

COVER SHEET

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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 -
 F . O . C . C . U . S D Y N A M I C 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 A. Dianco

(Contact Person)

(0954) 337 3016; (0999) 885 3364

(Company Telephone Number)

1 2 3 1
 Month 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

371

Total No. of Stockholders

Total Amount of Borrowings

Domestic	Foreign

 To be accomplished by SEC Personnel concerned

File Number
Document ID

LCU

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

**FIRST METRO SAVE AND LEARN F.O.C.C.U.S. DYNAMIC FUND, INC. (SALFOCCUS)
ANNUAL STOCKHOLDERS' MEETING**

Tuesday, June 10, 2025, 02:00PM via Zoom

Link to the ASM provided in 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 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 Zoom through the link 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 F.O.C.C.U.S. DYNAMIC 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/AUTHORIZED SIGNATORY

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 F.O.C.C.U.S. DYNAMIC FUND, INC.
3. Province, Country or other jurisdiction of incorporation or organization;
Metro Manila, Philippines
4. SEC Identification number: **CS201821017**
5. BIR Tax Identification Code: **010-145-586-000**
6. Address of Principal Office:
18th Floor, PS Bank Center, 777 Paseo de Roxas corner Sedeño St., Makati City
7. Telephone Number:
(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 ₱0.01)
Common Shares	368,224,698 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 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:

I. Class of Voting Shares:

Class of Voting Securities	Total Outstanding Shares	Votes Entitlement
Common Shares	368,224,698	One (1) vote per Share

II. Record Date

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

III. 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 and vote 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 V, 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 increases 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.

IV. Security Ownership of Certain Record and Beneficial Owners and Management:

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

Title Class	Name and Address of Owner	Name of Beneficial Owner	Citizenship	No. of Shares Held	Percent to Outstanding Shares
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Common Shares	Client No. 59900 / Stockholder / Cebu City	Same	Filipino	75,686,291	20.55%
Common Shares	Client No. 52700 / Stockholder / San Juan City, Metro Manila	Same	Filipino	49,287,640	13.39%
Common Shares	Client No. 64280 / Stockholder / Paco Manila	Same	Filipino	38,243,280	10.39%
Common Shares	Client No. 64271 / Stockholder / Tondo, Metro Manila	Same	Filipino	33,621,518	9.13%
Common Shares	Client No. 59231 / Stockholder / Metro Manila	Same	Filipino	26,135,778	7.10%
Common Shares	Client No. 64325 / Stockholder / Pasig City	Same	Filipino	23,840,822	6.47%
Common Shares	Client No. 57557 / Stockholder / Muntinlupa City	Same	Filipino	23,356,808	6.34%

**In lieu of names, the account numbers were reflected in this report for security reasons.*

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	4,000	Filipino	0.00%
Common Shares	Mr. Eduardo R. Carreon	4,000	Filipino	0.00%
Common Shares	Mr. Manuel N. Tordesillas	4,000	Filipino	0.00%
Common Shares	Mr. Jose C. Nograles*	4,000	Filipino	0.00%
Common Shares	Mr. Winston Andrew L. Peckson*	4,000	Filipino	0.00%

**Independent Directors*

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 F.O.C.C.U.S Dynamic 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 was paid by First Metro Asset Management, Inc. (FAMI). As of May 8, 2025, the percentage of ownership of FAMI is *nil*.

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 SALFOCCUS’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
<p>Bro. Manuel V. de Leon, FMS <i>Chairman</i></p>	<p>Bro. Manuel V. de Leon, FMS, 67, Filipino, term of office is one year.</p> <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>
<p>Eduardo R. Carreon <i>President</i></p>	<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</p>

	<p>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 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>
<p>Manuel N. Tordesillas <i>Director</i></p>	<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 (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 (since 2018). 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</p>

	<p>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>

	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.
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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 the 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 Controllership 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 Fund to make a significant contribution to the 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 F.O.C.C.U.S. Dynamic 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 F.O.C.C.U.S. Dynamic Fund, Inc. (SALFOCCUS) 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 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 SALFOCCUS and they were recommended to the Nominations Committee for election of independent directors by Sharon Abbasi, stockholder, in accordance with the foregoing rules. Sharon Abbasi 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 directors, executive 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 for the year ended December 31, 2024, 2023 and 2022 are as follows:

	Per Diem			
	2025 (Estimate)	2024	2023	2022
Directors	₱250,000	₱225,076	₱170,000	₱200,000
Executive Officers	40,000	29,500	32,000	32,000
Aggregate Annual Per Diem	₱290,000	₱254,576	₱202,000	₱232,000

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 board meetings.

