FIRST METRO PHILIPPINE EQUITY
EXCHANGE-TRADED FUND, INC

2024

Annual Corporate Governance Report

Securities and Exchange Commission
PHILIPPINES

SEC FORM-ACGR (FOR PC/RI)

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

1. For the fiscal year ended December 31, 2024

2. SEC Registration Number C201300728

3. BIR Tax Identification Number 008-447-745-000

4. Exact Name of the Issuer as specified in its charter FIRST METRO PHILIPPINE EQUITY EXCHANGE TRADED FUND, INC.

5. Makati City, Philippines
   Province, Country or other jurisdiction of incorporation or organization

6. 18f, PSBank Center, 777 Paseo de Roxas corner Sedeño St., Makati City Address of Principal Office

7. 1226
   Postal Code

8. (632) 8912860
   Issuer's telephone number, including area code

9. N/A
   Former name, former address, and former fiscal year, if changed since last report

10. Industry Classification Code (For SEC's use only)

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

	RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
	THE BOARD'S GOVERNANCE RESPONSIBILITIES			
	Principle 1. ESTABLISHING A COMPETENT BOARD			
	The company should be headed by a competent, working Board to foster the long-term success of the corporation, and to sustain its competitiveness and growth in a manner consistent with its corporate objectives and the long-term best interests of its shareholders/members and other stakeholders.			
	Recommendation 1.1			
1	The Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	The members of the board are highly experienced in capital markets and/or the banking sector. Each director satisfies the SRC requirements for directors of public companies and has none of the disqualifications listed below. At least once a year, they must attend the corporate governance seminar.	
2	The Board has an appropriate mix of competence and expertise.	Compliant		
3	Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		
	Recommendation 1.2			
1	The Board is headed by a competent and qualified Chairperson.	Compliant	The Company has a duly elected Chairperson as evidenced by its annual submission of General Information Sheet. *2024 Amended GIS First Metro Philippine Equity Exchange Traded Fund Inc GSS rev* The Company had also established a Manual on Corporate Governance highlighting the roles and responsibilities of the Chairperson. *ETF (Amended CG Manual 18Jul2014)*	

1	The company provides a policy on training of directors.	Compliant	The Company established a Manual on Corporate Governance requiring the attendance of our board of directors to relevant trainings and seminars. *ETF (Amended CG Manual 18Jul2014)*	
2	The company has an orientation program for first-time directors.	Compliant	Attendance at the annual seminar or training is mandatory for all board members of the corporation as well as the directors of its fund manager, First Metro Asset Management, Inc. (FAMI). Salient provisions from several legislation , including corporate governance, the National Privacy Commission (NPC), and the Anti-Money Laundering Council (AMLC), are included in training programs. The training lasts for a minimum of three to four hours.	
3	The company has relevant annual continuing training for all directors.	Compliant		
1	The Board has a policy on board diversity.	Compliant	Members of the board have a diversified background in terms of educational achievements and professional qualifications.	
Recommendation 1.5				
1	The Board is assisted by a Corporate Secretary.	Compliant	The Company has a duly appointed Corporate Secretary as evidenced by its annual submission of General Information Sheet. *2024 Amended GIS First Metro Philippine Equity Exchange Traded Fund Inc GSS rev* The roles and responsibilities of the Corporate Secretary are outlined in its Manual on Corporate Governance. *ETF (Amended CG Manual 18Jul2014)*	
2	The Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3	The Corporate Secretary is not a member of the Board of Directors.	Compliant		

4	The Corporate Secretary attends annual training/s on corporate governance.	Compliant	As senior officer, the duly appointed Corporate Secretary is required to attend the annual corporate governance seminar.	
Recommendation 1.6				
1	The Board is assisted by a Compliance Officer.	Compliant	The Company has a duly appointed Compliance Officer as evidenced by its annual submission of General Information Sheet. [2024 Amended GIS First Metro Philippine Equity Exchange Traded Fund Inc GSS rev] The roles and responsibilities of a Compliance Officer are outlined in its Manual on Corporate Governance. [ETF (Amended CG Manual 18Jul2014)]	
2	The Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3	The Compliance Officer is not a member of the board.	Compliant		
4	The Compliance Officer attends annual training/s on corporate governance.	Compliant	Compliance Officer attends seminars on Corporate Governance at least once a year.	
Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD				
The fiduciary roles, responsibilities, and accountabilities of the Board, as provided under the law, the company's articles of incorporation and bylaws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders/members and other stakeholders				
Recommendation 2.1				

