, the Selling Shareholders, the International Bookrunners and the Joint Local Underwriters and Joint Bookrunners, as well as oversubscription or undersubscription of either or both the Trading Participants and Retail Offer and the Institutional Offer. See “—*Reallocation*” below.

Offer Price..... ₱16.80 per Offer Share

Overallotment Option	Subject to the approval of the Philippine SEC, the Selling Shareholders have granted the Stabilizing Agent, UBS AG Singapore Branch and its relevant affiliates, an option, exercisable in whole or in part, to purchase up to 225,791,026 Option Shares at the Offer Price, on the same terms and conditions as the Offer Shares as set out in the Prospectus and effect price stabilization transactions. The Overallotment Option is exercisable from time to time for a period which shall not exceed 30 calendar days from and including the Listing Date. See “ <i>Plan of Distribution—The Overallotment Option</i> ” on page 272 of the Prospectus.
Use of Proceeds	We intend to use our net proceeds from the Offer primarily for capital expenditure requirements to accelerate our nationwide fiber network rollout and other general corporate purposes. See “ <i>Use of Proceeds</i> ” on page 66 of the Prospectus.
Minimum Subscription and Board Lot	Each application must be for a minimum of 500 Common Shares, and thereafter, in multiples of 100 Shares (the “ Board Lot ”). Applications for multiples of any other number of Shares may be rejected or adjusted to conform to the required multiple, at our discretion.
Reallocation	The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment as agreed between us, the Selling Shareholders, the International Bookrunners and the Joint Local Underwriters and Joint Bookrunners. In the event of an under-application in the Institutional Offer and a corresponding over-application in the Trading Participants and Retail Offer, Firm Shares in the Institutional Offer may be reallocated to the Trading Participants and Retail Offer. If there is an under-application in the Trading Participants and Retail Offer and if there is a corresponding over-application in the Institutional Offer, Firm Shares in the Trading Participants and Retail Offer may be reallocated to the Institutional Offer. The reallocation shall not apply in the event of over-application or under-application in both the Trading Participants and Retail Offer, on the one hand, and the Institutional Offer, on the other hand.
Lock-up	Under the PSE Consolidated Listing and Disclosure Rules, existing shareholders who own an equivalent of at least 10% of the issued and outstanding Common Shares as of the Listing Date cannot sell, assign or in any manner dispose of their Shares for a minimum period of 180 days after the Listing Date. Thus, the following shall be subject to such lock-up period:

<u>Shareholder</u>	<u>No. of Shares Subject to 180-day Lock-up Period</u>
Comclark Network and Technology Corp.	4,760,299,018*

**Assuming the Overallotment Option is fully exercised or 4,803,589,103 common shares if the Overallotment Option is not exercised*

In addition, if there is any issuance or transfer of Common Shares (i.e., private placements, asset for shares swap or a similar transaction) or instruments which lead to issuance of Common Shares (i.e., convertible bonds, warrants or a similar instrument) completed and fully paid for within 180 days prior to the start of the Offer, and the transaction price is lower than that of the Offer Price in the initial public offering, all such Shares issued or transferred shall be subject to a lock-up period of at least 365 days from full payment of such Shares.

The following are covered by the 365-day lock-up requirement:

<u>Shareholder</u>	<u>No. of Shares Subject to 365- day Lock-up Period</u>
Coherent Cloud Investments B.V.	1,034,930,900*
Jose Pamintuan de Jesus	1
Amando M. Tetangco, Jr.	1
Roman Felipe S. Reyes	1
Francisco Ed. Lim	1
Saurabh N. Agarwal	1

**Assuming the Overallotment Option is fully exercised or 1,217,431,841 Common Shares if the Overallotment Option is not exercised*

Note:

In connection with the Offer, Coherent Cloud exercised its conversion right to convert all Preferred Shares held in its name to Common Shares on the Pricing Date. In a letter dated September 28, 2020, the PSE confirmed that the resulting Common Shares forming part of the Offer would not be subject any regulatory lock-up, provided that any such Common Shares remaining after the Offer would be subject to the regulatory lock-up.

To implement the lock-up requirement, we and the foregoing shareholders shall enter into an escrow agreement with the Philippine National Bank (“PNB”).

See “Principal and Selling Shareholders—PSE Lock-up Requirement” on page 239 of the Prospectus and “Plan of Distribution—Lock-Up” on page 273 of the Prospectus.

