

COVER SHEET

C S 2 0 0 5 - 0 9 3 2 8

SEC Registration Number

F I R S T M E T R O S A V E A N D L E A R N
E Q U I T Y F U N D , I N C .
(A n O p e n - E n d M u t u a l F u n d C o m p a n y)

(Company's Full Name)

1 8 t h F l o o r , P S B a n k C e n t e r , 7 7 7 P a
s e o d e R o x a s c o r n e r S e d e ñ o S t r e e t
M a k a t i C i t y
(Business Address: No. Street City/Town/Province)

Maria Avalen Dianco

(Contact Person)

(0954) 337 3016; (0999) 885 3364

(Company Telephone Number)

1 2

Month

3 1

Day

(Fiscal Year)

SEC 20-IS / Definitive

(Form Type)

4th Friday of May

(Annual Meeting)

Investment Company

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

14,287

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

Remarks: Please use BLACK ink for scanning purposes.

FIRST METRO SAVE AND LEARN EQUITY FUND, INC. (SALEF)
ANNUAL STOCKHOLDERS' MEETING
Tuesday, June 10, 2025, 02:00PM via Zoom
Link to the ASM provided on the website
<https://fami.com.ph>

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held on June 18, 2024
4. Annual Report to the Stockholders
5. Ratification of all Acts and Resolutions of the Board of Directors, Management and All Committees for the fiscal year 2024, and subsequent Acts and Resolutions until 30 April 2025
6. Election of the Members of the Board of Directors for the year 2025-2026
7. Renewal of the Management Distribution Agreement for the Year 2025
8. Appointment of External Auditor for the year 2025
9. Other Matters
 - a. Amendments to the Prospectus
 - b. Amendment of Articles of Incorporation and By-Laws to reflect change of Corporate Name
 - c. Amendment of By-Laws to reflect delegation of authority to the Board of Directors to amend the By-Laws
10. Adjournment

Stockholders of record as of May 8, 2025 shall be entitled to vote at the meeting. Pursuant to SEC regulations allowing the holding of annual meetings online, there will be no physical venue for the Meeting. The conduct of the annual shareholders' meeting will be streamed live, and shareholders may attend the meeting by remote communication and may vote in absentia or by proxy. Due to the limitations of available technology, voting will not be possible during the livestream, but participants may send in questions or remarks via the livestream platform.

Stockholders who intend to participate in the meeting should register on or before 12:00 noon on May 26, 2025 via https://bit.ly/FAMI_ASM_AllFunds2025. All registrations shall be validated by the Corporate Secretary in coordination with the Stock and Transfer Agent. Upon registration, shareholders will receive instructions on how to access an online web address which will allow them to join the meeting and to cast votes *in absentia* or by proxy.

We are not soliciting proxy, however, if you cannot attend the meeting and you wish to be represented, you may designate your authorized representative by submitting a signed proxy document on or before May 26, 2025, through email at asm@fami.com.ph. The validation of proxies submitted for the meeting will be conducted on May 26, 2025.

This Agenda and the Definitive Information Statement including the Audited Financial Statements will be distributed through electronic mail to all stockholders as of record date.


MA. ALICIA G. PICAZO-SAN JUAN
Corporate Secretary

PROXY

The undersigned stockholder of **FIRST METRO SAVE AND LEARN EQUITY FUND, INC.** hereby appoints _____, 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 Tuesday, June 10, 2025 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 18, 2024			
2. Annual Report to the Stockholders			
3. Ratification of all Acts and Resolutions of the Board of Directors, Management and All Committees for the fiscal year 2024, and subsequent Acts and Resolutions until 30 April 2025			
4. Election of the Members of the Board of Directors for the year 2025-2026	# of Votes		
Bro. Manuel V. de Leon, FMS, Chairman			
Mr. Eduardo R. Carreon, President			
Mr. Manuel N. Tordesillas, Director			
Mr. Jose C. Nograles, Independent Director			
Mr. Winston Andrew L. Peckson, Independent Director			
	Yes	No	
5. Renewal of the Management Distribution Agreement for the Year 2025			
6. Appointment of External Auditor for the year 2025			
7. Other Matters:			
a. Amendments to the Prospectus			
b. Amendment of Articles of Incorporation and By-Laws to reflect change of Corporate Name			
c. Amendment of By-Laws to reflect delegation of authority to the Board of Directors to amend the By-Laws			

PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER/ AUTHORIZED SIGNATORY

DATE

¹ Please fill-out and sign the proxy form and return via email through asm@fami.com.ph on or before 5:00 p.m. on May 26, 2025.

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

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

**INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box
() Preliminary Information Statement
(/) Definitive Information Statement
2. Name of registrant as specified in its charter:
FIRST METRO SAVE AND LEARN EQUITY FUND, INC.
3. Province, Country or other jurisdiction of incorporation or organization;
Metro Manila, Philippines
4. SEC Identification number: **CS200509328**
5. BIR Tax Identification Code: **238-518-996-000**
6. Address of Principal Office:
18th Floor, PS Bank Center, 777 Paseo de Roxas corner Sedeño St., Makati City
7. Telephone Numbers:
(0954) 337 3016; (0999) 885 3364
8. Date, time, place, of the meeting of security holders:

Date	:	June 10, 2025
Time	:	2:00 p.m.
Place	:	Live via Zoom through the link: https://bit.ly/FAMI_ASM_AllFunds2025 and at 8th Floor, 8 Rockwell Bldg., Hidalgo Drive, Rockwell Center, Makati City, Philippines 1210
9. Approximate date on which the Information Statement is first to be sent or given to security holders:
May 19, 2025
10. In case of Proxy Solicitations:

We are not soliciting proxy.
11. Securities registered pursuant to Sections 4 and 8 of the RSA:

Title of each class	Number of Shares of Common Stock Outstanding (Par value of ₱1.00)
Common Shares	662,548,857 shares
12. Are any or all of registrant's securities listed on the Philippine Stock Exchange?
No.

PART I - INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time, and Place of Meeting of Security Holders:

Date : Tuesday, June 10, 2025
Time : 02:00 p.m.
Place : Live via Zoom through the following link: https://bit.ly/FAMI_ASM_AllFunds2025
and at 8th Floor, 8 Rockwell Bldg., Hidalgo Drive, Rockwell Center, Makati City,
Philippines 1210

For the purposes of registration, participation and voting in absentia, you may access the information through the link:
<https://fami.com.ph/2025-annual-shareholders-meeting-of-first-metro-asset-management-inc-mutual-funds/>

Mailing Address of the Registrant:

18th Floor, PS Bank Center, 777 Paseo de Roxas corner Sedeño St., Makati City

Approximate date on which the Information Statement is first to be sent or given to security holders:

May 19, 2025

Item 2. Right of Appraisal:

There are no matters or proposed corporate actions which may give rise to a possible exercise by security holders of their appraisal rights under Title X of the Corporation Code of the Philippines.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon:

- a) Other than election to office, there is no matter to be acted upon in which any director or executive officer is involved or had a direct, indirect or substantial interest.
- b) No one among the incumbent director has informed the registrant, in writing or otherwise, that he intends to oppose any action to be taken by the registrant at the Meeting.

B. CONTROL & COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof:

a) Class of Voting Shares :

Class of Voting Securities	Total Outstanding Shares	Votes Entitlement
Common Shares	662,548,857	One (1) vote per share

b) Record Date

Stockholders of record as of May 8, 2025 are entitled to notice and to vote in the Annual Stockholders Meeting.

c) Manner of Voting

A shareholder may vote in absentia, by proxy or by remote communication. The Revised Corporation Code and Article III, Section 7 of the By-Laws of the Corporation provides that each stockholder shall at every meeting of the stockholders be entitled to one vote, in person or by proxy, or in absentia, for each share with voting right held by such stockholder. At all meetings of the stockholders, all elections and all questions, except in cases where other provision is made by statute or by these By-laws, shall be decided by the plurality vote of stockholders present in person or by proxy and entitled to vote thereat, a quorum being present. Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot. On a vote ballot, each ballot shall be signed by the stockholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares voted by him.

Pursuant to the Revised Corporation Code and SEC Memorandum 6-2020, for the 2025 annual shareholders meetings, shareholders may opt to participate through remote communication and to vote in absentia or by proxy. The board in its meeting last April 10, 2025 approved to adopt the guidelines previously approved by the Board in 2020, for shareholders to participate via remote communication in the shareholder's meeting and to vote in absentia or by proxy.

Remote communication is defined under the said circular as participation through a telephone conference, video conference, audio conference, or computer conference.

The intention/notice to participate through remote communication shall only be valid for the particular meeting for which it is given, and shall not be considered for any subsequent meeting that may be called.

A participation by a shareholder in a meeting through remote communication automatically voids any proxy he/she has given for the particular meeting.

The Corporate Secretary shall validate the identity and attendance of shareholders who signified their intention to participate through remote communication, at least thirty minutes before the scheduled time of the meeting. Officers and other staff may be deputized to make such validations. The decision of the Corporate Secretary on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction.

Shareholders who are participating through remote communication will be considered present for purposes of voting. Those who have objections to matters that would require voting in the agenda shall confirm their objections through email or short messaging services within twenty-four hours from the time of the meeting. The Corporate Secretary shall note such objections in the Minutes.

In the election of Directors, cumulative voting is allowed. Article IV, Section 3 of the By-Laws states, in accordance with Section 23 of the Revised Corporation Code, that at each meeting of stockholders for the election of directors, at which a quorum is present, the persons receiving the highest number of votes of the stockholders present in person or by proxy and entitled to vote shall be the directors. In each of any increase in the number of directors, the additional directors may be elected by the stockholders at the first annual meeting held, or at a special meeting called for the purpose after such increase has been approved.

d) Security Ownership of Certain Record and Beneficial Owners and Management:

The following stockholder owns more than 5% of the common voting securities as of May 8, 2025:

Title of Class	Name* and Address of Owner	Name of Beneficial Owner	Citizenship	No. of Shares Held	% of Holdings
Common Shares	Client Account No. 66717/ Stockholder/ Quezon City	Same	Filipino	66,201,702	9.99%

Common Shares	Client Account No. 67043/ Stockholder/ Ecoland Davao	Same	Filipino	53,487,521	8.07%
---------------	--	------	----------	------------	-------

**On December 17, 2019, SEC approved the confidential treatment of the Top 20 shareholders of the Fund.*

The respective registered owner(s) of the shares above has/have the right to appoint actual person or persons acting individually or jointly to direct the voting or disposition of the shares held by the corporation.

