

FIRST METRO SAVE AND LEARN FIXED INCOME FUND, INC.
 MINUTES OF THE ANNUAL MEETING
 OF STOCKHOLDERS
 V Corporate Centre, L.P. Leviste Street,
 Salcedo Village, Makati, 1227 Metro Manila
 Wednesday, June 19, 2019, 02:00PM

I. CALL TO ORDER

The Chairman, Br. Manuel V. De Leon, presided and called the meeting to order at 2:00 P.M., and the Corporate Secretary, Atty. Nimfa B. Pastrana, recorded the minutes.

II. PROOF OF NOTICE AND QUORUM

The Corporate Secretary certified that notices were sent to all stockholders in accordance with the By-Laws. She also certified that a quorum existed there being present in person and by proxy stockholders holding a total of **427,009,201** common shares out of the **709,292,905** common shares outstanding as of record date on May 2, 2019. The stockholders present constituted **60.20%** of the outstanding capital stock. Thereupon, the Chairman declared that the meeting was duly constituted to transact the business stated in the agenda.

III. APPROVAL OF MINUTES

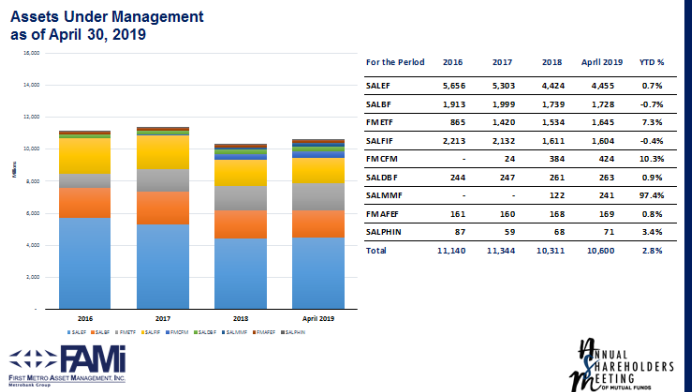
The Chairman took up the next item in the agenda which was the approval of the minutes of the Annual Meeting of the Stockholders on June 30, 2018.

Upon motion duly made and seconded, the minutes of the Annual Stockholders' Meeting on June 30, 2018 were unanimously approved.

IV. REPORT TO THE STOCKHOLDERS

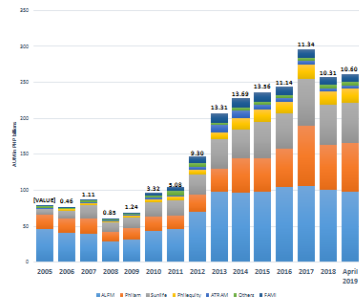
Ms. Karen Liza M. Roa, FAMI President, reported to the stockholders, the Fund's operations and financial condition for the period ended April 30, 2019, the highlights of which are shown below:

➤ Financial Highlights



Competitive Analysis

Philippine Mutual Fund Industry as of April 30, 2019



For the Period	2016	2017	2018	April 2019
ALFM	104,484	105,346	100,050	45,982
Sunlife	48,706	65,155	55,745	21,460
Philam	52,566	84,123	62,948	18,362
FAMI	11,140	11,344	10,311	5,082
Philequity	16,241	19,359	17,922	4,882
ATRAM	5,860	4,951	4,111	2,034
Others	4,031	5,140	5,417	5,810
Total	243,028	295,419	256,505	103,613



Competitive Analysis as of April 30, 2019

Stock Fund Category

AUM Rank	Asset Mgmt Company	AUM	Total Sales	Total Red.
1	Philam Asset Mgmt.	44,884	2,257	470
2	Sunlife Asset Mgmt.	21,722	1,881	1,823
3	ALFM Mutual Funds	19,839	274	1,173
4	Philequity Mgmt.	19,264	788	523
5	First Metro Asset Mgmt.	6,764	178	743
6	ATM Asset Mgmt.	2,237	122	300
7	Rampou & Financials	1,117	94	18
8	Cocofin Asset Mgmt.	718	9	21
9	CLIMBS Inv. Mgmt.	385	9	0
10	MBG Inv. Mgmt.	174	3	0
Total		117,025	5,000	4,580

