**DEED OF ABSOLUTE SALE OF SHARES**

KNOW ALL MEN BY THESE PRESENTS:

This Deed of Absolute Sale of Shares (the “Deed”) is made and executed this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_ 2020 in [●] by and between:

**[●],** [Nationality] andof legal age, with address at [●] (hereinafter referred to as “***Seller***”);

* and -

**LOTTE CHILSUNG BEVERAGE CO. LTD,** acorporation organized and existing under the laws of Korea, with principal office address at 4th & 5th Fl., Lotte Castle Gold, 269 Olympic-ro, Songpa-gu, Seoul, South Korea, represented herein by its [●], [●] (hereinafter referred to as “***Buyer***”);

(Hereinafter, Seller and Buyer shall be individually referred to as a “***Party***” and collectively as the “***Parties***”)

WITNESSETH: That –

 WHEREAS, the Seller is the owner of a total of [●] ([●]) common shares of Pepsi-Cola Products Philippines, Inc. (the “***Corporation***”), of which [●] ([●]) shares are registered in its name and are represented by stock certificates numbered [●], and [●] ([●]) shares are registered in the name of its nominees and are represented by stock certificates numbered [●], copies of which stock certificates are attached hereto as Annexes “[●]” (the “***Subject Shares***”);

 WHEREAS, the Seller has agreed to sell, transfer and convey unto the Buyer, and the Buyer has agreed to purchase and acquire from the Seller, the Subject Shares, under the terms and conditions herein provided;

 NOW, THEREFORE, for and in consideration of the foregoing premises and of the terms and conditions hereinafter set forth, the Parties hereby agree as follows:

 1. For and in consideration of the aggregate amount of [●] (P[●]), or [●] (P[●]) per Subject Share, receipt of which is hereby acknowledged by the Seller, the Seller hereby absolutely and irrevocably sells, transfers and conveys unto the Buyer, and the Buyer hereby purchases and acquires from the Seller, any and all of the right, title and interest of the Seller in and to the Subject Shares, free from all encumbrances.

 2. Seller hereby represents and warrants to the Buyer as follows:

 (a) it is the owner of the Subject Shares;

 (b) the Subject Shares are free and clear of any lien or encumbrance; and

 (c) it has full legal capacity and authority to sell the Subject Shares under the terms and conditions set out in this Deed.

 IN WITNESS WHEREOF, the Parties have hereunto set their hands on the date and in the place first above written.

|  |  |
| --- | --- |
| **LOTTE CHILSUNG BEVERAGE CO. LTD** (BUYER)TIN: [●]By:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_[●] | [●] (SELLER)TIN: [●] \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_[●] |
|  |  |

SIGNED IN THE PRESENCE OF:

|  |  |
| --- | --- |
|  |  |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_) S.S.

BEFORE ME, a Notary Public for and in the above jurisdiction, this \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, personally came and appeared the following:

|  |  |  |
| --- | --- | --- |
| Name | Government-Issued ID/Passport No. | Date / PlaceIssued |
| [●] | [●] | [●] |

known to me and by me known to be the same persons who executed the foregoing Deed of Absolute Sale of Shares and who acknowledged to me that the same is their free and voluntary act and deed as well as that of the corporation they respectively represent

This instrument is a Deed of Absolute Sale of Shares consists of \_\_\_\_ (\_\_) pages including the page where this acknowledgment is written, and is signed by the parties and their respective witnesses.

WITNESS MY HAND AND NOTARIAL SEAL on the date and in the place above written.

Doc. No. \_\_\_\_\_;

Page No. \_\_\_\_\_;

Book No. \_\_\_\_\_;

Series of 2020.

**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_) S.S.

BEFORE ME, a Notary Public for and in the above jurisdiction, this \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, personally came and appeared the following:

|  |  |  |
| --- | --- | --- |
| Name | Government-Issued ID/Passport No. | Date / PlaceIssued |
| **LOTTE CHILSUNG BEVERAGE CO. LTD** Represented By:[●]  | [●] | [●] |
|  |  |  |

known to me and by me known to be the same persons who executed the foregoing Deed of Absolute Sale of Shares and who acknowledged to me that the same is their free and voluntary act and deed as well as that of the corporation they respectively represent

This instrument is a Deed of Absolute Sale of Shares consists of \_\_\_\_ (\_\_) pages including the page where this acknowledgment is written, and is signed by the parties and their respective witnesses.

WITNESS MY HAND AND NOTARIAL SEAL on the date and in the place above written.

Doc. No. \_\_\_\_\_;

Page No. \_\_\_\_\_;

Book No. \_\_\_\_\_;

Series of 2020.