Security Ownership of Directors/Management:

Following are the securities owned by directors and officers of the Fund as of May 8, 2025:

Title of Class	Name of Beneficial Owners	Amount and Nature of Ownership	Citizenship	Percent to Outstanding Shares
Common shares	Bro. Manuel V. De Leon, FMS	1	Filipino	0.00%
Common shares	Eduardo R. Carreon	1	Filipino	0.00%
Common shares	Manuel N. Tordesillas	1	Filipino	0.00%
Common shares	Jose C. Nograles*	279,617	Filipino	0.04%
Common shares	Winston Andrew L. Peckson	1	Filipino	0.00%

**Independent Director*

Voting Trust Holders of 5% or More

The Corporation knows of no other person holding more than 5% of a voting trust or similar arrangements.

Changes in Control

First Metro Save and Learn Equity Fund, Inc. is an open-end investment company engaged in selling its capital to the public and investing the proceeds in selected high-grade stocks. The Fund has an initial paid-up capitalization of ₱25.00 million that was paid by FAMI. As of May 8, 2025, the percentage of ownership of FAMI is 0.14%.

There is no arrangement that may result in a change in control of the registrant.

No change of control in the Corporation has occurred since the beginning of its last fiscal year.

Item 5. Directors and Executive Officers

Incumbent Directors (5) - All directors are elected for a term of one year and until their successor shall have been elected or qualified. Below is a list of SALEF's incumbent directors with their corresponding business affiliations and other qualifications.

All other officers shall be elected/appointed by the Board of Directors. Vacancies occurring among such officers however arising shall be filled by the Board.

The Board of Directors of the Fund as of April 30, 2025 are as follows:

Name	Experience
Bro. Manuel V. de Leon, FMS, <i>Chairman</i>	Bro. Manuel V. de Leon, FMS, 67, Filipino, term of office is one year.

	<p>Bro. De Leon has been serving as a member of the Board of Director of the following companies since 2005 and elected as Chairman of the Board on March 22, 2011, namely: First Metro Save & Learn Fixed-Income Fund, Inc. (2005 to Jan 2025), First Metro Save and Learn Equity Fund, Inc. (2005 to present), First Metro Save and Learn Balanced Fund, Inc. (2005 to Jan 2025), First Metro Save and Learn Dollar Bond Fund, Inc. (2008 to Jan 2025) and First Metro Asia Focus Equity Fund, Inc. (2010 to present). He was elected as Chairman of the Board for First Metro Save and Learn F.O.C.C.U.S. Dynamic Fund, Inc., First Metro Consumer Fund, Inc., and First Metro Save & Learn Philippine Index Fund (SALPHIN), Inc. effective February 11, 2025.</p> <p>He is also a director of First Metro Asset Management, Inc. (2005 to present). He is the Founding President and CEO of SAGIP KA 2000 Foundation, Inc. (2000-present). He is the President of Notre Dame of Dadiangas University since May 2021- present. He was the Provincial Superior of Marist Brothers of the Schools - East Asia Province (from 2007 to 2013). He was an awardee of the Ten Outstanding Young Men (TOYM) in 1992.</p> <p>Br. De Leon has Master's and Doctorate degrees in Education from the University of the Philippines.</p>
Eduardo R. Carreon, <i>President</i>	<p>Mr. Eduardo R. Carreon, 76, Filipino, term of office is one year.</p> <p>Mr. Carreon has been serving as a member of the Board of Director and elected as Chairman of the Board of First Metro Philippine Equity Exchange Traded Fund, Inc. since June 2013 to Jan 2025, First Metro Save and Learn Money Market Fund, Inc. since June 2018 to Jan 2025 and First Metro Save and Learn F.O.C.C.U.S. Dynamic Fund, Inc. since June 2022 to Jan 2025. He was elected as President for First Metro Save and Learn Equity Fund, Inc., First Metro Save and Learn F.O.C.C.U.S. Dynamic Fund, Inc., First Metro Consumer Fund, Inc., First Metro Save & Learn Philippine Index Fund (SALPHIN), Inc., First Metro Asia Focus Equity Fund, Inc., and First Metro Philippine Equity Exchange Traded Fund, Inc. effective February 11, 2025.</p> <p>He is also the President of Jempan Development Corporation since 2009. He served in various positions with Maybank Philippines since 1999. He was Consultant (2008-2009), and prior, Senior Vice President of the Enterprise Financial Services (2003-2008). He was also Country Manager for Dow Jones Philippines (1995-1998); General Manager, Philippine Finance and Investment Company, Hong Kong (1979-1981); Assistant Vice President, PCIBank – 1974-1979; and Pro Manager, Citibank from 1970-1973.</p> <p>Mr. Carreon graduated from the Ateneo de Manila University in 1969 with a Bachelor of Arts degree. He is also an MBA candidate from the Ateneo Graduate School of Business.</p>
Manuel N. Tordesillas, <i>Director</i>	<p>Mr. Manuel N. Tordesillas, 72, Filipino, term of office is one year.</p> <p>Mr. Tordesillas currently serves as the Chairman of First Metro Asset Management, Inc. since December 2024 and First Metro Philippine Equity Exchange Traded Fund, Inc. effective February 11, 2025. He was also elected to serve as Director for First Metro Save and Learn Equity Fund, Inc., First Metro Save and Learn F.O.C.C.U.S. Dynamic Fund, Inc., First Metro Consumer Fund, Inc. First Metro Save & Learn Philippine Index Fund</p>

	<p>(SALPHIN), Inc. and First Metro Asia Focus Equity Fund, Inc. effective February 11, 2025.</p> <p>Mr. Tordesillas is the current President and a Director of ATR Holdings, Inc. (1995-present). He is the Vice-Chairman and a Director of ATR Kim Eng AMG Holdings, Inc. (1995-present). He is the Chairman and a Director of MET Holdings, Inc. (1999-present). He is the Vice Chairman and a Director of ATR Asset Management, Inc. (2004-present) and ATRAM Investment Management Partners Corp. (2013-present) and currently Chairman and Director of ATRAM Trust Corporation (2021-present). He is a Director of Assist America of the Philippines, Inc. (2006-present). He is the President of MGNT Consultants Corp. (2011-present). He is a Board Trustee and Director of East Bay Condominium Corp. (2016-present). He is a member of the Investment Committee of De La Salle University (2018-present). He is a Director of Urbasolar Philippines Corporation (2018-present).</p> <p>His past positions include having served as Chairman and President of AsianLife and General Assurance Corporation (from 2017 to 2019) and Senior Advisor and Director of Etiqa Life and General Assurance Philippines, Inc. (from 2019 to 2021). He served as Chairman of Maybank ATR Kim Eng Capital Partners, Inc. (from 2016 to 2018). He was the President and CEO of ATR Kim Eng Group of Companies (from 1998 to 2011). He was the President of the Investment House Association of the Philippines (from 2012 to 2018).</p> <p>Mr. Tordesillas received his Bachelor of Science degree in Industrial Engineering from De La Salle University in 1975 and his MBA from Harvard University in 1982.</p>
<p>Jose C. Nograles, <i>Independent Director</i></p>	<p>Mr. Jose C. Nograles, 75, Filipino, term of office is one year.</p> <p>Mr. Nograles has been serving as the Independent Director for First Metro Save and Learn Balanced Fund, Inc. (June 2022 to Jan 2025), First Metro Philippine Equity Exchange Traded Fund, Inc. (June 2024 to Jan 2025), First Metro Asia Focus Equity Fund, Inc. since June 2022 and First Metro Save & Learn Philippine Index Fund (SALPHIN), Inc. since June 2024. He was elected to serve as Independent Director for First Metro Save and Learn Equity Fund, Inc., First Metro Save and Learn F.O.C.C.U.S. Dynamic Fund, Inc. and First Metro Consumer Fund, Inc. effective February 11, 2025.</p> <p>He was an Independent Director of First Metro Asset Management, Inc. since June 2011 up to June 2022. He was past President and Vice Chairman of the Board of Directors of the Philippine Deposit Insurance Corporation (Jan. 2008 to June 2011).</p> <p>He held various key positions with the Land Bank of the Philippines from 1995 to 2007. Mr. Nograles, was also concurrently the Vice Chairman and President of the Land Bank Insurance Brokerage Inc. (2000 to 2007), and Vice Chairman of the Executive Committee (2002 to 2007). He joined the UCPB Board in March 2008 to Jan. 2011 where he was appointed as Chairman of the Audit Committee and member of the Executive Committee. He was also the Chairman of the Audit Committee and member of the Executive Council of the International Association of Deposit Insurers (Oct. 2008 to May 2011). He's also an independent director of Bank of Commerce since April 2015 and Amalgamated Investment Bancorporation, Inc. since January 2019.</p>

	<p>He pursued collegiate studies at Ateneo de Manila University, earning an AB degree in Economics and graduating as Cum Laude. He also completed a Master's degree in Business Administration from the Asian Institute of Management. He is a government Career Executive Service Officer III; and was a Fellow of the Institute of Corporate Directors.</p>
<p>Winston Andrew L. Peckson, <i>Independent Director</i></p>	<p>Mr. Winston Andrew L. Peckson, 73, Filipino, term of office is one year.</p> <p>Mr. Peckson has been serving as a member of the Board of Director of First Metro Philippine Equity Exchange Traded Fund, Inc. (June 2013 to Jan 2025) and First Metro Save & Learn Philippine Index Fund (SALPHIN), Inc. since June 2021. He was elected to serve as Independent Director for First Metro Save and Learn Equity Fund, Inc., First Metro Save and Learn F.O.C.C.U.S. Dynamic Fund, Inc., First Metro Consumer Fund, Inc., and First Metro Asia Focus Equity Fund, Inc. effective February 11, 2025.</p> <p>He has more than 40 years of experience in the banking industry. Among his past positions were Chief Risk Officer and subsequently Consultant for Sustainability with GT Capital Holdings Inc. until August 2023. He was the Head of Treasury Marketing of Philippine National Bank (PNB) from 2009-2010; Vice President and General Manager of the Manila Offshore Branch of ABN-AMRO NV from October 1999-2009; VP and Corporate Treasury Advisor of Bank of America- Manila Branch from 1996-1999; CEO and Director of Danamon Finance Company (HK) from 1991-1996 and Manager Corporate Banking of Lloyds Bank PLC (HK) from 1986-1991, and VP(Commercial) at the Manila Offshore Branch.</p> <p>Mr. Peckson obtained a Master's degree in Business Management from the Asian Institute of Management in 1977, and he graduated from Ateneo de Manila University in 1972 with a Bachelor of Arts Degree, minor in Business Administration.</p>

The two (2) independent directors, namely, Mr. Jose C. Nograles, and Mr. Winston Andrew L. Peckson, possess the qualifications and none of the disqualifications of an independent director.