1	The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company, shareholders and stakeholders.	Compliant	*ETF (Amended CG Manual 18Jul2014)* During board meetings, the Board of Directors actively engages in the deliberation and formulation of strategic decisions for the benefit of the stakeholders and the company.	
Recommendation 2.2				
1	The Board oversees the development and approval of the company's business objectives and strategy.	Compliant	*ETF (Amended CG Manual 18Jul2014)* The board of directors is kept informed of the company's progress by keeping them updated through reports, financial data, and audit opinions. By employing these tools, it will enable them to make a sound decision that is in line with the company's business objectives and strategies.	
2	The Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		
Recommendation 2.3				
1	The Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	*ETF (Amended CG Manual 18Jul2014)* The company's operations and management are outsourced to FAMI, the Fund Manager.	
2	The Board adopts a policy for the retirement of directors and key officers.	Compliant		
Recommendation 2.4				
1	The Board aligns the remuneration of key officers and board members with the long-term interests of the company.	Compliant	The remuneration of the directors and officers as well as the composition of Remuneration Committee are outlined in its Manual on Corporate Governance.	
2	The Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		

3	The Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	*ETF (Amended CG Manual 18Jul2014)* The company's operations and management are outsourced to FAMI, the Fund Manager.	
Recommendation 2.5				
1	The Board has a formal and transparent board nomination and election policy.	Compliant	The Company established a Nomination Committee, the roles and responsibilities of which are outlined in its Manual on Corporate Governance. *ETF (Amended CG Manual 18Jul2014)*	
2	The Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3	The Board nomination and election policy includes how the company accepted nominations from shareholders/members.	Compliant		
4	The Board nomination and election policy includes how the board reviews the qualifications of nominated candidates.	Compliant		
5	The Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement/removal of a director.	Compliant		
6	The Board has a process for identifying the quality of directors/trustees that is aligned with the strategic direction of the company.	Compliant		
Recommendation 2.6				
1	The Board has overall responsibility in ensuring that there is a policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	The Company established a Related Party Transaction (RPT) Committee, the roles and responsibilities are outlined in its Manual on Corporate Governance. *ETF (Amended CG Manual 18Jul2014)*	
2	The RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
Recommendation 2.7				
1	The Board is primarily responsible for approving the selection of Management, led by the Chief Executive Officer (CEO) or his/her equivalent, and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	*ETF (Amended CG Manual 18Jul2014)* The company's operations and management are outsourced to FAMI, the Fund Manager.	

2	The Board is primarily responsible for assessing the performance of Management, led by the CEO or his/her equivalent and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	FAMI's board approves the appointment of senior officers thru its Corporate Governance Committee.	
Recommendation 2.8				
1	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that Management's performance is on par with the standards set by the Board and Senior Management.	Compliant	Pursuant to its Manual on Corporate Governance, the Board created an internal self-rating system which measures the performance of the Board and Management. *ETF (Amended CG Manual 18Jul2014)* The company's operations and management are outsourced to FAMI, the Fund Manager.	
2	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that personnel's performance is on par with the standards set by the Board and Senior Management.	Compliant		
Recommendation 2.9				
1	The Board ensures that an appropriate internal control system is in place.	Compliant	*ETF (Amended CG Manual 18Jul2014)* The company's operations and management are outsourced to FAMI, the Fund Manager.	
2	The internal control system includes a mechanism for monitoring and managing potential/actual conflicts of interest of the board members/trustees, management and shareholders/members.	Compliant		
3	The Board adopts an Internal Audit Charter.	Compliant	Internal auditing function is outsourced to FAMI, its Fund Manager. *FAMI Audit Committee Charter.pdf*	
Recommendation 2.10				
1	The Board ensures that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Risk Management function is outsourced to FAMI, its Fund Manager. As of	