Balanced Fund Category

AUM Rank	Asset Mgmt Company	AUM	Total Sales	Total Red.
1	Sunlife Asset Mgmt.	14,790	294	1,348
2	Philam Asset Mgmt.	12,778	276	371
3	First Metro Asset Mgmt.	1,723	14	96
4	ATM Asset Mgmt.	558	14	322
5	Gracelife Asset Mgmt.	178	11	1
6	ALFM Mutual Funds	184	0	5
7	Cocofin Asset Mgmt.	89	0	2
Total		30,693	618	2,345



Bond Fund Category

AUM Rank	Asset Mgmt Company	AUM	Total Sales	Total Red.
1	ALFM Mutual Funds	63,092	4,647	9,577
2	Philam Asset Mgmt.	9,251	144	443
3	Sunlife Asset Mgmt.	4,403	271	542
4	First Metro Asset Mgmt.	1,617	0	105
5	Cocofin Asset Mgmt.	1,129	145	503
6	Gracelife Asset Mgmt.	958	118	9
7	ATM Asset Mgmt.	888	181	189
8	Philequity Mgmt.	482	7	11
9	Rampou & Financials	390	1	1
10	MAA Privilege Asset Mgmt.	14	0	0
Total		82,816	5,604	11,198

Money Market Fund Category

AUM Rank	Asset Mgmt Company	AUM	Total Sales	Total Red.
1	Sunlife Asset Mgmt.	15,043	9,220	10,177
2	ALFM Mutual Funds	14,185	9,921	4,925
3	Philam Asset Mgmt.	839	94	81
4	First Metro Asset Mgmt.	215	5	15
Total		114,406	21,847	26,823



Fund Performance

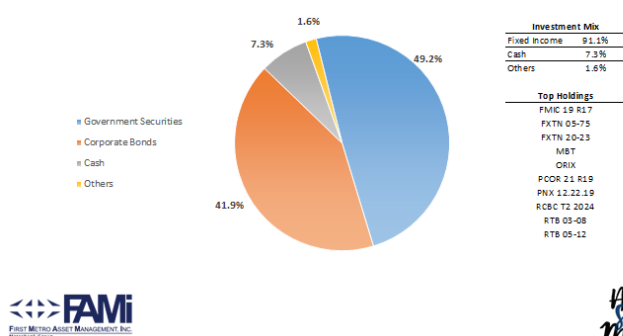
Performance v. Benchmark

Fund Name/ Benchmark	2018 Return				April 30 2019 Return				
	1 yr.	3 yr.	5 yr.	10 yr.	1 yr.	3 yr.	5 yr.	10 yr.	YTD
Save and Learn Equity Fund	-12.34%	-0.04%	2.12%	14.14%	1.14%	1.66%	0.98%	13.62%	4.66%
Save and Learn Philippine Index Fund	-16.15%	-5.19%	-2.83%	-	-1.26%	-0.02%	-1.98%	-	6.01%
First Metro Exchange Traded Fund	-12.07%	3.37%	5.90%	-	2.85%	4.56%	4.48%	-	7.11%
100% Philippine Stock Exchange	-12.87%	2.40%	4.90%	14.87%	1.71%	3.57%	3.46%	14.46%	6.52%
First Metro Consumer Fund on MSCI	-12.92%	-	-	-	2.23%	-	-	-	6.71%
MSCI First Metro Consumer	-11.38%	-	-	-	4.90%	-	-	-	6.88%
Save and Learn Fixed Income Fund	-0.31%	0.05%	0.06%	5.82%	1.94%	0.44%	0.92%	5.93%	2.26%
BPI Philippine Government Bond 1-5 Yr.	-0.70%	3.10%	3.70%	0.50%	2.69%	2.18%	1.97%	-1.83%	3.72%
Save and Learn Balanced Fund	-8.16%	-1.85%	-1.11%	11.61%	1.10%	-0.16%	-1.43%	11.16%	4.05%
85% PSE + 35% BPI Phil. Gov't Bond 1-5 Yr.	-6.50%	2.70%	4.40%	9.80%	2.05%	3.08%	2.94%	8.76%	5.54%
	30 day	60 day	90 day	120 day	30 day	60 day	90 day	120 day	YTD
Save and Learn Money Market Fund	-	-	-	-	0.31%	0.82%	0.91%	1.26%	1.23%
BPI Philippine Government Money Market	-	-	-	-	0.96%	0.80%	1.15%	2.03%	2.03%