Executive Officers

Name	Experience
<p>Ma. Alicia G. Picazo-San Juan <i>Corporate Secretary</i></p>	<p>Ma. Alicia Picazo-San Juan, 54, Filipino, term of office is one year.</p> <p>Ms. Picazo-San Juan is a practicing lawyer and Partner of Picazo Buyco Tan Fider Santos & Dee Law Offices and Corporate Secretary of more than 45 Philippine companies, including, SSI Group, Inc., Max's Group, Inc., The Real American Doughnut Co., Inc., Teriyaki Boy Group, Inc., Max's Kitchen, Inc., IBM Philippines, Inc., IBM Business Services, Inc., IBM Solutions Delivery, Inc., IBM Global Financing Philippines, Inc., AXA Asian Markets Services Philippines, Inc., ADA Digital Philippines, Inc., ATR Asset Management, Inc., First Metro Asset Management, Inc., ATR Financial Holdings, Inc., ATRAM Investment Management Partners Corp., Seedbox Technologies, Inc., Seedbox Securities, Inc., Solutions Exchange, Inc., and Cartera Interchange, Inc., and several mutual fund companies.</p>

	<p>She graduated magna cum laude with the degree of Bachelor of Science in Management, Major in Legal Management, from Ateneo de Manila University in 1992, and graduated cum laude with the degree of Bachelor of Laws from the University of the Philippines in 1996. She has over 28 years of experience in corporate, banking and securities law practice.</p>
<p>Maria Avalen A. Dianco <i>Treasurer</i></p>	<p>Ms. Maria Avalen A. Dianco, 46 years old, Filipino, term of office is one year.</p> <p>She is Vice President and Treasurer of First Metro Asset Management, Inc. (FAMI) effective December 2024. She also serves as the Treasurer of First Metro Save and Learn Equity Fund, Inc., First Metro Save and Learn Balanced Fund, Inc., First Metro Save & Learn Fixed-Income Fund, Inc., First Metro Save and Learn Dollar Bond Fund, Inc., First Metro Save & Learn Money Market Fund, Inc., First Metro Philippine Equity Exchange Traded Fund, Inc., First Metro Save and Learn F.O.C.C.U.S Dynamic Fund, Inc., First Metro Consumer Fund, Inc., First Metro Save & Learn Philippine Index Fund, Inc. and First Metro Asia Focus Equity Fund, Inc. effective February 2025. She is also the Treasurer of First Metro Insurance Agency, Inc.</p> <p>Prior to FAMI, she also served various roles in the Controllershship Group of First Metro Investment Corporation (April 2002 to May 2022).</p> <p>She is a Certified Public Accountant and graduated cum laude with the degree of Bachelor of Science in Accountancy from Pamantasan ng Lungsod ng Maynila. She has also passed Level I of the CFA Program.</p>
<p>Sydney S. Reyes <i>Compliance Officer</i></p>	<p>Ms. Sydney S. Reyes, 32 years old, Filipino, term of office is one year.</p> <p>Ms. Reyes currently serves as Compliance Officer of First Metro Asset Management, Inc., effective March 27, 2025, First Metro Save and Learn Equity Fund, Inc., First Metro Save and Learn F.O.C.C.U.S. Dynamic Fund, Inc., First Metro Consumer Fund, Inc., First Metro Save & Learn Philippine Index Fund, Inc., First Metro Asia Focus Equity Fund, Inc., First Metro Save and Learn Balanced Fund, Inc., First Metro Save & Learn Fixed-Income Fund, Inc., First Metro Save & Learn Money Market Fund, Inc., and First Metro Save and Learn Dollar Bond Fund, Inc. effective February 11, 2025.</p> <p>She also serves as Compliance Officer and Corporate Information Officer of First Metro Philippine Equity Exchange Traded Fund, Inc. effective February 11, 2025.</p> <p>Over the past five years, Sydney S. Reyes has built a robust career in the legal and regulatory compliance field, holding progressively responsible roles including Senior Paralegal, SEC Compliance Lead, and Compliance Manager. In these capacities, she gained extensive experience in corporate governance, regulatory filings, contract review, internal compliance audits, and coordination with regulatory bodies such as the Securities and Exchange Commission (SEC) and other relevant government agencies.</p> <p>Prior to FAMI, she worked as a Senior Paralegal in Phoenix Petroleum Philippines, Inc. from 2016 to 2022. From 2022 to 2023, she worked as G-Xchange Inc.'s SEC Compliance Lead and from 2023 to 2024, she worked as the Compliance Manager of Neuroncredit Financing Company, Inc.</p>

	<p>She graduated from University of Makati with the degree of Bachelor of Arts in Political Science and is currently pursuing her Law Degree in Arellano University School of Law.</p>
--	--

Significant Employees

No person who is not an executive officer is expected by the Corporation to make a significant contribution to its business.

Nominee Directors

The persons listed below have been nominated to become directors for 2025-2026. All directors are elected for a term of one year and until their successors shall have been elected and qualified.

Bro. Manuel V. de Leon, FMS, Chairman
Mr. Eduardo R. Carreon, President
Mr. Manuel N. Tordesillas, Director
Mr. Jose C. Nograles*
Mr. Winston Andrew L. Peckson*

**Independent Directors*

The nominees are incumbent directors of First Metro Save and Learn Equity Fund, Inc. All five (5) nominees have confirmed and accepted their nomination to become directors.

Independent Directors

In accordance with SRC Rule 38(8), First Metro Save and Learn Equity Fund, Inc. (SALEF) has formulated its rules relative to the election of independent directors, as follows:

The Nomination Committee shall have at least three (3) members, one of whom is an independent director, and it shall promulgate the guidelines and criteria to govern the conduct of the nomination. The nomination of independent director/s shall be conducted by the Committee prior to a stockholder's meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.

After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under SRC IRR Rule 38. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared and no further nomination shall be entertained or allowed on the floor during the stockholders'/membership meeting.

Mr. Jose C. Nograles and Mr. Winston Andrew L. Peckson are nominees for independent directors of SALEF and they were recommended to the Nominations Committee for election of independent directors by Ruth Chaneco, stockholder, in accordance with the foregoing rules. Ruth Chaneco has no relations with any nominees. No other persons were nominated.

The current members of the Nomination Committee are Mr. Manuel N. Tordesillas as the Chairman, Mr. Eduardo R. Carreon and Mr. Jose C. Nograles, as members of the Committee.

Legal Proceedings

The Fund has no material pending legal proceedings to which it is a party. None of the Board of Directors is:

- involved in any legal proceeding the past five (5) years that are material to an evaluation of the ability or integrity of any director, any nominee for election as director, executive officer, underwriter, or control person of the Registrant;
- involved in any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time;
- involved in or convicted by final judgment in any criminal proceeding, domestic or foreign, or subject to a pending criminal proceeding, foreign or domestic, excluding traffic violations and other minor offenses;
- subject to any order, judgment, or decree not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
- found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the said judgment has not been reversed, suspended or vacated.

Family Relationships

There are no family relationships among the directors and officers listed above up to the fourth civil degree either by consanguinity or affinity among the Directors, Officers or persons nominated or chosen by the registrant to become director or executive officers.

Relationships and Related Transactions

The Fund has business relationships and transactions with related parties. Transactions with such parties are made in the ordinary course of business and on substantially the same terms, as those prevailing at the time for similar transactions with other parties. These transactions also did not involve more than the normal risk of collectability and did not present conditions unfavorable to the Fund.

Except for the related party transactions stated in the notes to financial statements of the Fund as of and for the years ended December 31, 2024, 2023 and 2022, there has been no material transaction during the last two years nor is there any material transaction currently proposed to which the Fund was, or is a party, or in which any director or executive officer of the Fund, any nominee for election, any owner of more than five (5.00%) percent of the Fund's voting shares, or any member of the immediate family of any such director or officer, had or is to have a direct or indirect material interest.

Item 6. Compensation of Executive Officers and Directors

Per Diem payments to directors and officers estimated for the year 2025, and for the year ended December 31, 2024, 2023 and 2022 are as follows:

	2025 (Estimate)	2024	2023	2022
Directors	₱250,000	₱244,000	₱190,000	₱211,000
Executive Officers	40,000	29,500	32,000	32,000
Aggregate Annual Per Diem	₱290,000	₱273,500	₱222,000	₱243,000

Per diem of Directors, Corporate Secretary and Officers of the Fund amounting to ₱10,000, ₱3,000 and ₱2,500, respectively, are given during their Annual Stockholders' and regular meeting.

Employment Contracts, Termination of Employment and Change-in Control Arrangements

There are no compensatory plans or arrangement with respect to any of its executive officers that can result to the resignation, retirement or any other termination of such executive officer's employment with the Fund; neither from a change in control of the registrant or a change in the named executive officer's responsibilities.

Item 7. Independent Public Accountants

The present auditor of the Fund is Sycip, Gorres, Velayo and Company. (SGV & Co.). The reports of said auditors on the financial statements of the company for the years ended December 31, 2024, 2023 and 2022 contained unqualified opinions.

There are no disagreements with the auditors on any matter of accounting principles or practices, financial statement disclosures, auditing scope or procedures, which disagreements, if not resolved to their satisfaction, would have caused the auditors to make reference thereto in their respective reports on the financial statements for such years.

For the year 2025, SALEF will still be engaging the services of SGV & Co.

Representatives of SGV are expected to be present at the stockholders meeting on June 10, 2025. They will have the opportunity to make a statement if they desire to do so and they are expected to be available to respond to appropriate questions.

In compliance with the Revised SRC Rule 68 Part I (3)(B)(IX), the signing partner of the auditing firm is rotated every after five (5) years of engagement. A two-year cooling-off period shall be observed in the re-engagement of the same signing partner or individual auditor. Redgienald G. Radam signed the independent auditors' report for the years 2024, 2023, 2022 and 2021 and Janet Paraiso for the year 2020. The reports of auditors on the financial statements of the company for the years ended December 31, 2024, 2023 and 2022 contained unqualified opinions.