Listing and Trading

We have filed an application with the Philippine SEC for the registration, and an application with the PSE for the listing, of the Offer Shares and all our issued and outstanding Common Shares. The Philippine SEC is expected to issue the Order of Effectivity and Permit to Sell on or about October 9, 2020 and the PSE approved the listing application on September 30, 2020, subject to compliance with certain listing conditions.

All of the Offer Shares in issue or to be issued are expected to be listed on the Main Board of the PSE under the symbol “CNVRG”. See “*Description of the Shares*” on page 246 of the Prospectus.

All of the Offer Shares are expected to be listed on the PSE on or about October 26, 2020. Trading of the Offer Shares that are not subject to lock-up is expected to commence on or about October 26, 2020.

Dividends and Dividend Policy

We are authorized to declare dividends. A cash dividend declaration requires approval from the Board. A stock dividend declaration requires the further approval of shareholders representing not less than two-thirds of our outstanding capital stock. Dividends may be declared only from available unrestricted retained earnings.

We do not intend to make any dividend payments in the short to medium term, as we currently intend to retain all future earnings to finance the expansion of our business, which may require undertaking major projects and developments requiring substantial cash expenditures. Our Board, may, at any time, modify such dividend policy depending upon the results of operations and future projects and plans and other considerations.

See “*Dividends and Dividend Policy*” on page 70 of the Prospectus.

Restrictions on Ownership

The Offer Shares will be in scripless form and may be purchased and owned by any person or entity regardless of citizenship or nationality, subject to the nationality limits under Philippine law. The Philippine Constitution and related statutes set forth restrictions on foreign ownership for companies engaged in certain activities. We operate as a public utility and also own certain real estate in the Philippines. As such, foreign equity in our Company cannot exceed 40.0% of our total outstanding capital stock. For more information relating to restrictions on the ownership of the Common Shares, please see “*Description of the Shares*” and “*Regulatory and Environmental Matters—Foreign Investment Laws and Restrictions.*”

Transfer Restrictions

The Institutional Offer Shares are being offered for sale: (i) outside the United States by the International Bookrunners in offshore transactions in reliance on Regulation S of the U.S. Securities Act, (ii) within the United States through the International Bookrunners’ U.S. registered broker-dealer affiliates to QIBs in reliance on Rule 144A under the U.S. Securities Act, and (iii) to certain qualified buyers and other investors in the Philippines, by the Joint Local Underwriters and Joint Bookrunners. The Offer Shares have not been and will not be registered under the U.S. Securities Act. The Offer Shares may be subject to certain transfer restrictions as

described herein. See “*Plan of Distribution—The Institutional Offer.*”

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 only 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. See “*Regulatory and Environmental Matters—Foreign Investment Laws and Regulations relating to Restrictions on Foreign Equity—Registration of Foreign Investments and Exchange Controls*” on page 226 of the Prospectus.

Restriction on Issuance and Disposal of Shares

See “*Lock-up*” above.

Tax Considerations

The tax treatment of a prospective investor may vary depending on such investor’s particular situation and certain investors may be subject to special rules, which may or may not be discussed in the Prospectus. See “*Philippine Taxation*” on page 259 for further information on the Philippine tax consequences of the purchase, ownership and disposal of the Offer Shares.

Procedure for Application for the Offer...

Application forms and specimen signature cards (the “**Application**”) may be obtained from any of the Joint Local Underwriters and Joint Bookrunners and the participating Trading Participants, and shall be made available for download on the Company website.

Applicants shall complete the application form, indicating all pertinent information such as the applicant’s name, address, taxpayer’s identification number, citizenship, and all other information as may be required in the application form. Applicants shall undertake to sign all documents and to do all necessary acts to enable them to be registered as holders of the Offer Shares. Failure to complete the application form may result in the rejection of the Application.

All Applications shall be evidenced by the application to purchase form, in quadruplicate, duly executed by the applicants themselves or by the authorized signatory(ies) of the applicant (in the case of an applicant that is not a natural person), and accompanied by two completed specimen signature cards, which for applicants other than a natural person, should be authenticated by the corporate secretary (or its equivalent), and the corresponding payment for the Offer Shares covered by the Application and all other required documents.

If the applicant is an individual person, the Application must be accompanied by the following documents:

- Two (2) duly executed specimen signature cards, duly authenticated by the Applicant's nominated PDTC Participant (as defined below) or the Joint Global Coordinators and Joint Bookrunners, the Joint Local Underwriters and Joint Bookrunners, and the Local Participating Underwriters and Local Selling Agents (if the Applicant is a client of the Joint Global Coordinators and Joint Bookrunners, the Joint Local Underwriters and Joint Bookrunners, and the Local Participating Underwriters and Local Selling Agents);
- Photocopy of two (2) valid and current government-issued IDs (e.g., SSS, GSIS, Driver's License, Passport or PRC) (Note: For joint applications (i.e. multiple Applicants in one Application), two (2) valid and current government-issued IDs of each applicant/investor will be required).
- Such other documents as may be reasonably required by the Joint Local Underwriters and Joint Bookrunners in compliance with their respective internal policies regarding "knowing your customer" and anti-money laundering.