2	The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	December 31, 2024, the new framework is still under review and will be effective in 2025.	
Recommendation 2.11				
1	The Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	Compliant	*ETF (Amended CG Manual 18Jul2014)* The duties and responsibilities of the Board of Directors are written in the Corporate Governance Manual which serves also as the Board Charter.	
2	The Board Charter serves as a guide to the directors/trustees in the performance of their functions.	Compliant		
3	The Board Charter is publicly available.	Compliant		
Principle 3. ESTABLISHING BOARD COMMITTEES				
The board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, compliance and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all the board committees should be contained in their respective board committee charters.				
Recommendation 3.1				
1	The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	The Company established proper committees which assists in maintaining or keeping good corporate governance. The board committees are enumerated under Section K of Manual on Corporate Governance. *ETF (Amended CG Manual 18Jul2014)*	
Recommendation 3.2				
1	The Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	The Board established an Audit Committee which also acts as the Independent Oversight Entity (IOE) pursuant to the requirement of the SEC. The Audit Committee is equipped with Audit Charter being handled by the Company's fund manager, FAMI.	

			ETF (Amended CG Manual 18Jul2014)	
2	The Audit Committee is composed of at least three (3) qualified non-executive directors, the majority of whom, including the Chairperson, are independent directors.	Compliant		
3	All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant		
4	The Chairperson of the Audit Committee is not the Chairperson of the Board or of any other committee.	Compliant		
Recommendation 3.3				
1	The Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	A Corporate Governance Committee was constituted to ensure that the Board is properly abreast of all relevant information for the maintenance of good corporate governance. *ETF (Amended CG Manual 18Jul2014)*	
2	The Corporate Governance Committee is composed of at least three (3) members, majority of whom, including the Chairperson, should be independent directors.	Compliant		
Recommendation 3.4				
1	The Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	The Company outsourced its operation and management to its fund manager, FAMI which has a Risk Management Committee.	

2	The BROC is composed of at least three (3) members, the majority of whom should be independent directors, including the Chairperson.	Compliant		
3	At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant		
Recommendation 3.5				
1	All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	*ETF (Amended CG Manual 18Jul2014)*	
2	The Committee Charters provide standards for evaluating the performance of a committee and its members.	Compliant		
Principle 4. FOSTERING COMMITMENT				
To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.				
Recommendation 4.1				
1	The Directors attend and actively participate in all meetings of the Board, Committees and shareholders/members in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Minutes of board meetings show the attendance and active participation of the directors as well as the matters discussed during the said meeting.	
2	The Directors review meeting materials for all Board and Committee meetings.	Compliant		
3	The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant		
Recommendation 4.2				

1	Non-executive directors concurrently serve in not more than ten (10) public companies and/or registered issuers. If concurrently sitting in at least three (3) publicly listed companies, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers.	Compliant	*ETF (Amended CG Manual 18Jul2014)*	
Recommendation 4.3				
1	The Directors notify the company's board before accepting a directorship in another company.	Compliant		Any directorship in other corporation is disclosed in the Definitive Information Statement.
Principle 5. REINFORCING BOARD INDEPENDENCE				
The Board should endeavor to exercise an objective and independent judgment on all corporate affairs.				
Recommendation 5.1				
1	The Board is composed of a majority of non-executive directors who possess the necessary qualifications.	Compliant	The Company has duly elected non-executive directors as evidenced by its annual submission of General Information Sheet. *2024 Amended GIS First Metro Philippine Equity Exchange Traded Fund Inc GSS rev* The definition of what a non-executive director is indicated in its Manual on Corporate Governance. *ETF (Amended CG Manual 18Jul2014)*	
Recommendation 5.2				
1	The Board has at least two (2) independent directors or such number as to constitute one-third (1/3) of the board, whichever is higher.	Compliant	The Company has duly elected independent directors as evidenced by its annual submission of General Information Sheet. *2024 Amended GIS First Metro Philippine Equity Exchange Traded Fund Inc GSS rev*	