Audit and Audit-related Fees

The estimated fees to be paid for the professional services rendered by SGV & Co. for the audit of our Financial Statements for the year 2024 is ₱631,893 while the aggregate fees paid for 2023 and 2022 is ₱601,216 and ₱474,320, respectively. SGV & Co. conducted the audit in accordance with auditing standards generally accepted in the Philippines to obtain reasonable assurance about whether the financial statements are free of material misstatements. Their audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation.

There are no tax fees paid for the last 2 years for professional services rendered by SGV & Co. for tax accounting compliance, advice, planning and any other form of tax service.

In 2013, an agreed upon procedure was engaged with SGV & Co. pertinent to the increase in authorized capital stock.

Audit Committee's Approval Policies and Procedures

The financial statements as audited by the external auditor are presented to and reviewed by the Audit Committee, which endorses it to the Board of Directors for approval.

SALEF's Audit Committee is chaired by Mr. Jose C. Nograles with Mr. Winston Andrew L. Peckson and Mr. Eduardo R. Carreon as members.

The confirmation of the appointment of the external auditor shall be included in the agenda of the annual stockholders' meeting.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Otherwise than for Exchange – N/A

D. OTHER MATTERS

Item 17. Amendment of Charters, By-Laws or Other Documents

The proposed amendments to the Corporation's Articles of Incorporation and By-Laws relates to the change of the Corporation's name.

These proposed amendments are being undertaken in connection with the change in the ownership structure of the Corporation's Fund Manager, First Metro Asset Management, Inc. (FAMI), following the execution of a share purchase agreement between First Metro Investment Corporation (FMIC) and ATR Financial Holdings, Inc. (ATR Financial), wherein FMIC sold its 70% equity interest in the Fund Manager to ATR Financial

Consequently, the change of corporate name and principal office address reflects the transition to the new parent company and aligns the branding and corporate image of the Corporation with its new majority shareholder and fund management group. Stockholders' approval of the foregoing amendments is being sought to comply with applicable regulatory requirements and to effect the necessary corporate updates pursuant to the change in control.

Additionally, the proposed amendment to the By-Laws relates to the delegation to the Board of Directors of the authority to amend the Corporation's By-Laws.

The stockholders will be requested to consider and approve the delegation of the power to amend, alter, repeal, or adopt new By-Laws to the Board of Directors, in accordance with Section 47 of the Revised Corporation Code of the Philippines. Under this provision, such authority may be delegated to the Board by the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock.

The rationale for the delegation is to enable the Corporation to adopt amendments or updates to the By-Laws in a more expedient and efficient manner, without the need to convene stockholders' meetings for routine or non-substantive revisions.

It is expressly stated that the delegation of this authority to the Board will not prejudice the rights of the stockholders. Any amendments made by the Board must remain consistent with the provisions of the Revised

Corporation Code, the Investment Company Act, and other applicable laws, rules, and regulations. Furthermore, the authority granted shall be confined to amendments that do not materially affect fundamental stockholder rights without prior stockholder approval, and the stockholders shall retain the inherent right to revoke the delegation at any time, upon a similar vote threshold.

The proposed amendments to the prospectus include changes in Corporate's name and principal address, changes in the relevant policies and procedures to ensure alignment with actual requirements and current processes as well as updated summary financial information of the Fund.

Item 18. Other Proposed Item

1. Approval of the Minutes of the Annual Stockholders' Meeting held on June 18, 2024
2. Annual Report to the Stockholders
3. Ratification of all Acts and Resolutions of the Board of Directors, Management and All Committees for the fiscal year 2024, and subsequent Acts and Resolutions until 30 April 2025
4. Election of the Members of the Board of Directors for the year 2025-2026
5. Renewal of the Management Distribution Agreement for the Year 2025
6. Appointment of External Auditor for the year 2025
7. Other Matters
 - a. Amendments to the Prospectus
 - b. Amendment of Articles of Incorporation and By-Laws to reflect change of Corporate Name
 - c. Amendment of By-Laws to reflect delegation of authority to the Board of Directors to amend the By-Laws

During the Annual Stockholders' Meeting

The Fund conducted its last Annual Stockholders' Meeting (ASM) via remote communication on June 18, 2024, to provide the Directors, stockholders, and other stakeholders a safer mode of attendance and participation in the ASM and to comply with the Revised Corporation Code of the Philippines and SEC Memorandum Circular No. 6, Series of 2020. The items to be voted on were indicated in the Definitive Information Statement and sent to the shareholders at least 15 business days before the virtual meeting.

During the ASM, the host flashed the items to be voted on the screen, and voting was done through a poll mechanism and counted automatically.

All members of the Board, the Chairperson of the Board, the President and representatives of the external auditors, and other key officers attended the virtual ASM. The Chairperson of the Board formally opened the 2024 ASM. The Corporate Secretary certified the existence of a quorum for a valid transaction of business at the meeting. There were no questions raised prior, during and after the ASM. The Corporate Secretary was responsible for the validation of proxies and counting of votes for the matters presented for approval of the stockholders at last year's ASM.

Item 19. Voting Procedure

The matters included in the agenda require the approval of the stockholders, as follows:

1. For the approval of the minutes of the 2024 meetings and the ratification/approval of the acts and resolutions of the Board, the renewal of the management and distribution agreement and the appointment of the external auditor, a majority vote of the stockholders present in the meeting is sufficient.
2. For the election of Directors - The votes of all the shares as present in the meeting or by proxy, or voting *in absentia* will be on a per share basis.

Article III of Section 7 of the By-Laws states that “unless otherwise provided by law, each stockholder shall at every meeting of the stockholders be entitled to one vote, in person or by proxy, for each share with voting right held by such stockholder. At all meetings of the stockholders, all elections and all questions, except in cases where other provision is made by statute or by these By-Laws, shall be decided by the plurality vote of stockholders present in person or by proxy and entitlement to vote thereat, a quorum being present. Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting and entitlement to vote thereat, the vote on any question need not be by ballot. On a vote ballot, each ballot shall be signed by the stockholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares voted by him.

3. For the amendment of Articles of Incorporation and By Laws

There’s no voting requirement to amend the Articles of Incorporation under the By Laws. However, the Section 15 of the Revised Corporation Code (RCC) states that “Unless otherwise prescribed by this Code or by special law, and for legitimate purposes, any provision or matter stated in the articles of incorporation may be amended by a majority vote of the board of director and the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock, without prejudice to the appraisal right of dissenting stockholders in accordance with the provisions of this Code.”

Article XII Section 7 of the By Laws states that “These by-laws shall be subject to amendment, alteration or repeal and new By-Laws not inconsistent with any provisions of law, may be made, by the affirmative vote of the majority of the Board of Directors and of holders of record of a majority of the outstanding capital stock of the Corporation entitled to vote in respect thereof given at any annual meeting or any special meeting called for such purpose. The Board of Directors may likewise amend, alter, or repeal any By-Laws or adopt new By-Laws by majority vote at any regular or special meeting of the Board, if authorized by the stockholders, provided by Law”

4. Methods by which votes will be counted

The votes of the stockholders registered as present in the meeting or by proxy, or voting *in absentia*, shall be counted electronically, and the Chairperson will announce the result of the voting. Stockholders participating in the online meeting are given an electronic ballot which will allow them to vote on all items in the agenda presented for voting in the meeting. The ballots will be filled up electronically by stockholders and submitted electronically to the Corporate Secretary or her duly authorized representative/s. The valid votes will be counted by the Corporate Secretary. The Chairman will then announce the result after the counting.

The Board of Directors in its special meeting held on May 22, 2020, approved the adoption of guidelines to allow participation through remote/electronic means of communication in board/shareholders’ meeting and for voting in absentia. The guidelines detail mainly: a) the mechanism to verify the identity of the shareholders; (b) the measures to ensure that all shareholders have the opportunity to participate in the meeting; and (c) the mechanism to enable shareholders to vote during the meeting.

FIRST METRO SAVE AND LEARN EQUITY FUND, INC. YEAR 2024 ANNUAL REPORT ON SEC FORM 17-A WILL BE PROVIDED WITHOUT CHARGE TO EACH STOCKHOLDER UPON WRITTEN REQUEST ADDRESSED TO:


Atty. Ma. Alicia G. Picazo-San Juan
Corporate Secretary
First Metro Save and Learn Equity Fund, Inc.
18th Floor, PS Bank Center

777 Paseo de Roxas, corner Sedeño St., Makati City

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on May 16, 2025.

FIRST METRO SAVE AND LEARN EQUITY FUND, INC.

By:


MA. ALICIA G. PICAZO-SAN JUAN
Corporate Secretary

PART II - COMPANY PROFILE

Brief Description of the General Nature and Scope of Business of the Company

First Metro Save and Learn Equity Fund, Inc. (the Fund) is an open-end investment company, which was incorporated on May 27, 2005 and subsequently registered under R.A. 2629 (Investment Company Act) on September 6, 2005. As an open-end mutual fund, the company is engaged in selling its capital to the public and investing the proceeds in selected high-grade stocks.

The Fund had an initial paid-up capital of ₱25.00 million out of ₱100.00 million authorized capital stock composed of 100.00 million common shares with a par value of ₱1.00 per share. As of December 31, 2016, the authorized capital of the Fund was ₱2.25 billion composed of 2.25 billion common shares with a par value of ₱1.00 per share. The shares are being offered at a price based on the net asset value per share computed on a daily basis plus a front-end sales load fee.

Below are some of the awards and recognitions earned by the Fund based on its performance from Philippine Investment Fund Association (PIFA) since 2010 as shown below:

- In 2010, the Fund's performance ranked first for 1-year return, 3-year return and 5-year return categories.
- In 2011, the Fund obtained the first place in both 5-year return and 3-year return while second for the 1-year return categories.
- In 2012, the Fund ranked first for both 1-year return and 5-year return categories.
- In 2013, the Fund was 2nd place in the 5-year category versus peers.
- In 2014, the Fund performed 17.44% net for 2014, and is the 2nd best performing Equity fund in the 5-year return category.
- In 2015, the Fund performed (5.28%) net for 2015, and is the 1st best performing Equity fund in the 10-year return category.
- First Metro Save and Learn Equity Fund performed (7.05%) net in 2016.
- First Metro Save and Learn Equity Fund performed 22.57% net in 2017.
- First Metro Save and Learn Equity Fund performed (12.30%) net in 2018.
- In 2020 and 2021, the Fund obtained second place for the 10-year return category.
- In 2022, the Fund obtained third place for the 10-year return category.

First Metro Asset Management, Inc. (FAMI) serves as the investment manager and principal distributor of the Fund. Metropolitan Bank and Trust Company - Trust Banking Group (MBTC-TBG) serves as the Fund's stock and transfer agent.