Asset Allocation and Top Holdings

Save and Learn Fixed Income Fund as of April 30 2019



The Chairman thanked Ms. Roa and took note of the report. The Chairman entertained questions from the stockholders.

V. RATIFICATION OF CORPORATE ACTS

The Chairman informed the stockholders of the need to ratify and confirm the minutes of the meetings of the Board of Directors and all board committees and the management, and all acts, transactions and resolutions of the Board of Directors and the management for the year 2018 including among others, management and service agreements.

Upon motion duly made and seconded, the following resolution was unanimously approved and adopted:

RESOLUTION

“RESOLVED, that the minutes of the meetings of the Board of Directors and all Board committees and the management, and all acts, transactions and resolutions of the Board of Directors and the management for the year 2018 including among others, amendment of the Registration Statement and Prospectus and renewal of the Management Distribution Agreement, be hereby approved, ratified and confirmed.”

VI. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

Mr. Eduardo S. Mendiola, Chairman/Member of the Nomination Committee, explained the nomination procedure under current SEC Rules and the Manual on Corporate Governance pursuant to which a Nomination Committee was created.

Mr. Mendiola explained that the Committee is tasked with the review and evaluation of the qualifications of all persons nominated to the Board.

The Committee, pursuant to its mandate, had reviewed the qualifications of the following nominees to the Board of Directors and certified that based on the records, they have all the qualifications and none of the disqualifications prescribed by law and regulations, namely:

BRO. MANUEL V. DE LEON, FMS
DR. VICTOR A. ABOLA
MR. EDUARDO S. MENDIOLA
FR. RAFAEL K ELORIAGA, CM
MR. EDGAR B. SOLILAPSI

Also, as required by the SEC Memorandum Circular No. 16, Series of 2002 on the Guidelines on the Nomination and Election of Independent Directors, two (2) out of five (5) nominees for directors namely: Mr. Edgar B. Solilapsi, and Fr. Rafael K. Eloriaga, CM are independent directors.

After proper motion for the nominations of the stockholders mentioned and there being no other nominees, the abovementioned stockholders were considered elected as members of the Board of Directors for the year 2019-2020 and to act as such until their respective successors shall have been elected and qualified, or unless sooner terminated.

The Chairman, on behalf of the newly elected members of the Board thanked the stockholders for their trust and confidence.

VII. APPOINTMENT OF EXTERNAL AUDITOR


The Chairman informed the stockholders that the Board had approved the appointment of SGV & Co as external auditor for the year 2019 and it is being submitted for ratification by the stockholders. Upon motion duly made and seconded, the stockholders unanimously adopted and approved the following:

RESOLUTION

“RESOLVED, that the appointment of Sycip, Gorres, Velayo and Company, as the external auditor of the Company for the year 2019, be as it is hereby confirmed and ratified.”

VIII. ADJOURNMENT

There being no other matters to discuss, upon motion duly made and seconded, the meeting was adjourned at 4:30 P.M.


NIMFA BALMES-PASTRANA
Corporate Secretary

ATTESTED BY:

BR. MANUEL V. DE LEON, FMS
Chairman