			The definition of who an independent director is outlined in its Manual on Corporate Governance. ETF (Amended CG Manual 18Jul2014)	
Recommendation 5.3				
1	The independent directors possess all the qualifications and none of the disqualifications to hold the position.	Compliant	The qualifications of independent directors are disclosed through a Definitive Information Sheet submitted to the SEC as well as in its Manual on Corporate Governance. ETF (Amended CG Manual 18Jul2014)	
Recommendation 5.4				
1	The company perpetually bars an independent director from serving in such capacity after the term limit of nine (9) years.	Compliant	ETF (Amended CG Manual 18Jul2014) All the independent directors have less than 9 years in their position.	
2	In the instance that the company retains an independent director in the same capacity after nine (9) years, the Board provides meritorious justification and seeks shareholders'/members' approval during the annual regular meeting.	Compliant		
Recommendation 5.5				
1	The positions of Chairperson of the Board and Chief Executive Officer (or its equivalent) are held by separate individuals.	Compliant	The Company has a duly elected Chairman and President separately held by two (2) different persons as evidenced by its annual submission of General Information Sheet. 2024 Amended GIS First Metro Philippine Equity Exchange Traded Fund Inc GSS rev	
2	The Chairperson of the Board and Chief Executive Officer (or its equivalent) have clearly defined responsibilities.	Compliant		

			The roles and responsibilities of the Chairman and the Chief Executive Officer are set forth in its Manual on Corporate Governance. *ETF (Amended CG Manual 18Jul2014)*	
Recommendation 5.6				
1	The Board designates a lead director among the independent directors if the Chairperson of the Board is not an independent director.	Compliant	*ETF (Amended CG Manual 18Jul2014)* The independent directors are lead directors being the chairperson of the Audit Committee, the Corporate Governance Committee, or the Related Party Transaction Committee. The Chairperson of the Board is not an independent director	
Recommendation 5.7				
1	The Directors/Trustees with material interest in a transaction affecting the corporation fully disclose his/her adverse interest, abstain from taking part in the deliberations for the same, and recuse from voting on the approval of transaction.	Compliant	Minutes of board meetings show the abstention by a director with material interest from voting.	
Recommendation 5.8				
1	The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance, and risk functions, without any executive directors present.	Non-Compliant		Company operations and management are outsourced to FAMI, the Fund Manager.
2	The meetings are chaired by the lead independent director, if applicable.	Compliant	Company operations and management are outsourced to FAMI, the Fund Manager.	

Principle 6. ASSESSING BOARD PERFORMANCE				
The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.				
Recommendation 6.1				
1	The Board conducts an annual self-assessment of its performance as a whole.	Compliant	Pursuant to its Manual on Corporate Governance, the Board created an internal self-rating system which measures the performance of the Board and Management. *ETF (Amended CG Manual 18Jul2014)* The company's operations and management are outsourced to FAMI, the Fund Manager.	
2	The Chairperson conducts an annual self-assessment of his performance.	Compliant		
3	The individual members conduct a self-assessment of their performance.	Compliant		
4	Each committee conducts a self-assessment of its performance.	Compliant		
Recommendation 6.2				
1	The Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors/trustees and committees.	Compliant	Pursuant to its Manual on Corporate Governance, the Board created an internal self-rating system which measures the performance of the Board and Management. *ETF (Amended CG Manual 18Jul2014)* The company's operations and management are outsourced to FAMI, the Fund Manager.	Company operations and management are outsourced to the fund manager, FAMI. The FAMI board has its own performance evaluation system in place
2	The system allows for a feedback mechanism from the shareholders/members.	Compliant		Company operations and management are outsourced to the fund manager, FAMI. The FAMI board has its own performance evaluation system in place
Principle 7. STRENGTHENING BOARD ETHICS				
The Board directors are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.				
Recommendation 7.1				

