

PROXY

The undersigned stockholder of **FIRST METRO SAVE AND LEARN FIXED INCOME FUND, INC.** hereby appoints \_\_\_\_\_ or in his absence, the Chairman of the meeting, as attorney-in-fact and proxy, with power of substitution, to present and vote all shares registered in his/her/its name at the annual meeting of stockholders of the Company on Wednesday, September 16, 2020 and at any of the adjournments thereof. The proxy shall be revoked only in writing and by informing the Corporate Secretary prior to the annual stockholders meeting.

The proxy may vote by checking (✓) the area that corresponds to his vote. In the election of the Members of the Board of Directors, the proxy shall indicate number of votes on the blank place provided beside the names of the nominees or check abstain should they wish to do so.

ITEMS	ACTIONS		
	Yes	No	Abstain
1. Approval of the Minutes of the Annual Stockholders' Meeting held on June 2019			
2. Ratification of all Acts and Resolutions of the Board of Directors, Management and All Committees for the fiscal year 2019, including the following: a. Amendment to the Management Distribution Agreement			
3. Election of the Members of the Board of Directors for the year 2020-2021	# of Votes		
Bro. Manuel V. de Leon, FMS			
Dr. Victor A. Abola			
Mr. Eduardo S. Mendiola			
Fr. Rafael K. Eloriaga, CM			
Mr. Edgar B. Solilapsi			
	Yes	No	
4. Appointment of External Auditor for the year 2020.			

\_\_\_\_\_  
PRINTED NAME OF STOCKHOLDER

\_\_\_\_\_  
SIGNATURE OF STOCKHOLDER/  
AUTHORIZED SIGNATORY

\_\_\_\_\_  
DATE

<sup>1</sup> Please fill-out and sign the proxy form and return via mail/email/Metrobank Branches on or before 5:00 p.m. on September 4, 2020.

Via Mail: To the Corporate Secretary, 18<sup>th</sup> Floor, PS Bank Center, 777 Paseo de Roxas corner Sedeño St., Makati City

Via Email: 20is@fami.com.ph | Via Fax: (02) 816-0467

Via Metrobank Branches: Use Pouch Code 90020. This service is free of charge.

<sup>2</sup>This proxy shall be valid for a period of five (5) years from the date of its execution. This proxy shall continue to be in effect until and unless withdrawn by written notice delivered to the Corporate Secretary, but shall not apply in instances wherein the undersigned personally attends the meeting.

<sup>3</sup>If no name is provided; the Chairman of the Meeting will act as the proxy.

THIS PROXY NEED NOT BE NOTARIZED. IF THE STOCKHOLDER ATTENDS IN PERSON AND EXPRESSES HIS INTENTION TO VOTE IN PERSON, THE PROXY WILL BE REVOKED.

## AGENDA

- I. CALL TO ORDER
- II. CERTIFICATION OF NOTICE AND QUORUM
- III. APPROVAL OF MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING - JUNE 19, 2020
- IV. ANNUAL REPORT TO THE STOCKHOLDERS
- V. RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS, MANAGEMENT AND ALL COMMITTEES FOR THE FISCAL YEAR 2019, INCLUDING THE FOLLOWING:
  - b. Renewal of the Management Distribution Agreement
- VI. ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR THE YEAR 2020-2021
- VII. APPOINTMENT OF EXTERNAL AUDITOR FOR THE YEAR 2020
- VIII. OTHER MATTERS
- IX. ADJOURNMENT