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 Coompany (SGV & Co.). The reports of said auditors on the financial statements of the company for the year 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, SALFOCCUS will still be engaging the services of SGV & Co.

Representatives of SGV & Co. 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 year 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 ₱77,616 while the aggregate fees paid for 2023 and 2022 is ₱73,920 and ₱63,325, 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.

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.

SALFOCCUS'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 sale and 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 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, 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 F.O.C.C.U.S. DYNAMIC 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 F.O.C.C.U.S. Dynamic 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 F.O.C.C.U.S. DYNAMIC 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 F.O.C.C.U.S. Dynamic Fund, Inc. (the Fund) was incorporated in the Philippines on September 25, 2018 and subsequently registered under the Philippine Investment Company (Republic Act No. 2629) on July 1, 2019 as an open-end mutual fund company engaged in selling its capital to the public and investing the proceeds in selected high-grade equity securities in the Philippines. As an open-end mutual fund company, shares are redeemable at the holder's option at net asset value (NAV) at the time of redemption.

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

Prior to October 2024, the Fund is a subsidiary of First Metro and the ultimate parent company is MBTC, the parent company of First Metro. Since FAMI is the Fund's fund manager and First Metro holds a significant percentage of interest in FAMI, the latter maintained control over the Fund through its stake in FAMI. In October 2024, due to the disposal of First Metro of all its holdings in FAMI, the Fund ceases to be a subsidiary of First Metro and an affiliate of Metrobank.

The registered office address of the Fund is at 18th Flr. PSBank Center, Paseo de Roxas corner Sedeño St., Makati City.

The Fund ranked 2nd place on 1-year return category in 2021 based on its performance from Philippine Investment Fund Association (PIFA).

Competition

The competitive environment for the Fund's products includes not only the products and services offered by the other Mutual Fund players, but all other investment instruments that the target market has access to. The Philippine mutual fund industry is still a relatively young industry compared to those of other countries. However, it is growing at a fast rate.

The registrant's main competitors are the other mutual funds in the Balance Fund category of Philippine mutual funds. It considers the funds of Sunlife and ATRAM, as its main competitors. As of March 31, 2025, these two competitor Funds represent around 52.82% of the total funds in this category. The Fund will be competing initially in terms of return on investment (ROI) and later on in terms of Fund size. ATRAM and Sunlife have big sales force and they have life insurance companies as affiliates which they also tap to market their mutual funds. They have big multinational financial institutions as their parent companies. They have longer track record and experience not only in the mutual fund industry but also in other financial products and services. The top two competitors substantially capture the local industry's market share.

The Fund will compete with other Balanced Funds which at present are also few. It will target potential clients all over the country with a concentration in the major cities. The Fund believes that the competition is in the area of investment performance and client services. It will be competing more in terms of investment performance. It will adopt active investment strategies and tactics. It will fully utilize its present network, database, and available technology to its advantage.

The institutional funds of the target market (especially the bigger ones) evidently have access to almost all types of instruments locally available such as common trust funds (now unit investment trusts), pre-need plans, universal life products and other bank products. The retail funds and smaller institutional funds, however, are limited to simple bank products. Appropriately formulated marketing strategies, sales

tactics and promotional activities will be employed to present the Fund and ultimately close the sale and maintain the account.

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 SEC, among others.

The Fund primarily invests in fixed income instruments and securities such as but not limited to, government treasury notes and bills, private debt securities, short-term placements and other fixed income instruments or securities.

The Fund's investment activities are also 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:
 - 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%);
 - Five percent (5%) of the NAV shall be invested to liquid assets to meet all payment and delivery obligations;
 - The Fund Manager shall not act as a counterparty 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 Investment Company shall not engage in short selling.

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 F.O.C.C.U.S. Dynamic 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.

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 is 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).

Liquidity risk. Liquidity or funding risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with the financial instruments. Liquidity risk may result from either the inability to sell financial assets quickly at their fair values; or counterparty failing on repayment of a contractual obligation; or inability to generate cash inflows as anticipated.

The Fund is exposed to daily cash redemptions of redeemable shares. It therefore invests the majority of its assets in investments that are traded in an active market and can be readily disposed of. The Fund has the ability to borrow in the short term to ensure settlement. No borrowings have arisen during the year.

Credit risk. Credit risk (also called default risk) is the risk that the issuer of the security will not be able to make principal and interest payment on a debt issue. The credit ratings of issuers can change and affect the Fund's returns. To manage the risk, SEC-registered and investment grade fixed-income securities will be selected.

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 under-perform the market or 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 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.

No single fund is intended to be a complete investment program, but individual funds, such as this Fund, can be an important part of a balanced and diversified investment program. Mutual funds have the following general risks: returns may vary, the investor may lose money, and the investor cannot be certain that the Fund will achieve its investment objective.