Prior to August 2024, the Fund is a subsidiary of First Metro Investment Corporation (FMIC or First Metro) and the ultimate parent company is Metropolitan Bank and Trust Company (MBTC), the parent company of First Metro. In August 2024, due to the disposal of First Metro of all its holdings in the Fund, the Fund ceases to be a subsidiary of First Metro and an affiliate of MBTC.

Competition

The competitive environment for the company's products includes not only the products and services offered by the other Mutual Fund players, but all other investment instruments that the Company's target market has access to. The institutional funds of this market (especially the bigger ones) evidently have access to almost all types of instruments locally available such as unit investment trust funds, pre-need plans, universal life products, and other bank products. The retail funds and smaller institutional funds, however, are more likely limited to simple bank products. There is a big opportunity to tap into both the institutional and retail investors.

The registrant's main competitors are the other mutual funds in the Equity Fund category of Philippine mutual funds. It considers the funds of Sunlife, PAMI Equity, Philam, and Philippine Stock Index Fund Corp., as its main

competitors. As of March 31, 2025, these four competitor Funds represent around 40.38% of the total funds in this category. The company will be competing initially in terms of return on investment (ROI) and later on in terms of Fund size.

Principal Suppliers and Major Clients

The Fund has no raw materials for its business nor has any major existing supply contracts.

Dependence to a Single Customer or Few Customers

The Fund is not dependent to a single client or few customers for its business.

Effect of existing governmental regulation

The Fund is governed by the provisions in its prospectus that incorporate relevant investment rules and regulations by regulators such as the Investment Company Act (ICA) and the Securities and Exchange Commission (SEC), among others.

Specifically, the Fund primarily invests in equity securities, however, as a tactical move, a portion of the Fund may also be invested in government securities and in SEC-registered commercial papers but taking precautions of the market conditions, the level of interest rates, and of liquidity needs.

Moreover, the Fund's investment activities are also guided by the following limits/conditions as set out in the revised Implementing Rules and Regulations (IRR) of ICA:

- a. Maximum investment in any single enterprise is allowed but only up to fifteen percent (15.00%) of the Fund's NAV, except for investments in securities issued by the Philippine Government or its instrumentalities and, in no case, shall the total investment of the Fund exceed ten percent (10.00%) of the outstanding securities of any one investee company.
- b. The Fund must not invest, in aggregate, more than twenty percent (20%) of its net assets in transferrable securities, money market securities, deposits and financial derivatives issued by a single entity or issuer. Deposit should not exceed twenty percent (20%) of its net assets in a single bank/non-bank with quasi bank license.
- c. The investments of the Fund in deposits, debt securities or money market placements, over-the-counter financial derivatives placed in non-investment grade or unrated deposit taking institution, including unlisted shares issued by a related party, should not exceed five percent (5%) of its net assets and shall not exceed ten percent (10%) in aggregate amount.
- d. Investments in foreign government debt securities or money markets where the issuer or the guarantor is a government, sovereign or central bank with an international long-term issuer rating of investment grade may be increased to thirty five percent (35%) of the NAV, but only five percent (5%) is allowed for non-investment grade.
- e. The Fund manager is required to use a risk-management process that captures the risk associated with in the financial derivative instruments:
 - i. Total exposure should not exceed ten percent (10%) of the net assets or five percent (5%) if the derivatives are not investment grade, unless used for efficient portfolio management which the aggregate shall not be more than twenty percent (20%);
 - ii. Five percent (5%) of the NAV shall be invested to liquid assets to meet all payment and delivery obligations;
 - iii. The Fund Manager shall not act as a counterpart to an OTC derivative investment into by the Investment Company.
- f. Investment in its own securities are prohibited.
- g. Investments in margin purchases of securities, commodity futures contracts, precious metals, unlimited liability instruments, short selling of currencies and securities are not allowed.
- h. Purchasing or selling of securities other than capital stocks of the Fund from or to any of its officers or directors

or the officers and directors of its investment adviser/s, manager or distributor/s or firm/s of which any of them are members is prohibited.

- i. The Fund shall not engage in short selling.

The Fund's policy prescribes that at least 10.00% of its total assets is invested in any of the following:

- Treasury notes or bills, Certificates of Indebtedness issued by the Bangko Sentral ng Pilipinas which are short term, and other government securities or bonds and such other evidence of indebtedness or obligations, the servicing and repayment of which are fully guaranteed by the Republic of the Philippines;
- Tradable Long-Term Negotiable Certificate of Time Deposits
- Government debt securities where the issuer or the guarantor is a foreign government, sovereign or central bank with an international long-term issuer rating of investment grade;
- Savings or time deposits with government-owned banks or commercial banks, provided that in no case shall any such savings or time deposit accounts be accepted or allowed under a "bearer", "numbered" account or other similar arrangement.
- Money market instruments issued by Philippine regulated qualified issuers or those issued by an investment grade issuing body;
- Other collective schemes wholly invested in liquid/semi-liquid assets.

The Fund may borrow, on a temporary basis, for the purpose of meeting redemptions and bridging requirements provided that:

- the borrowing period should not exceed one month; and
- the aggregate borrowings shall not exceed ten percent (10%) of the net assets of the Investment Company

The Fund shall not incur any further debt or borrowing, unless at the time it is incurred or immediately thereafter, there is asset coverage of at least 300.00% for all its borrowings. In the event that such asset coverage shall at any time fall below 300.00%, the Fund shall, within three days thereafter, reduce the amount of borrowings to an extent that the asset coverage of such borrowings shall be at least 300.00%.

The Fund believes that government regulations are intended to grow the mutual fund industry while protecting the interests of the investing public, thus, it will comply with the regulations imposed or to be imposed by government regulators. Also, the passage of the Personal Equity Retirement Account (PERA) and Collective Investment Scheme bills into law will benefit the mutual fund industry.

Executive Officers

The list of officers is found in Item 5 of Part I above.

Principal Officers are appointed annually by the Board of Directors at its organizational meeting following the Annual Meeting of Stockholders.

Number of Employees

The Fund has no employees because all aspects of its operations and administration are subcontracted with third parties; hence it has no risks as far as labor problems are concerned.

Compliance with the Manual on Corporate Governance

First Metro Save and Learn Equity Fund, Inc. has adopted a good governance scorecard to measure and determine the level of compliance by the Board of Directors and top-level management with its Manual of Corporate Governance. Every end of the current year, the scorecard patterned after the SEC-prescribed Corporate Governance Self-Rating Form (CG-SRF) shall be accomplished by the Compliance Officer. The result of this evaluation is submitted to the Board together with the CO's recommendation for any sanctions of non-compliance. On the basis

of this scorecard, the Compliance Officer has issued to SEC a certification on the Company's compliance with its Manual of Corporate Governance.

A Compliance Officer has been appointed to manage the Compliance System of the Company and to monitor and evaluate compliance with the Manual of Corporate Governance. In general, the Company is in compliance with the leading practices in good corporate governance. This was reported in a Certification by the Compliance Officer filed with the Commission on January 30, 2025. No director or officer of the Company was found in violation of the Manual.

As there shall be new SEC issuances, the Company is committed to comply with new requirements to enhance its corporate governance.

Major Risks Involved

Various risk factors can affect the market value of the assets of the Fund and cause the Fund's net asset value to vary. Consequently, there are instances when redemption prices of redeemed shares may be less than the prices at which the shares were originally purchased. Investors who redeem their shares during this time may not recover the full cost of their investment. The following are the risk factors in their order of importance:

Stock market risk. Investing in shares of stock is generally riskier because of the volatility of the stock market. Changes in prices of equity securities that compose the Fund's portfolio may substantially vary in a short span of time. The performance of the companies whose shares are included in the portfolio of the Fund are very much dependent on the people behind those companies. Added to that, stock prices are sensitive to political and economic conditions that normally change from time to time. To manage the risk, the stocks included in the portfolio will be cautiously selected by the investment manager based on their soundness and long-term profitability. Diversification of the stockholdings (not only in terms of the number of stocks but also in the different sectors and industries) of the portfolio will be done to reduce its impact.

Interest rate risk. If interest rates rise, the prices at which the assets of the Fund can be sold may fall. The longer the maturity of the assets, the more sensitive the prices of the assets will be to changes in interest rates. In other words, a long-term investment (e.g. 5-year Retail Treasury Bond) will have higher interest rate sensitivity than a short-term investment (e.g. 365-day Treasury Bill). To mitigate the risks, the Fund manager will diversify in terms of the type of securities (such as treasury bonds, notes, bills) and the time horizons of the said securities (such as one-year, 3-year, 5-year, 10-year, and above 10 years).

Inflation risk. Inflation risk is the risk that inflation may erode the real value of an investment by the Fund. One way to manage the risk is to actively trade in fixed-income securities, particularly government securities, which are valued on a marked-to-market basis.

Manager risk. The performance of the Fund is dependent upon the investment manager's skill in making appropriate investments. As a result, the Fund may underperform in the market or compared to its peers. Also, the Fund could fail to meet its investment objectives. The board of directors of the Issuer will see to it that all the investment policies and restrictions enumerated in this prospectus are strictly followed. The board will meet more often to continually monitor the investment manager's performance in this area.

PART III - SECURITIES OF THE REGISTRANT

Market Price of and Dividends on the Issuer's Common Equity and Related Stockholder Matters

A. Market Information

Below is the history of Net Asset Value per Share (NAVPS) of the Fund the first quarter of 2025, and for the years 2024, 2023 and 2022:

Year		1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2025	High	4.7163	—	—	—
	Low	4.3383	—	—	—
2024	High	4.9811	4.9671	5.2746	5.3295
	Low	4.6283	4.3368	4.4813	4.5723
2023	High	5.0076	4.7824	4.7948	4.6662
	Low	4.5460	4.5987	4.3757	4.3095
2022	High	5.3104	5.1592	4.8598	4.7917
	Low	4.9289	4.4474	4.1606	4.1606

There is no principal market where the Fund's shares are traded, not even in the Philippine Stock Exchange due to its nature as an open-end investment company. The Fund's shares are sold through its appointed Principal Distributor and sub-distributors.

B. Shareholders

As of March 31, 2025, there are 14,342 shareholders of the Company's common stock. In addition, the Fund is 99.20 % owned by Filipinos and 0.80% by Non-Filipinos. Retail and Institutional investors owned 69.98% and 30.02%, respectively. Shown below are the top twenty (20) shareholders, including the number of shares and percentage of ownership held by each as of the same date.

