MARKETS AND SECURITIES REGULATION DEPARTMENT

16 September 2026

ARTHALAND CORPORATION
7th Floor, Arthaland Century Pacific Tower
5th Avenue corner 30th Street
BGC, Taguig City

ATTENTION: **MR. JAIME C. GONZALEZ**
President

Gentlemen:

We have reviewed **ARTHALAND CORPORATION**'s ("Company") Amended Registration Statement ("RS") covering the registration and offer and sale of One Hundred Sixty Six (166) Lease Agreements under the Consolidated Leasing Agreements in the Cebu Exchange and Sayva Financial Center Projects.

In this regard, the Commission *En Banc*, on 15 September 2026, favorably considered the Company's Registration Statement, **subject to the Company's compliance with/submission of the following**:

1. Submission of revised SEC RENT Form showing the breakdown of the investment contracts in the SEC RENT Form and Cover Page between securities issued and outstanding, and unissued securities; and

2. Submission of the Final Prospectus reflecting all information and attaching all required documents.

3. Submission of Amended Consolidated Unaudited Interim Financial Statements (CUIFS) as of 31 March 2026 taking into account OGA's findings in the Interim Financial Statement of Cash Flows; and

4. Updated financial information, particularly the cash flow-related information in the Final Prospectus.

In the event that any of the following occurs, the Prospectus cannot be used until appropriate amendments are made thereto and said amendments have been properly filed with the Commission, to wit:

- There is a material change in any information contained therein;

- **SRC Rule 8.1.3.7.1. -** A material event occurs which would otherwise be required to be reported on SEC Form 17-C; and

- **SRC Rule 8.1.3.7.2. -** The financial statements contained therein are over 225 day old.

In addition, the Company is directed to the following requirements of the pertinent SRC Rules and SEC Form 12-1 which must be submitted/complied with in connection with the offering:

- **SRC Rule 8.1.1.5** - The sale of subject securities shall commence within ten business (10) business days from the date of effectivity of the Registration Statement

- **SRC Rule 8.1.1.6** - Written notification of completion or termination of the offering shall be filed with the Commission within three (3) business days from such completion or termination, and the notice shall state the number of securities sold (and shall also state the type of investor, i.e., individual or corporate)

- **SRC Rule 8.1.3.5** – Notice of availability of the prospectus

- **SRC Rule 12.5 (b) 3** - The Order of the Commission rendering effective the registration statement shall, at the expense of the Issuer, be published in national newspaper of general circulation and uploaded in its website within two (2) business days from its issuance.

  The Company is hereby directed to furnish the Commission with a copy of the affidavit of publication of the Order of Registration and Permit to Sell Securities.

SEC Form 12-1

- Item 1 (Part VI, paragraph (A)(5): <u>On the outside front cover page of the</u> <u>prospectus</u>, the information **provided** shall be in an easily readable style and format and include, at a minimum, the following information in bold face 12-point type, prominently displayed:

  THE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE SECURITIES AND EXCHANGE COMMISSION.

- Item 2 [Part VI, paragraph (B)(8) of Annex "C"]: The following statement in bold face 12-point type, <u>signed by the President under oath</u> shall be prominently displayed:

  ALL REGISTRATION REQUIREMENTS HAVE BEEN MET AND ALL INFORMATION CONTAINED HEREIN ARE TRUE AND CURRENT.

Immediately following full compliance with the foregoing requirements, the Registration and offer and sale of One Hundred Sixty Six (166) Lease Agreements under the Consolidated Leasing Agreements in the Cebu Exchange and Sayva Financial Center Projects, shall be declared effective by the Commission through the issuance of an Order of Registration and Permit to Sell Securities.

This pre-effective letter is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code and its implementing rules and regulations.

Very truly yours,

ATTY. OLIVER O. LEONARDO
Director