Risk of dilution. Being an open-end mutual fund, investors may effectively subscribe to any amount of shares of the Fund. As such, investors face the risk of their investments being diluted as more investors subscribe to shares. The influence that the investors can exert over the control and management of the Fund decreases proportionally.

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 for the first quarter of 2025, and the years 2024, 2023 and 2022:

Year		1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2025	High	0.2263	–	–	–
	Low	0.2134	–	–	–
2024	High	0.2096	0.2104	0.2284	0.2333
	Low	0.1904	0.1993	0.2033	0.2132
2023	High	0.2054	0.1990	0.1973	0.1908
	Low	0.1931	0.1920	0.1867	0.1821
2022	High	0.2142	0.2091	0.1992	0.1989
	Low	0.2016	0.1894	0.1829	0.1829

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 366 shareholders of the Company's common stock. In addition, the Fund is 96.67% owned by Filipinos and 3.33% by Non-Filipinos. Retail and Institutional investors owned 46.14% and 53.86%, respectively. Shown below are the top twenty (20) shareholders, including the number of shares and percentages of ownership held by each.

No.	Client No.*	No. of Shares	Percentage of Ownership
1	67265	178,972,240	11.43%
2	45158	154,252,991	9.85%
3	4086	131,414,022	8.39%
4	64280	115,570,563	7.38%
5	45157	92,551,804	5.91%
6	59900	75,686,291	4.83%
7	67704	65,674,482	4.19%
8	61822	59,036,179	3.77%
9	52700	49,287,640	3.15%
10	65995	34,773,226	2.22%
11	64271	33,621,518	2.15%
12	57557	28,324,194	1.81%
13	59231	26,135,778	1.67%
14	64325	23,840,822	1.52%
15	66429	20,146,763	1.29%
16	67468	17,918,590	1.14%
17	5016	17,293,153	1.10%
18	62285	16,607,058	1.06%
19	4104	15,620,706	1.00%
20	65594	14,910,537	0.95%

**In lieu of names, the account numbers were reflected in this report. The Fund has an ongoing application for Confidential Treatment. The full disclosure of the information of the Top 20 Shareholders is attached in a separate sheet (Annex A).*

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)		2025 vs. 2024		Increase (Decrease) 2024 vs. 2023	
		2024	2023	Amount	%	Amount	%
ASSETS							
Cash in bank	₱9,726,589	₱75,477,667	₱6,459,725	(₱65,751,078)	(87.11%)	₱69,017,942	1,068.43%
Financial assets at FVTPL	342,849,079	386,139,375	274,449,227	(43,290,296)	(11.21%)	111,690,148	40.70%
Receivables	2,617,338	869,224	431,627	1,748,114	201.11%	437,597	101.38%
	₱355,193,006	₱462,486,266	₱281,340,579	(₱107,293,260)	(23.20%)	₱181,145,687	64.39%
LIABILITIES							
Accounts payable and accrued expenses	₱4,304,220	₱1,215,715	₱723,427	₱3,088,505	254.05%	₱492,288	68.05%
EQUITY							
Capital stock	3,682,247	3,819,216	3,975,706	(136,969)	(3.59%)	(156,490)	(3.94%)
Additional paid-in capital	74,295,345	77,256,598	80,540,441	(2,961,253)	(3.83%)	(3,283,843)	(4.08%)
Deposit for future stock subscription	244,328,017	364,972,928	219,823,479	(120,644,911)	(33.06%)	145,149,449	66.03%
Retained earnings (deficit)	28,583,177	15,221,809	(23,722,474)	13,361,368	87.78%	38,944,283	64.17%
	350,888,786	461,270,551	280,617,152	(110,381,765)	(23.93%)	180,653,399	64.38%
	₱355,193,006	₱462,486,266	₱281,340,579	(₱107,293,260)	(23.20%)	₱181,145,687	64.39%