No.	Account No.	No. of Shares	Percentage of Ownership*
1	66717	66,007,216	9.86%
2	67043	53,487,521	7.99%
3	58559	16,879,724	2.52%
4	34350	13,662,944	2.04%
5	59133	12,416,125	1.85%
6	6832	12,368,626	1.85%
7	35304	11,856,903	1.77%
8	62973	9,940,840	1.49%
9	65523	8,978,353	1.34%
10	26864	8,062,209	1.20%
11	16909	7,864,163	1.17%
12	36780	7,722,208	1.15%
13	771	7,082,795	1.06%
14	17319	4,833,170	0.72%
15	46667	4,376,118	0.65%
16	48366	4,183,978	0.63%
17	5393	4,155,277	0.62%
18	64787	3,772,475	0.56%
19	57660	3,486,670	0.52%
20	57575	3,467,492	0.52%

**On December 17, 2019, SEC approved the confidential treatment of the Top 20 shareholders of the Fund.*

C. Dividends

The Fund has not issued any cash dividend since its inception. The Board of Directors of the Fund may decide to declare dividends from the unrestricted retained earnings of the Fund at a time and percentage as the Board may deem proper and in accordance with law. The Fund may declare or pay dividends but limits those dividends to come from the Fund's accumulated undistributed net income. The ability of the Fund to declare dividends therefore will be restricted by the amount of yearly net income generated. This would be dependent on the performance of the market and on the performance of the investment manager.

Recent Sale of Unregistered Securities

There are no securities of the registrant sold by it during the year which were not registered under the Code.

Legal Proceedings

The Fund has no material pending legal proceedings to which it is a party. None of the Board of Directors is:

- involved in any legal proceeding the past five (5) years that are material to an evaluation of the ability or integrity of any director, any nominee for election as director, executive officer, underwriter, or control person of the Registrant;
- involved in any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time;
- involved in or convicted by final judgment in any criminal proceeding, domestic or foreign, or subject to a pending criminal proceeding, foreign or domestic, excluding traffic violations and other minor offenses;
- subject to any order, judgment, or decree not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
- found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the said judgment has not been reversed, suspended or vacated.

PART IV - MANAGEMENT DISCUSSION AND ANALYSIS

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The Fund's Statements of Financial Position and Statements of Comprehensive Income as of March 31, 2025 and for the years ended December 31, 2024 and 2023 are presented below:

Statements of Financial Position

	As of March 31, 2025 (Unaudited)	As of December 31 (Audited) 2024	2023	Increase (Decrease)			
				2025 vs. 2024		2024 vs. 2023	
				Amount	%	Amount	%
ASSETS							
Cash and cash equivalents	₱323,722,077	₱467,546,535	₱364,951,480	(₱143,824,458)	(30.76%)	₱102,595,055	28.11%
Financial assets FVTPL	2,727,444,004	2,737,496,539	4,002,731,474	(10,052,535)	(0.37%)	(1,265,234,935)	(31.61%)
Receivables	37,111,837	1,089,096	3,420,783	36,022,741	3307.58%	(2,331,687)	(68.16%)
Other asset	1,477,983	1,477,983	1,477,983	—	—	—	—
	₱3,089,755,901	₱3,207,610,153	₱4,372,581,720	(₱117,854,252)	(3.67%)	(₱1,164,971,567)	(26.64%)
LIABILITIES							
Accounts payable and accrued expenses	₱76,002,487	₱15,919,659	₱18,902,378	₱60,082,828	377.41%	(₱2,982,719)	(15.78%)
EQUITY							
Capital stock	669,619,077	687,354,539	940,290,337	(17,735,462)	(2.58%)	(252,935,798)	(26.90%)
Additional paid-in capital	2,569,556,128	2,636,446,651	3,651,193,903	(66,890,523)	(2.54%)	(1,014,747,252)	(27.79%)
Retained earnings (deficit)	(225,421,791)	(132,110,696)	(237,804,898)	(93,311,095)	70.63%	105,694,202	44.45%
	3,013,753,414	3,191,690,494	4,353,679,342	(177,937,080)	(5.58%)	(1,161,988,848)	(26.69%)
	₱3,089,755,901	₱3,207,610,153	₱4,372,581,720	(₱117,854,252)	(3.67%)	(₱1,164,971,567)	(26.64%)

Statements of Comprehensive Income

	Jan 1– March 31 (Unaudited)		Jan 1– December 31 (Audited)		Increase (Decrease)			
					2025 vs. 2024		2024 vs. 2023	
	2025	2024	2024	2023	Amount	%	Amount	%
INVESTMENT INCOME								
Trading and securities gains (losses)	(₱98,905,063)	₱268,988,466	₱134,210,381	(₱4,879,724)	(₱367,893,529)	(136.77%)	₱139,090,105	2850.37%
Dividend income	28,249,569	31,299,611	83,728,627	114,449,367	(3,050,042)	(9.74%)	(30,720,740)	(26.84%)
Interest income	2,495,308	1,302,963	6,425,648	15,125,752	1,192,345	91.51%	(8,700,104)	(57.52%)
Miscellaneous income	—	—	897,435	2,700,207	—	—	(1,802,772)	(66.76%)
	(68,160,186)	301,591,040	225,262,091	127,395,602	(369,751,226)	(122.60%)	97,866,489	76.82%
OPERATING EXPENSES								
Management and retainer's fees	16,100,851	22,359,984	79,431,884	87,181,718	(6,259,133)	(27.99%)	(7,749,834)	(8.89%)
Brokers' commission	3,892,236	8,949,703	25,348,302	33,096,776	(5,057,467)	(56.51%)	(7,748,474)	(23.41%)
Transaction charges	244,114	320,656	1,121,689	301,605	(76,542)	(23.87%)	820,084	271.91%
Fund accounting fee	229,619	448,449	1,261,280	1,968,194	(218,830)	(48.80%)	(706,914)	(35.92%)
Custodian and clearing fees	176,678	257,084	902,599	1,147,851	(80,406)	(31.28%)	(245,252)	(21.37%)
Professional fees	162,910	117,118	631,277	663,075	45,792	39.10%	(31,798)	(4.80%)
Taxes and licenses	109,004	604,137	1,528,330	1,484,084	(495,133)	(81.96%)	44,246	2.98%
Directors' and officers' fees and allowances	76,184	69,000	273,500	222,000	7,184	10.41%	51,500	23.20%
Miscellaneous	48,714	54,055	194,592	263,125	(5,341)	(9.88%)	(68,533)	(26.05%)
	21,040,310	33,180,186	110,693,453	126,328,428	(12,139,876)	(36.59%)	(15,634,975)	(12.38%)
NET INVESTMENT INCOME								
(LOSS) BEFORE TAX	(89,200,496)	268,410,854	114,568,638	1,067,174	(357,611,350)	(133.23%)	113,501,464	10635.70%
PROVISION FOR FINAL TAX	7,555,911	10,804,942	39,083,907	11,209,746	(3,249,031)	(30.07%)	27,874,161	248.66%
NET INVESTMENT INCOME (LOSS) / TOTAL COMPREHENSIVE INCOME (LOSS)								
	(₱96,756,407)	₱257,605,912	₱75,484,731	(₱10,142,572)	(₱354,362,319)	(137.56%)	₱85,627,303	844.24%

2025

Financial Position (March 31, 2025 vs. December 31, 2024)

As of March 31, 2025, the Fund's total assets reached ₱3.09 billion, lower by ₱0.12 billion from ₱3.21 billion as of December 31, 2024. Total liabilities increased by ₱60.08 million or 377.41% from ₱15.92 million to ₱76.00 million as of reporting date. The changes in total assets and liabilities are primarily due to the movements in the following accounts:

a. Cash and cash equivalents

This account represents the Fund's savings and checking accounts and time deposits in local banks. Cash in banks earn interest at the respective bank deposit rates. Time deposits bear annual interest rates of 3.60% to 3.75% and 3.85% in 2025 and 2024, respectively. The decrease of 30.76% or ₱143.82 million from ₱467.55 million as of December 31, 2024 to ₱323.72 million was due to lower balances of time deposits as of reporting date.

b. Financial assets at fair value through profit or loss

This account consists of investments in equity securities. The decrease of ₱0.01 billion from ₱2.74 billion to ₱2.73 billion was due to the sale of equity securities. As of March 31, 2025 and December 31, 2024, this account includes unrealized fair value loss of ₱71.07 million and gain of ₱67.22 million, respectively.

c. Receivables

This account consists of due from brokers, accrued interest receivable, dividend receivable and accounts receivable. The increase of ₱36.02 million from ₱1.09 million to ₱37.11 million was due to higher receivable from brokers pertaining to the amount collectible from the sale of equity securities which collections are due within two (2) business trading days following the settlement convention as of reporting date.

d. Other asset

Other asset pertains to creditable withholding taxes of the Fund. This account remained at ₱1.48 million as of March 31, 2025 and December 31, 2024.

e. Accounts payable and accrued expenses

Accounts payable and accrued expenses consist of due to brokers, accounts payable, payable to FAMI, accrued expenses, withholding tax and documentary stamp tax (DST) payable. The increase of ₱60.08 million or 377.41% from ₱15.92 million to ₱76.00 million was mainly due to higher amount of unpaid purchases of stock which payments are due within two (2) business trading days following the settlement convention as of reporting date.

f. Equity

The Fund's equity is comprised of its capital stock, additional paid-in capital and retained earnings. The decrease of ₱0.18 billion or 5.58% from ₱3.19 billion to ₱3.01 billion was mainly due to net redemption and results of operations during the period.

Capital Stock ended at ₱669.62 million, a decrease of ₱17.74 million from ₱687.35 million mainly due to net redemptions during the period. The Fund's authorized capital stock remained at ₱2.25 billion with par value of ₱1.00 per share. As of March 31, 2025, and December 31, 2024, the total issued and outstanding shares were 669,619,077 and 687,354,539, respectively, while the total number of holders of redeemable common shares is 14,342 and 14,541, respectively.

Additional paid in capital decreased by ₱0.07 billion from ₱2.64 billion as of December 31, 2024 to ₱2.57 billion as of March 31, 2025 due to net redemptions during the period.

Deficit increased by ₱93.31 million or 70.63% from ₱132.11 million to ₱225.42 million mainly due to results of operations during the year.