If the applicant is a corporation, partnership, trust account, or any other legal person, the Application must be accompanied by the following documents:

- Two (2) duly executed specimen signature cards of the authorized signatory(ies), duly authenticated by the Applicant's corporate secretary (or the equivalent corporate officer);
- a certified true copy of the applicant's latest articles of incorporation and by-laws (or the equivalent documents) and other constitutive documents (each as amended to date) duly certified by its corporate secretary (or the equivalent corporate officer authorized to provide such certification);
- a certified true copy of the applicant's certificate of registration issued by the relevant regulating body of the applicant's country of incorporation or organization duly certified by its corporate secretary (or the equivalent corporate officer authorized to provide such certification);
- a duly notarized corporate secretary's certificate (or the equivalent document) setting forth the resolutions of the applicant's board of directors or equivalent body, namely: (i) authorizing the purchase of the Offer Shares indicated in the application, (ii) identifying the list of designated signatory(ies) authorized for the purpose mentioned in (i), including each signatory's specimen signature, and (iii) certifying the percentage of the

applicant's capital or capital stock held by Philippine nationals;

- a photocopy of two (2) valid and current government-issued IDs (e.g. SSS, GSIS, Driver's License, Passport or PRC ID) of (a) the authorized signatory/ies, duly certified as a true copy by the Corporate Secretary and (b) the Corporate Secretary, duly certified as true copy by an authorized officer of the corporation; and
- such other documents as may be reasonably required by the Joint Local Underwriters and Joint Bookrunners in compliance with its internal policies regarding "knowing your customer" and anti-money laundering.

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.

Applications may be rejected if (i) the subscription price is unpaid; (ii) payments are insufficient or where checks, as applicable, are dishonored upon first presentment; (iii) the Applications are not received by the Receiving Agent or any of the Local Underwriters or the Local Selling Agents on or before the end of the Offer Period; (iv) the number of Offer Shares subscribed is less than the minimum amount of subscription; (v) the Applications do not comply with the terms of the Offer; or (vi) the Applications do not have sufficient information as required in the Application to Purchase or are not supported by the required documents.

Payment Terms for the Offer

The purchase price must be paid in full in Philippine Pesos upon the submission of the duly completed and signed application form and specimen signature card together with the requisite attachments.

For the Institutional Offer, payment for the Offer Shares shall be made either by: (i) a personal or corporate check drawn against an account with a BSP authorized bank having a clearing period of no more than one business day, (ii) a manager's or cashier's check issued by a BSP authorized bank having a clearing period of no more than 1 business day; or (iii) a direct remittance via Real Time Gross Settlement ("RTGS") or any other remittance services, or an intrabank fund transfer.

For the Trading Participants Offer, payment for the Offer Shares shall be made through over-the-counter cash or check deposit payment in any PNB branches *via* the PNB Bills Payment Facility under the account "**CNVRG IPO**".

For the Retail Offer, payment for the Offer Shares shall be made either by: (i) over-the-counter cash or check deposit payment in any PNB branches *via* the PNB Bills Payment Facility under the account “**CNVRG IPO**”, or (ii) online payment via the PNB Internet Banking under the biller account “**CNVRG IPO**” or via the PNB Mobile Banking App under the biller account “**CNVRG IPO**”. Applicants participating in the Retail Offer may contact the Receiving Agent for alternative modes of payment.

For check payments, only personal or corporate checks, and manager’s or cashier’s checks with a clearing period of not more than one business day and drawn against any BSP authorized agent bank will be accepted as a valid mode of payment. The check must be dated as of the date of submission of the Application, made payable to “**CNVRG IPO**”, and crossed “Payee’s Account Only”. Checks subject to clearing periods of over one (1) banking day shall not be accepted.

The applications and required documents (including proof of payments) shall be transmitted to the Receiving Agent by electronic mail at convergeipo@pnb.com.ph on or before the end of the offer period, with the physical copies delivered to the Receiving Agent’s address at 3rd Floor, PNB Financial Center, Pres. Diosdado Macapagal Boulevard, Pasay City no later than 12:00 noon two business days after the end of the offer period.