Statements of Comprehensive Income

	Jan 1– March 31 (Unaudited)		Jan 1– December 31 (Audited)		Increase (Decrease)			
	2025	2024	2024	2023	2024 vs. 2023		2023 vs. 2022	
					Amount	%	Amount	%
INVESTMENT INCOME								
Trading and securities gains (losses)	₱11,584,559	₱22,565,890	₱31,515,423	(₱5,082,921)	(₱10,981,331)	(48.66%)	₱36,598,344	720.03%
Dividend income	5,352,657	5,962,098	14,084,077	10,358,813	(609,441)	(10.22%)	3,725,264	35.96%
Interest income	1,447,988	431,071	2,401,559	3,399,500	1,016,917	235.90%	(997,941)	(29.36%)
Miscellaneous income	–	9,100	59,100	70,022	(9,100)	(100.00%)	(10,922)	(15.60%)
	18,385,204	28,968,159	48,060,159	8,745,414	(10,582,955)	(36.53%)	39,314,745	449.55%
OPERATING EXPENSES								
Management and retainer's fees	2,283,074	1,540,200	7,127,929	6,092,874	742,874	48.23%	1,035,055	16.99%
Brokers' commission	486,606	757,046	2,586,691	2,254,537	(270,440)	(35.72%)	332,154	14.73%
Directors' and officers' fees	73,470	56,000	254,576	202,000	17,470	31.20%	52,576	26.03%
Professional fees	44,213	13,822	81,312	114,765	30,391	219.87%	(33,453)	(29.15%)
Fund administration fees	32,444	22,003	101,828	98,483	10,441	47.45%	3,345	3.40%
Taxes and licenses	29,239	90,938	238,905	52,428	(61,699)	(67.85%)	186,477	355.68%
Transaction charges	28,965	27,037	117,538	80,313	1,928	7.13%	37,225	46.35%
Custodian and clearing fees	28,625	37,806	165,220	139,165	(9,181)	(24.28%)	26,055	18.72%
Miscellaneous	31,524	31,151	164,036	187,468	373	1.20%	(23,432)	(12.50%)
	3,038,160	2,576,003	10,838,035	9,222,033	462,157	17.94%	1,616,002	17.52%
NET INVESTMENT INCOME (LOSS) BEFORE TAX								
	15,347,044	26,392,156	37,222,124	(476,619)	(11,045,112)	(41.85%)	37,698,743	7909.62%
PROVISION FOR FINAL TAX								
	1,429,686	825,116	3,816,081	3,092,251	604,570	73.27%	723,830	23.41%
NET INVESTMENT INCOME (LOSS)/ TOTAL COMPREHENSIVE INCOME (LOSS)*								
	₱13,917,358	₱25,567,040	₱33,406,043	(₱3,568,870)	(₱11,649,682)	(45.57%)	₱36,974,913	1,036.04%

2025

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

As of March 31, 2025, the Fund's total assets ended at ₱355.19 million, decreased by ₱107.30 million or 23.20% from ₱462.49 million as of December 31, 2024. Total liabilities increased by ₱3.08 million or 254.05% from ₱1.22 million to ₱4.30 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 consists of the Fund's savings and checking accounts and time deposit in local banks. Cash in banks earn interest at the respective bank deposit rates. Time deposits bear annual interest rate of nil and 3.575% on March 31, 2025 and December 31, 2024, respectively. The decrease of ₱65.75 million or 87.11% from ₱75.48 million to ₱9.73 million was due to lower time deposit balances as of reporting date.

b. Financial assets at FVTPL

This account consists of investments in government securities and private debt and equity securities. The decrease of 11.21% or ₱43.29 million from ₱386.14 million to ₱342.85 million was due to sale of equity securities during the period. As of March 31, 2025 and December 31, 2024, this account includes fair value gain of ₱8.87 million and ₱9.43 million, respectively.

c. Receivables

This account consists of receivables from brokers, accrued interest receivable and dividend receivable. The increase of ₱1.75 million or 201.11% from ₱0.87 million to ₱2.62 million was due to higher dividend receivable as of the reporting date.

d. Accounts payable and accrued expenses

This account consists of due to brokers, accounts payable, payable to FAMI, accrued expenses, withholding tax payable and documentary stamp tax (DST) payable. The increase of ₱3.08 million or 254.05% from ₱1.22 million to ₱4.30 million was mainly due to higher amount of unpaid client redemptions.

e. Equity

The Fund's equity is comprised of its capital stock, additional paid-in capital, retained earnings and deposit for future stock subscription. The decrease of ₱110.38 million or 23.93% from ₱461.27 million as of December 31, 2024 to ₱350.89 million as of March 31, 2025 was due to net redemptions during the period.

Capital Stock ended at ₱3.68 million, a decrease of ₱0.14 million from ₱3.82 million, mainly due to redemptions during the period. The Fund's authorized capital stock remained at ₱4.00 million with par value of ₱0.01 per share. The number of holders of redeemable common shares are 366 and 359 as of March 31, 2025 and December 31, 2024, respectively.

Additional paid-in capital decreased by ₱2.96 million from ₱77.26 million to ₱74.30 million due to redemptions during the period.

Deposit for future stock subscription ended at ₱244.33 million as of March 31, 2025, decreased by ₱120.64 million or 33.06% from ₱364.97 million as of December 31, 2024 mainly due to net redemption during the period.