Results of Operations (January 1– March 31, 2025 vs. January 1– March 31, 2024)

For the period ended March 31, 2025, the Fund recognized a net loss of ₱96.76 million, lower by ₱354.35 million from same period last year's net income of ₱257.61 million. Detailed discussions on the changes in the statement of income accounts are as follows:

a. Trading and securities gains (losses)

This account includes realized and unrealized gains (losses) from equity securities trading portfolio. The decrease of ₱367.90 million or 136.77% from ₱268.99 million gain during the same period last year to ₱98.91 million loss this year was mainly due to the change in the fair value of equity securities held for trading during the period.

b. Dividend income

This account decreased by ₱3.05 million or 9.74% from ₱31.30 million to ₱28.25 million mainly due to lower cash dividends earned from the shares of stocks held during the period.

c. Interest income

This account totaled ₱2.50 million, 91.51% or ₱1.20 million higher than same period last year's ₱1.30 million mainly due to higher interest income earned from time deposits during the period on account of increased time deposits volume and yields.

d. Management and retainer's fees

This account decreased by ₱6.26 million or 27.99% from ₱22.36 million to ₱16.10 million mainly due to the lower daily average asset under management of the Fund during the period.

e. Brokers' commission

This account pertains to fees paid to brokers to execute a trade based on the volume of equity securities being traded. The decrease of 56.51% or ₱5.06 million from ₱8.95 million to ₱3.89 million was mainly due to the lower volume of equity trades during the period.

f. Transaction charges

This account pertains to the payment of stock trading charges. The decrease of 23.87% or ₱0.08 million from ₱0.32 million to ₱0.24 million was due to the lower volume of equity trades during the period.

g. Fund accounting fee

This account pertains to payment of the fund admin fee during the period. The decrease of 48.80% or ₱0.22 million from ₱0.45 million to ₱0.23 million this year was due to lower fees being paid in connection with the decrease in asset under management of the Fund during the period.

h. Custodian and clearing fees

This account pertains to payment to the custodian of the Fund. This account decreased by 31.28% or ₱0.08 million from ₱0.26 million to ₱0.18 million mainly due to lower fees paid relative to the decrease in equity securities held by the custodian during the period.

i. Professional fees

This account represents audit fees incurred by the Fund. This account increased by 39.10% or ₱0.04 from ₱0.12 million to ₱0.16 million mainly due to higher audit fees paid during the period.

j. Taxes and licenses

This account pertains to taxes other than income tax, such as DST and local taxes. The decrease of 81.96% or ₱0.49 million from ₱0.60 million to ₱0.11 million was due to lower DST payment made by the Fund during the period.

k. Directors' and officers' fees

This account pertains to per diem of the Fund's officers and directors during board meetings and annual stockholders' meeting. The increase of ₱0.01 million or 10.41% from ₱0.07 million to ₱0.08 million was due to the higher number of members attended the meetings held during the period.

l. Miscellaneous expense

This account decreased by 9.88% or ₱0.01 million from last year's ₱0.05 million to ₱0.04 million mainly due to lower bank charges and other miscellaneous expenses paid by the Fund during the period.

2024

Financial Position (December 31, 2024 vs. December 31, 2023)

The total resources of the Fund decreased by ₱1.16 billion or 26.64% from ₱4.37 billion in 2023 to ₱3.21 billion as of December 31, 2024. Liabilities also went down by ₱2.98 million or 15.78% from ₱18.90 million in 2023 to ₱15.92 million in 2024.

The movement in total assets and liabilities are primarily due to the changes in the following accounts:

a. Cash and cash equivalents

Cash and cash equivalents represent the Fund's savings, checking accounts and time deposits in local banks. This account increased by ₱102.60 million or 28.11% from ₱364.95 million in 2023 to ₱467.55 million in 2024 due to higher cash in banks and higher placements in time deposit this year.

Cash in banks earn interest at the respective bank deposit rates which remains at 0.0625% to 0.125% and 0.13% to 0.50% in 2024 and 2023, respectively. Cash equivalents which consist of time deposits earns an annual interest rate ranging from 3.85% and 3.00% to 3.83% in 2024 and 2023, respectively.

b. Financial assets at fair value through profit or loss (FVTPL)

This account consists of investment in equity securities. This account represents 85.34% and 91.54% of the total assets in 2024 and 2023, respectively. It declined by ₱1.26 billion or 31.61% from ₱4.00 billion in 2023 to ₱2.74 billion at the end of the year due to the sale of various securities.

Financial assets at FVTPL include unrealized fair value gains of ₱67.22 million and ₱70.39 million as of December 31, 2024 and 2023, respectively.

c. Receivables

Receivables amounted to ₱1.09 million and ₱3.42 million as of December 31, 2024 and 2023, respectively. The decrease of ₱2.33 million or 68.16% was mainly due to the decrease in dividends receivable from equity securities.

d. Other asset

Other asset remained at ₱1.48 million as of December 31, 2024 and 2023. This account pertains to prepaid creditable withholding tax of the Fund.

e. Accounts payable and accrued expenses

This account amounted to ₱15.92 million and ₱18.90 million as of December 31, 2024 and 2023, respectively. The decrease of ₱2.98 million or 15.78% was mainly due to the lower unsettled payable to FAMI and documentary stamp tax payable.

This includes accounts payable, payable to FAMI, accrued expenses, withholding tax payable and documentary stamp tax payable.

f. Equity

Total stockholders' equity decreased by ₱1.16 billion or 26.69% from last year's ₱4.35 billion to ₱3.19 billion this year mainly due to the net redemptions during the year.

Capital Stock

The Fund's authorized and issued capital stock follow:

	2024		2023	
	Shares	Amount	Shares	Amount
Par value - ₱1 Authorized	2,250,000,000	₱2,250,000,000	2,250,000,000	₱2,250,000,000
Issued and outstanding				
Balance at the beginning				
of the year	940,290,337	940,290,337	912,506,191	912,506,191
Subscription	146,363,979	146,363,979	135,805,826	135,805,826
Redemption	(399,299,777)	(399,299,777)	(108,021,680)	(108,021,680)
Balances at the end of the year	687,354,539	₱687,354,539	940,290,337	₱940,290,337

As of December 31, 2024 and 2023, the total number of holders of redeemable common shares is 14,541 and 15,536, respectively.

Additional paid-in capital totaled ₱2.64 billion and ₱3.65 billion in 2024 and 2023, respectively, decreased by ₱1.01 billion or 27.79% mainly due to the net redemptions during the year.

Deficit decreased by ₱105.69 million or 44.45% from ₱237.80 million in 2023 to ₱132.11 million this year mainly due to the result of Fund's operation during the year.

Results of Operations (January 1–December 31, 2024 vs. January 1–December 31, 2023)

For the year ended December 31, 2024, the Fund incurred a net income of ₱75.48 million from a net loss of ₱10.14 million in 2023. The increase of ₱85.62 million or 844.24% is primarily due to higher trading and securities gains on sale of equity securities during the year.

The highlights of the results of operations for the year ended December 31, 2024 are as follows:

a. Trading and securities gains (losses)

For the year 2024, the Fund incurred trading and securities gain amounting to ₱134.21 million, ₱139.09 million higher than last year's loss of ₱4.88 million due to improvement in the equity shares prices during the year. This account represents realized gain from the sale and unrealized gain from the change in fair value of debt and equity securities held for trading during the year.

b. Dividend income

Dividend income is recognized when the Fund's right to receive payment is established. The decrease of ₱30.72 million or 26.84% from last year's ₱114.45 million to ₱83.73 million this year was mainly due to lower cash dividends earned from shares of stocks held during the year.

c. Interest income

Interest income earned from cash and cash equivalents and financial assets at FVTPL investments declined by ₱8.70 million or 57.52% from ₱15.13 million to ₱6.43 million this year due to decrease in the financial assets at FVTPL investments during the year.

d. Miscellaneous Income

Miscellaneous income amounting to ₱0.90 million and ₱2.70 million for the year ended December 31, 2024 and 2023, respectively. The decrease of ₱1.80 million or 66.76% was mainly due to lower miscellaneous income recognized during the year.

e. Management and retainer's fee

This account includes management fees and retainer's fees of the Fund. This account decreased by ₱7.75 million or 8.89% from last year's ₱87.18 million to ₱79.43 million this year, due to decrease in daily average asset under management of the Fund this year.

f. Brokers' commission

Broker's commission amounting to ₱25.35 million and ₱33.10 million for the year ended December 31, 2024 and 2023, respectively. The decrease of ₱7.75 million or 23.41% was to lower commission rate charged during the year. This is relative to the issuance of SEC MC 7-2024 last April 16, 2024 which removes the minimum commission charge for every stock trading transaction.

g. Taxes and licenses

This account includes filing fees, local taxes and documentary stamp taxes which increased by ₱0.05 million from ₱1.48 million to ₱1.53 million this year due to higher DST paid during the year.

h. Fund accounting fee

This pertains to payment of the fund admin fee during the year. This account totaled ₱1.26 million and ₱1.97 million for the year ended December 31, 2024 and 2023, respectively. The decrease of ₱0.71 million or 35.92% was due to decrease in daily average asset under management of the Fund this year.

i. Transaction charges

This account pertains to the payment of stock trading and over-the-counter charges of the Fund. The increase of ₱0.82 million or 271.91% from ₱0.30 million to ₱1.12 million this year was mainly due to higher volume of sale of trades during the year.

j. Custodian and clearing fees

This account pertains to payment to the custodian of the Fund. This account decreased by ₱0.25 million or 21.37% from last year's ₱1.15 million to ₱0.90 million this year due to lower fees paid during the year.

k. Professional fees

This account represents audit fees and other professional fees incurred by the Fund. This account decreased by ₱0.03 million from last year's ₱0.66 million to ₱0.63 million this year mainly due to lower audit fees paid during the year.

l. Directors' and officers' fees

This account pertains to per diem of the Fund's officers and directors during board meetings and annual stockholders' meeting. The increase of ₱0.05 million or 23.20% from ₱0.22 million in 2023 to ₱0.27 million in 2024 was due to a higher number of members attended the meetings held during the year.

m. Miscellaneous expense

Miscellaneous expenses consist of bank charges, insurance premiums, notarial fees and membership fees and dues. This account decreased by ₱0.07 million or 26.05% from ₱0.26 million to ₱0.19 million mainly due to lower other operating expenses incurred during the year.

2023

Financial Position (December 31, 2023 vs. December 31, 2022)

The total resources of the Fund increased by ₱0.11 billion from ₱4.26 billion in 2022 to ₱4.37 billion as of December 31, 2023. Liabilities went down by ₱2.52 million or 11.74% from ₱21.42 million in 2022 to ₱18.90 million in 2023.

