

[Date]

PMO TMC SHARES DISPOSITION COMMITTEE

Privatization and Management Office
104 Gamboa Street, Legaspi Village
Makati City, Philippines

Attention: **The Chairperson**

**Re: Intent to Participate in the Negotiated Sale of Shares of
Stock**

Gentlemen:

We refer to your Invitation to Submit Offers for the Negotiated Sale of Shares of Stock published in the Business Mirror, Philippine Star, and Business World on 18, 19, 20, 21, and 22 December 2019, inviting prospective offerors to participate in the Negotiated Sale of the Republic of the Philippines' Seventy Six Thousand (76,000) common shares ("**RoP Shares**") in Tollways Management Corporation ("**TMC**"), equivalent to twenty percent (20%) of the issued and outstanding common shares in TMC (the "**Transaction**").

We would like to submit an offer for the Transaction. Accordingly, in compliance with the Invitation to Submit Offers for the Negotiated Sale of Shares of Stock, we enclose with this Letter of Intent the following:

- (a) Duly executed and notarized Confidentiality Undertaking dated [_____] in the prescribed form; and
- (b) [Name of Bank], [Branch], Manager's Check No. [_____] dated [_____] in the amount of Fifty Thousand Pesos (PhP50,000.00), payable to the order of the Privatization and Management Office, as payment for the non-refundable Participation Fee.

If you find the foregoing sufficient, kindly issue the Negotiated Sale Package, which includes the authenticated Specific Rules on Negotiated Sale ("**SRONS**") and the draft Transaction Documents, to the undersigned prospective offeror through [Name], who has been authorized to receive the same for and on our behalf.

Kindly send any and all negotiation bulletins, notices, and other communications regarding the Transaction to the following:

[Name of Prospective Offeror]

[Address]

Email: [_____]

Fax No.: [_____]

Attention: [Name], [Position]

Very truly yours,

By:

[NAME OF PROSPECTIVE OFFEROR]

[Position]