Retained earnings increased by ₱13.36 million or 87.78% from ₱15.22 million to ₱28.58 million mainly due to results of operations during the period.

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

For the period ended March 31, 2025, the Fund realized a net income of ₱13.92 million, decreased by ₱11.65 million or 45.57% from the same period last year's net income of ₱25.57 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 earned from debt and equity securities trading. The decrease of ₱10.98 million or 48.66% from ₱22.56 million to ₱11.58 million was mainly due to sale of debt and equity securities during the period.

b. Dividend income

This is recognized when the Fund's right to receive a cash dividend is established. Dividend income declined by ₱0.61 million or 10.22% from same period last year's ₱5.96 million to ₱5.35 million mainly due to the lower cash dividends earned from equity securities during the period.

c. Interest income

This account includes interest income earned from cash and cash equivalents and investments in government and private debt securities. Interest income totaled ₱1.45 million and ₱0.43 million for the period ended March 31, 2025 and 2024, respectively. The increase of ₱1.02 million or 235.90% was due to higher balances of time deposits held during the period.

d. Miscellaneous income

This account totaled nil and ₱0.01 million for the period ended March 31, 2025 and 2024, respectively. This pertains to adjustment/reversal of long outstanding float items (credits) that were credited to this account.

e. Management and retainer's fee

This account represents management fees incurred by the Fund. This account totaled ₱2.28 million and ₱1.54 million for the period ended March 31, 2025 and 2024, respectively. The increase of ₱0.74 million or 48.23% was due to higher Fund's assets under management during the period.

f. 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 ₱0.27 million or 35.72% from ₱0.76 million to ₱0.49 million was mainly due to sale of debt and equity securities during the period.

g. Directors' and officers' fees

This pertains to per diem of the Fund's officers and directors during board meetings and annual stockholders' meeting. This account totaled ₱0.07 million and ₱0.06 million for the period ended March 31, 2025 and 2024. The increase of ₱0.01 million or 31.20% was due to higher members attended the meetings held during the period.

h. Professional fees

This account represents audit fees and legal fees incurred by the Fund amounting to ₱0.04 million and ₱0.01 million for the period ended March 31, 2025 and 2024, respectively. The increase of ₱0.03 million was due to higher legal fees incurred by the Fund during the period.

i. Fund admin fees

This account totaled ₱0.03 million which pertains to payment of the fund admin fee during the period. The increase of 47.45% or ₱0.01 million from same period last year's ₱0.02 million was due to higher Fund's assets under management during the period.

j. Taxes and licenses

This account pertains to taxes other than income tax, such as DST and local taxes amounting to ₱0.03 million for the period ended March 31, 2025. The decrease of 67.85% or ₱0.06 million from same period last year's ₱0.09 million was mainly due to lower DST relative to the decrease in the Fund's subscription during the period.

k. Transaction charges

This account totaled ₱0.03 million for the period ended March 31, 2025 and 2024 and this pertains to the payment of stock trading charges.

l. Custodian and clearing fees

This account decreased by 24.28% or ₱0.01 million mainly due to lower volume of trades during the period. This account ended at ₱0.03 million and ₱0.04 million for the period ended March 31, 2025 and 2024, respectively.

m. Miscellaneous expenses

This account includes membership fees and dues, bank charges and other miscellaneous expenses. This totaled ₱0.03 million for the period ended March 31, 2025 and 2024.

2024

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

The Fund ended the year 2024 with audited total assets at ₱462.49 million, higher by ₱181.15 million or 64.39% from ₱281.34 million as of December 31, 2023. Total liabilities also increased by ₱0.50 million or 68.05% from ₱0.72 million last year to ₱1.22 million this year.

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. Cash in banks earn interest at the respective bank deposit rates. This account increased by ₱69.02 million from last year's ₱6.46 million to ₱75.48 million as of December 31, 2024 mainly due to the net subscription and investment in time deposit during the year.

b. Financial assets at FVTPL

Financial assets at FVTPL consist of investments in government and private debt securities, and equity securities. The increase of ₱111.69 million or 40.70% from last year's ₱274.45 million to ₱386.14 million this year was mainly due to net effect of the purchase and changes in the fair value of the securities during the year. Financial assets at FVTPL include unrealized fair value gains of ₱9.43 million and ₱1.23 million as of December 31, 2024 and 2023, respectively.

c. Receivables

This account consists of receivables from brokers, accrued interest receivable and dividend receivable. The increase of ₱0.44 million or 101.38% from ₱0.43 million to ₱0.87 million was mainly due to higher outstanding balances of accrued interest receivable and dividend receivable as of reporting date.

d. Accounts payable and accrued expenses

This account consists of due to brokers, accounts payable, payable to FAMI, accrued expenses, withholding tax and documentary stamp tax (DST) payable. The increase of ₱0.49 million or 68.05% from ₱0.72 million to ₱1.21 million this year was mainly due to higher unsettled payable to FAMI as of the reporting date.

e. Equity

Total stockholders' equity increased by ₱180.65 million or 64.38% from ₱280.62 million to ₱461.27 million due to the increase of client subscription classified as Deposit for future stock subscription and result of operations during the year.