**Acceptance or Rejection of Applications
for the Trading Participants and Retail
Offer**

Applications for the Offer Shares are subject to the confirmation of the Joint Local Underwriters and Joint Bookrunners, and our final approval. The Company and the Selling Shareholders, in consultation with the Joint Local Underwriters and Joint Bookrunners, reserve the right to accept, reject or scale down the number and amount of Offer Shares covered by any application. The Company, the Selling Shareholders and the Joint Local Underwriters and Joint Bookrunners have the rights to reallocate available Offer Shares in the event that the Offer Shares are insufficient to satisfy total applications received.

The Trading Participants Offer Shares will be allocated in such a manner as the Company, the Selling Shareholders and the Joint Local Underwriters and Joint Bookrunners may, in their sole discretion, deem appropriate, subject to the distribution guidelines of the PSE.

Applications with the checks dishonored upon first presentment and application forms which do not comply with the terms of the Offer will automatically be rejected. Notwithstanding the acceptance of any application, the actual

acquisition of the Offer Shares by an applicant will be effective only upon the crossing and listing of the Offer Shares on the PSE.

Refunds of the Trading Participants and Retail Offer

In the event that the number of Offer Shares received by an applicant, as confirmed by the Joint Local Underwriters and Joint Bookrunners, is less than the number covered by its application, or if an application is rejected by the Company, then the applicant is entitled to a refund, without interest, starting on the fifth business day from the end of the Offer Period or on October 23, 2020, of all or a portion of the applicant's payment corresponding to the number of Offer Shares wholly or partially rejected. All refunds shall be made through the Receiving Agent, at the applicant's risk. If such check refunds are not claimed after 30 days following the beginning of the refund period, such checks shall be mailed to the applicant's registered address at the applicant's risk.

Registration and Lodgment of Shares with the PDTC.....

The Offer Shares are required to be lodged with the PDTC. The applicant must provide the information required for the PDTC lodgment of the Offer Shares. The Offer Shares will be lodged with the PDTC, and a certification to that effect shall be submitted to the PSE at least two trading days prior to the Listing Date. Applicants may request to receive share certificates evidencing their investment in the Offer Shares through their brokers after Listing Date. Any expense to be incurred by such issuance of certificates shall be borne by the applicant.

Expected Timetable.....

The timetable of the Offer is expected to be as follows:

Pricing	October 8, 2020
Notice of final Offer Price and submission of Final Prospectus to the Philippine SEC and PSE	October 9, 2020
Receipt of the Permit to Sell from the Philippine SEC	October 9, 2020
Trading Participants and Retail Offer Period	October 12 to 16, 2020
PSE Trading Participants' Commitment Period	October 12 to 14, 2020
Submission of Firm Order and Commitments by PSE Trading Participants.....	October 14, 2020
Submission of Application and payments of Trading Participants and Local Small Investors.....	October 16, 2020

Listing Date and commencement
of trading on the PSE October 26, 2020

The dates included above are subject to the approval of the PSE and the Philippine SEC, market and other conditions, and may be changed.

Risks of Investing In making an investment decision, investors are advised to carefully consider all the information contained in the Prospectus, including the risks associated with an investment in the Offer Shares. These risks include:

- risks relating to our business;
- risks relating to the Philippines;
- risks relating to the Offer and the Offer Shares; and
- risks relating to certain information in the Prospectus.

For a more detailed discussion on certain of these risks, see “*Risk Factors*” beginning on page 47, which while not intended to be an exhaustive enumeration of all risks, must be considered in connection with a purchase of the Offer Shares. The Offer Shares are offered solely on the basis of the information contained in the Prospectus.

Receiving Agent PNB

Stock and Transfer Agent..... PNB

Escrow Agent PNB

Philippine Counsel for the Issuer Picazo Buyco Tan Fider & Santos

International Counsel for the Issuer Latham & Watkins LLP

Philippine Counsel for the Underwriters . Angara Abello Concepcion Regala & Cruz Law Offices

International Counsel for the Underwriters..... Milbank LLP

Independent Auditors Isla Lipana & Co., PwC Philippines, a member firm of PricewaterhouseCoopers International Limited

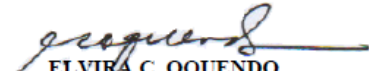
(Signature page follows.)

[Signature Page to the Offer Terms]

Conforme:

CONVERGE INFORMATION AND COMMUNICATIONS TECHNOLOGY SOLUTIONS, INC.

By:


ELVIRA C. OQUENDO
Corporate Secretary