The movement in total assets and liabilities are primarily due to the changes in the following accounts:

a. Cash and cash equivalents

Cash and cash equivalents represent the Fund's savings, checking accounts and time deposits in local banks. This account increased by ₱221.28 million or 154.02% from ₱143.67 million in 2022 to ₱364.95 million in 2023 due to higher cash in banks and higher placements in time deposit this year.

Cash in banks earn interest at the respective bank deposit rates which remains at 0.13% to 0.50% in 2023 and 2022. Cash equivalents which consist of time deposits earns an annual interest rate ranging from 3.00% to 3.83% and nil in 2023 and 2022, respectively.

b. Financial assets at fair value through profit or loss (FVTPL)

This account consists of investment in equity securities. This account represents 91.54% and 95.28% of the total assets in 2023 and 2022, respectively. It declined by ₱0.06 billion from ₱4.06 billion in 2022 to ₱4.00 billion at the end of the year due to the sale of various securities.

Financial assets at FVTPL include unrealized fair value gain of ₱70.39 million and fair value loss of ₱115.62 million as of December 31, 2023 and 2022, respectively.

c. Financial assets at amortized cost

Financial assets at amortized cost consist of private debt securities amounting to ₱52.89 million as of December 31, 2022. This investment bears annual interest of 3.875% and matured in February 2023.

d. Receivables

Receivables amounted to ₱3.42 million and ₱2.90 million as of December 31, 2023 and 2022, respectively. The increase of ₱0.52 million or 17.97% was mainly due to the increase in dividends receivable from equity securities.

e. Other asset

Other asset decreased by ₱0.43 million or 22.78% from ₱1.91 million as of December 31, 2022 to ₱1.48 million as of December 31, 2023, respectively. This account pertains to prepaid creditable withholding tax of the Fund.

f. Accounts payable and accrued expenses

This account amounted to ₱18.90 million and ₱21.42 million as of December 31, 2023 and 2022, respectively. The decrease of ₱2.52 million or 11.74% was mainly due to the lower unsettled redemptions of clients.

This account includes accounts payable, payable to FAMI, accrued expenses, withholding tax payable and documentary stamp tax payable.

g. Equity

Total stockholders' equity increased by ₱110.40 million mainly due to the net subscription and result of operations during the year.

Capital Stock

The Fund's authorized and issued capital stock follow:

	2023		2022	
	Shares	Amount	Shares	Amount
Par value - ₱1 Authorized	2,250,000,000	₱2,250,000,000	2,250,000,000	₱2,250,000,000
Issued and outstanding				
Balance at the beginning				
of the year	912,506,191	912,506,191	855,951,046	855,951,046
Subscription	135,805,826	135,805,826	144,145,046	144,145,046
Redemption	(108,021,680)	(108,021,680)	(87,589,901)	(87,589,901)
Balances at the end of the year	940,290,337	₱940,290,337	912,506,191	₱912,506,191

As of December 31, 2023 and 2022, the total number of holders of redeemable common shares is 15,536 and 16,329, respectively.

Additional paid-in capital totaled ₱3.65 billion and ₱3.58 billion in 2023 and 2022, respectively, increased by ₱0.07 billion mainly due to the net subscriptions during the year.

Deficit decreased by ₱8.84 million from ₱246.64 million in 2022 to ₱237.80 million this year mainly due to the result of Fund's operation during the year.

Results of Operations (January 1– December 31, 2023 vs. January 1– December 31, 2022)

For the year ended December 31, 2023, the Fund incurred a net loss of ₱10.14 million from a net loss of ₱348.55 million in 2022. The decrease of ₱338.41 million or 97.09% is primarily due to higher trading and securities gains on sale of equity securities and dividend income during the year.

The highlights of the results of operations for the year ended December 31, 2023 are as follows:

a. Trading and securities gains (losses)

For the year 2023, the Fund incurred trading and securities loss amounting to ₱4.88 million, 98.37% or ₱294.92 million lower than last year's loss of ₱299.80 million due to improvement in the equity shares prices during the year. This account represents realized loss from the sale and unrealized loss from the change in fair value of debt and equity securities held for trading during the year.

b. Dividend income

Dividend income is recognized when the Fund's right to receive payment is established. The increase of ₱27.34 million or 31.38% from last year's ₱87.11 million to ₱114.45 million this year was mainly due to higher cash dividends earned from shares of stocks held during the year.

c. Interest income

Interest income earned from cash and cash equivalents and financial assets at FVTPL investments rose by ₱6.72 million or 79.89% from ₱8.41 million to ₱15.13 million this year due to increase in the financial assets at FVTPL investments during the year.

d. Management and retainer's fee

This account includes management fees and retainer's fees of the Fund. This account decreased by ₱1.18 million from last year's ₱88.36 million to ₱87.18 million this year, due to decrease in daily average asset under management of the Fund this year.

e. Brokers' commission

Broker's commission amounting to ₱33.10 million and ₱25.30 million for the year ended December 31, 2023 and 2022, respectively. The increase of ₱7.80 million or 30.83% was to higher volume of trades during the year.

f. Fund accounting fee

This pertains to payment of the fund admin fee during the year. This account totaled ₱1.97 million and ₱1.19 million for the year ended December 31, 2023 and 2022, respectively. The increase of ₱0.78 million or 65.53% was due to higher fees paid in 2023 during the transition period to the new service provider.

g. Taxes and licenses

This account includes filing fees, local taxes and documentary stamp taxes which decreased by ₱0.02 million from ₱1.50 million to ₱1.48 million this year due to lower DST paid during the year.

h. Custodian and clearing fees

This account pertains to payment to the custodian of the Fund. This account decreased by ₱0.21 million or 15.71% from last year's ₱1.36 million to ₱1.15 million this year due to lower fees paid during the year.

i. Professional fees

This account represents audit fees and other professional fees incurred by the Fund. This account increased by ₱0.19 million or 41.21% from last year's ₱0.47 million to ₱0.66 million this year mainly due to higher audit fees paid during the year.

j. Transaction charges

This account pertains to the payment of stock trading and over-the-counter charges of the Fund. The decrease of ₱0.54 million or 64.15% from ₱0.84 million to ₱0.30 million this year was mainly due to lower volume of sale of trades during the year.

k. Directors' and officers' fees

This account pertains to per diem of the Fund's officers and directors during board meetings and annual stockholders' meeting. The decrease of ₱0.02 million or 8.64% from ₱0.24 million in 2022 to ₱0.22 million in 2023 was due to fewer members attended the meetings held during the year.

l. Miscellaneous expense

Miscellaneous expenses consist of bank charges, insurance premiums, notarial fees and membership fees and dues. This account decreased by ₱0.05 million or 16.21% from ₱0.31 million to ₱0.26 million mainly due to lower other operating expenses incurred during the year.

Plan of Action

FAMI is licensed by SEC to act as Investment Company Adviser/Manager, Administrator and Principal Distributor of mutual funds.

Being the principal distributor of the Fund's shares of stock, it intends to increase its marketing network and accredit sub-dealers or agents to sell the Fund's share.

Subsequent Events

Following the execution of Deed of Absolute Sale between FMIC and ATR Financial Holdings, Inc. on December 18, 2024, SALEF's new set of Directors and Officers were elected and appointed during the Fund's board meeting held on February 11, 2025.

Other Matters

The Fund Manager is not aware of any event and/or uncertainties that:

- will have a material impact on liquidity
- will trigger direct or contingent obligation that is material to the Fund including any default or acceleration of obligation
- will have an impact on all material off-balance sheet transactions, arrangement, obligations and other relationships of the Fund
- is a significant element of income or loss that did not arise from the Fund's continuing operations
- there are no material commitments for capital expenditures during the past year and in the subsequent year.

DISCUSSION OF KEY PERFORMANCE INDICATORS

The Fund has identified the following as its key performance indicators:

- *Net Asset Value Per Share* – Net Asset Value per share amounted to ₱4.5007 as of March 31, 2025, lower by ₱0.1427 from ₱4.6434 as of December 31, 2024. The Fund's net asset value decreased by ₱0.18 billion or 5.58% from ₱3.19 billion as of December 31, 2024 to ₱3.01 billion as of March 31, 2025.
- *Sales for the period* – The Fund's total sales of ₱0.04 billion for the period ended March 31, 2025 was 85.47% or ₱0.24 billion lower than ₱0.28 billion sales for the same period last year.

- *Redemptions for the period* – The Fund’s total redemptions of ₱0.12 billion for the period ended March 31, 2025 was 86.32% or ₱0.77 billion lower than ₱0.89 billion redemptions for the same period last year.
- *Net Income vs. Benchmark* – The Fund recognized a net loss of ₱96.76 million for the period ended March 31, 2025, lower by ₱354.35 million or 137.56% from same period last year’s net income of ₱257.61 million.
- *Market Share vs. Benchmark* – As of March 31, 2025, the Fund garnered 5.25% share in the Equity Funds category while 1.43% share in terms of net assets. On the basis of account holders, the Fund has 14,342 account holders or 1.38% of the total accounts in the Equity Funds category.

The following basic ratios measure the financial performance of the Company for the period ended March 31, 2025 and for the years 2024 and 2023:

PERFORMANCE INDICATORS	March 31, 2025 (Unaudited)	December 31, 2024 (Audited)	December 31, 2023 (Audited)
Return on assets ^{1/}	(12.29%)	1.99%	(0.23%)
Return on equity ^{2/}	(12.47%)	2.00%	(0.24%)
Cost to income ratio ^{3/}	(30.87%)	49.14%	99.16%
Net asset value per share ^{4/}	₱4.5007	₱4.6434	₱4.6301
Earnings(Loss) per share ^{5/}	(₱0.1437)	₱0.0991	(₱0.0114)

^{1/} Net Income over average assets. Average assets for year ended December 31 were computed based on the average of the beginning and ending balances.

^{2/} Net Income over average equity. Average equity for year ended December 31 was computed based on the average of the beginning and ending balances.

^{3/} Operating expenses for the cost-to-income ratios do not include provision for probable losses and provision for income taxes.

^{4/} Net asset value per unit by deducting total liabilities from total assets to come up with the Net Assets and dividing with the outstanding number of shares for the year.

^{5/} Net income divided by weighted average number of common shares.

Item 7. Financial Statements

1. Audited Financial Statements

2. Statement of Management’s Responsibility for Financial Statements

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati City on May 16, 2025.

FIRST METRO SAVE AND LEARN EQUITY FUND, INC.

By:


MARIA A VALEN A. DIANCO
TREASURER