Capital Stock

The Fund's authorized and issued capital stock follows:

	2024		2023	
	No. of Shares	Amounts	No. of Shares	Amounts
Par value – ₱0.01 Authorized and outstanding	400,000,000	₱4,000,000	400,000,000	₱4,000,000
Balance at the beginning of the year	397,570,618	₱3,975,706	396,143,671	₱3,961,437
Issuance during the year	507,869,615	5,078,696	207,758,799	2,077,588
Redemptions during the year	(523,518,641)	(5,235,186)	(206,331,852)	(2,063,319)
Balance at the end of the year	381,921,592	₱3,819,216	397,570,618	₱3,975,706

As at December 31, 2024 and 2023, the Fund has 359 and 236 common shareholders, respectively.

Additional paid in capital went down by ₱3.28 million from ₱80.54 million to ₱77.26 million due to net redemptions made during the year.

Deposit for future stock subscription ended at ₱364.97 million this year, increased by 66.03% or ₱145.15 million from last year's ₱219.82 million, mainly due to subscriptions received during the year.

Retained earnings increased by ₱38.94 million or 164.17% from deficit of ₱23.72 million to ₱15.22 million earnings mainly due to the results of operations recognized 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 realized a net income of ₱33.41 million, an increase of ₱36.98 million from last year's net loss of ₱3.57 million. The highlights of the results of operations for the year are as follows:

a. Trading and securities gains (losses)

This account includes realized and unrealized gains (losses) from trading investments in debt and equity securities. The increase of ₱36.60 million or 720.03% from last year's ₱5.08 million loss to ₱31.52 million gain this year was mainly due to higher realized gain from the sale and unrealized gain from changes in fair value of debt and equity securities held for trading during the year.

b. Dividend income

This is recognized when the Fund's right to receive cash dividend is established. This account increased by ₱3.74 million or 35.96% from last year's ₱10.36 million to ₱14.08 million due to higher cash dividends earned and received from equity securities during the year.

c. Interest income

This account includes interest income earned from cash and cash equivalents, and investments in government and private debt securities. The decrease of ₱1.00 million or 29.36% from last year's income of ₱3.40 million to ₱2.40 million was mainly due to lower interest income earned from debt securities during the year.

d. Miscellaneous income

This account totaled ₱0.06 million and 0.07 for the year 2024 and 2023, respectively. The decrease of ₱0.01 million or 15.60% was mainly due to lower miscellaneous income recognized during the year.

e. Management and retainer's fees

This account increased by ₱1.04 million or 16.69% from last year's ₱6.09 million to ₱7.13 million mainly due to higher management fees relative to the increase in the Fund's net assets.

f. Brokers' commission

This account pertains to fees paid to brokers to execute a trade based on the volume of equity and debt securities being traded. The increase of ₱0.34 million or 14.73% from last year's ₱2.25 million to ₱2.59 million was mainly due to higher volume/value of trades during the year.

g. Directors' and officers' fees

This account pertains to the per diem of the Fund's officers and directors during board meetings and annual stockholders' meetings during the year. This account increased by ₱0.05 million or 26.03% from last year's ₱0.20 million to ₱0.25 million due to higher attendees during the year.

h. Taxes and licenses

This account pertains to taxes other than income tax, such as DST and local taxes. The increase of ₱0.19 million or 355.68% from last year's ₱0.05 million to ₱0.24 million was mainly due to higher DST and local taxes paid during the year.

i. Custodian and clearing fees

Custodian and clearing fees pertain to payment made to the custodian of the Fund. This account totaled at ₱0.17 million and ₱0.14 million for the year 2024 and 2023. The increase of ₱0.03 million or 18.72% was due to higher fees paid to the custodian of the Fund during the year.

j. Transaction Charges

Transaction charges increased by ₱0.04 million or 46.35% from last year's ₱0.08 million to ₱0.12 million mainly due to higher transaction costs incurred in the sale of equity securities during the year.

k. Fund administration fee

This pertains to payment of the fund accounting fee during the year. This account totaled ₱0.10 million for the year 2024 and 2023.

l. Professional fees

This pertains to payment of audit fee and other professional services acquired during the year. This account totaled ₱0.08 million and ₱0.11 million for the year 2024 and 2023, respectively. The decrease of ₱0.03 million or 29.15% was mainly due to lower audit fees paid during the year.

m. Miscellaneous Expense

This account decreased by ₱0.02 million or 12.5% from last year's ₱0.19 million to ₱0.16 million mainly due to lower membership fee and dues, notarial fees, bank charges and other miscellaneous expenses paid by the Fund during the year.

2023

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

The Fund ended the year 2023 with audited total assets at ₱281.34 million, lower by ₱17.20 million or 5.76% from ₱298.54 million as of December 31, 2022. Total liabilities also decreased by ₱236.37 million or 99.69% from ₱237.09 million last year to ₱0.72 million this year.

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

a. Cash in bank

This account represents the Fund’s savings and checking accounts. Cash in banks earn interest at the respective bank deposit rates. This account decreased by ₱11.81 million or 64.65% from last year’s ₱18.27 million to ₱6.46 million as of December 31, 2023 mainly due to the net redemptions during the period.

b. Financial assets at FVTPL

Financial assets at FVTPL consist of investments in government securities and private debt and equity securities. The decrease of ₱4.94 million from ₱279.39 million to ₱274.45 million was mainly due to net effect of the sale and changes in the fair value of the securities during the year. Financial assets at FVTPL include unrealized fair value gains of ₱1.23 million and ₱3.67 million as of December 31, 2023 and 2022, respectively.

c. Receivables

This account consists of receivables from brokers, accrued interest receivable and dividend receivable. The decrease of ₱0.45 million or 50.75% from ₱0.88 million to ₱0.43 million was mainly due to lower outstanding balances of amount collectible for the sale of equity securities, accrued interest receivable and dividend receivable as of reporting date.

d. Accounts payable and accrued expenses

This account consists of due to brokers, accounts payable, payable to FAMI, accrued expenses, withholding tax and documentary stamp tax (DST) payable. The decrease of ₱0.42 million or 36.76% from ₱1.14 million to ₱0.72 million this year was mainly due to lower unsettled accounts payable as of reporting date.

e. Equity

Total stockholders’ equity increased by ₱219.17 million or 356.65% from ₱61.45 million to ₱280.62 million due to the increase of client subscription classified as Deposit for future stock subscription and result of operations during the year.

Capital Stock

The Fund’s authorized and issued capital stock follows:

	2023		2022	
	No. of Shares	Amounts	No. of Shares	Amounts
Par value – ₱0.01 Authorized	400,000,000	₱4,000,000	400,000,000	₱4,000,000
Issued and outstanding				
Balance at the beginning of the year	396,143,671	₱3,961,437	135,850,650	₱1,358,507
Issuance during the year	207,758,799	2,077,588	278,209,105	2,782,091
Redemptions during the year	(206,331,852)	(2,063,319)	(17,916,084)	(179,161)
Balance at the end of the year	397,570,618	₱3,975,706	396,143,671	₱3,961,437

As at December 31, 2023 and 2022, the Fund has 236 and 237 common shareholders, respectively.

Additional paid in capital went down by ₱1.94 million from ₱82.48 million to ₱80.54 million due to net redemptions made during the year.

Deposit for future stock subscription ended at ₱219.82 million as of December 31, 2023 mainly due to payment of redemptions during the year, decreased by 6.83% or ₱16.12 million from ₱235.94 million as of December 31, 2022.

Deficit decreased by ₱1.27 million or 5.05% from ₱24.99 million to ₱23.72 million mainly due to the results of operations recognized 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 realized a net loss of ₱3.57 million, a decrease of ₱18.04 million or 83.48% from last year's net loss of ₱21.61 million. The highlights of the results of operations for the year are as follows:

a. Trading and securities gains (losses)

This account includes realized and unrealized loss earned from trading investments in debt and equity securities. The decrease of ₱14.93 million or 74.59% from last year's ₱20.01 million to ₱5.08 million this year was mainly due to lower realized loss from the sale and higher unrealized gain from changes in fair value of debt and equity securities held for trading during the year.

b. Dividend income

This is recognized when the Fund's right to receive cash dividend is established. This account increased by ₱3.33 million or 47.36% from last year's ₱7.03 million to ₱10.36 million due to higher cash dividends earned and received from equity securities during the year.

c. Interest income

This account includes interest income earned from cash and cash equivalents, and investments in government and private debt securities. The increase of ₱0.08 million from last year's income of ₱3.32 million to ₱3.40 million was mainly due to higher interest income earned from debt securities during the year.

d. Miscellaneous income

This account ended at ₱0.07 million and nil for the year 2023 and 2022, respectively. This consists of long outstanding unidentified items reclassified to income.

e. Management and retainer's fees

This account increased by ₱0.73 million or 13.69% from last year's ₱5.36 million to ₱6.09 million mainly due to higher management fees relative to the increase in the Fund's net assets.

f. Brokers' commission

This account pertains to fees paid to brokers to execute a trade based on the volume of equity and debt securities being traded. The decrease of ₱0.39 million or 14.68% from last year's ₱2.64 million to ₱2.25 million was mainly due to the lower volume of trades during the year.

g. Directors' and officers' fees

This account pertains to per diem of the Fund's officers and directors during board meetings and annual stockholders' meeting during the year. This account decreased by ₱0.03 million or 12.93% from last year's ₱0.23 million to ₱0.20 million this year due to lower attendees during the year.

h. Custodian and clearing fees

Custodian and clearing fees pertain to payment made to the custodian of the Fund. This account totaled ₱0.14 million and ₱0.13 million for the year 2023 and 2022. The increase of ₱0.01 million or 9.45% was due to higher fees paid to the custodian of the Fund during the year.

i. Professional fees

This pertains to payment of audit fee and other professional services acquired during the year. This account totaled ₱0.11 million and ₱0.06 million for the year 2023 and 2022, respectively. The increase of ₱0.05 million was mainly due to higher audit fees paid during the year.

j. Fund administration fee

This pertains to payment of the fund accounting fee during the year. This account totaled ₱0.10 million and nil for the year 2023 and 2022, respectively. The increase of ₱0.10 million was due to the acquisition of fund administration service in 2023.

k. Transaction Charges

Transaction charges increased by ₱0.02 million or 45.03% from last year's ₱0.06 million to ₱0.08 million mainly due to higher transaction costs incurred in the sale of equity securities during the year.

l. Taxes and licenses

This account pertains to taxes other than income tax, such as DST and local taxes. The decrease of ₱0.24 million or 81.64% from last year's ₱0.29 million to ₱0.05 million was mainly due to lower DST and local taxes paid during the year.

m. Miscellaneous Expense

This account decreased by ₱0.06 million or 26.22% from last year's ₱0.25 million to ₱0.19 million mainly due to lower membership fee and dues, notarial fees, bank charges and other miscellaneous expenses paid by the Fund 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 shares.

Subsequent Events

Following the execution of Deed of Absolute Sale between FMIC and ATR Financial Holdings, Inc. on December 18, 2024, SALFOCCUS' 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 ₱0.2241 as of March 31, 2025, higher by ₱0.0071 from ₱0.2170 as of December 31, 2024. The Fund's net asset value decreased by ₱110.38 million or 23.93% from ₱461.27 million as of December 31, 2024 to ₱350.89 million as of March 31, 2025.

- *Sales for the period ended* – The Fund’s total sales of ₱7.08 million for the period ended March 31, 2025 was lower by ₱80.82 million or 91.95% from ₱87.90 million for the same period last year.
- *Redemptions for the period ended* – Total redemptions of the Fund amounting to ₱131.37 million for the period ended March 31, 2025 was 44.98% or ₱40.75 million higher than the ₱90.62 million redemptions for the same period last year.
- *Net Income vs. Benchmark* – The Fund earned ₱13.92 million net income for the period ended March 31, 2025, ₱11.65 million or 45.57% lower than ₱25.57 million net income for the same period last year.
- *Market Share vs. Benchmark* – As of March 31, 2025, the Fund garnered 2.76% share in the Balanced Funds category while 0.17% share among all mutual funds in terms of net assets. On the basis of account holders, the Fund has 366 account holders or 0.40% of the total accounts in this Fund category.

The following basic ratios measure the financial performance of the Fund 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/}	13.62%	8.98%	(1.23%)
Return on equity ^{2/}	13.71%	9.01%	(2.09%)
Cost to income ratio ^{3/}	16.53%	22.55%	105.45%
Net asset value per share ^{4/}	₱0.2241	₱0.2170	₱0.1904
Basic Earnings (Loss) per share ^{5/}	₱0.0367	₱0.0863	(₱0.0159)
Diluted Earnings (Loss) per share ^{6/}	₱0.0088	₱0.0157	(₱0.0027)

^{1/} Net income over average assets. Average assets were computed based on the average of the beginning and ending balances.

^{2/} Net income over average equity. Average equity 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.

^{6/} Net income divided by weighted average number of common shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

Item 7. Financial Statements

1. Statement of Management’s Responsibility for Financial Statements

2. Audited 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 F.O.C.C.U.S. DYNAMIC FUND,
INC.**

By:


MARIA VALEN A. DIANCO
TREASURER