1	The Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of board members.	Compliant	Company operations and management are outsourced to FAMI, the fund manager whose board adopted a Code of Business conduct and Ethics.	
2	The Code is properly disseminated to the members of Board.	Compliant		
3	The Code is disclosed and made available to the public through the company website.	Compliant		
Recommendation 7.2				
1	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Company operations and management are outsourced to FAMI, the fund manager whose board adopted a Code of Business conduct and Ethics.	
DISCLOSURE AND TRANSPARENCY				
Principle 8. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES				
The Board should establish corporate disclosure policies and procedures that are practical and in accordance with generally accepted best practices and regulatory expectations.				
Recommendation 8.1				
1	The Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders/members and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	Company operations and management are outsourced to FAMI, the fund manager whose board established corporate disclosure policies and procedures.	
Recommendation 8.2				
1	The company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within five (5) business days.	Compliant	Company operations and management are outsourced to FAMI, the fund manager whose board established corporate disclosure policies and procedures.	
2	The company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within five (5) business days.	Compliant		

Recommendation 8.3				
1	The company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	ETF (Amended CG Manual 18Jul2014)	
2	The company's MCG is submitted to the SEC.	Compliant		
3	The company's MCG is posted on the company website.	Compliant		
Recommendation 8.4				
1	The company's corporate governance policies and practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR).	Compliant		
2	The company's ACGR is submitted to the SEC.	Compliant		
3	The company's ACGR is posted on the company website.	Compliant	Company operations and management are outsourced to FAMI, the fund manager. ACGR are filed in the OCS instead of being published on the company's website.	
Principle 9. STRENGTHENING EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY				
The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.				
Recommendation 9.1				
1	The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of external auditors.	Compliant	The Company has an established Audit Committee. ETF (Amended CG Manual 18Jul2014)	
2	The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and the shareholders/members.	Compliant		
3	For the removal of external auditor, the reasons for such removal or change are disclosed to the SEC, the shareholders/members, and the public through the company website and required disclosures.	Compliant		
Recommendation 9.2				

1	The Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	The Company has established an Audit Committee equipped with Audit Committee Charter, the roles and responsibilities of which are set forth in its Manual on Corporate Governance. ETF (Amended CG Manual 18Jul2014)	
2	The Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant		
Recommendation 9.3				
1	The company discloses the nature of non-audit services performed by its external auditor in the Annual Report to manage potential conflict of interest cases.	Compliant	The external auditor, SGV, does not perform non- audit services.	
2	The Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	The external auditor, SGV, does not perform non- audit services.	
Principle 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING				
The Board should ensure that the company discloses material and reportable non-financial and sustainability issues.				
Recommendation 10.1				
1	The Board has a clear and focused strategy on the disclosure of non-financial information.	Compliant	Company operations and management outsourced to FAMI, the fund manager whose board established corporate disclosure policies and procedures.	
2	The company discloses to all shareholders/members and other stakeholders the company's strategic and operational objectives with emphasis on the management of environmental, economic, social and governance (EESG) issues of its business which underpin sustainability.	Complaint	Company operations and management are outsourced to FAMI, the fund manager whose board established corporate disclosure policies and procedures.	

Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION				
The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for an informed decision-making by investors, stakeholders and other interested users.				
Recommendation 11.1				
1	The company has a website to ensure a comprehensive, cost-efficient, transparent and timely manner of disseminating relevant information to the public.	Compliant	*ETF (Amended CG Manual 18Jul2014)* Company operations and management are outsourced to FAMI, the Fund Manager. Refer to FAMI's website.	
INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS				
Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS				
To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management system.				
Recommendation 12.1				
1	The company has an adequate and effective internal control system in the conduct of its business.	Compliant	Company operations and management are outsourced to FAMI, its fund manager.	
2	The company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Company operations and management are outsourced to FAMI, its fund manager.	
Recommendation 12.2				
1	The company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	Company operations and management are outsourced to FAMI, its fund manager.	
CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS/MEMBERS				
Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS				
The company should treat all shareholders/members fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.				
Recommendation 13.1				

1	The Board ensures that basic shareholder/member rights are disclosed in the Manual on Corporate Governance.	Compliant	ETF (Amended CG Manual 18Jul2014)	
Recommendation 13.2				
1	The Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders'/Members' Meeting with sufficient and relevant information at least twenty-one (21) days before the meeting.	Compliant	ETF (Amended CG Manual 18Jul2014)	
Recommendation 13.3				
1	The Board encourages active shareholder/member participation by making the result of the votes taken during the most recent Annual or Special Shareholders'/Members' Meeting publicly available the next working day.	Non-Compliant		Result of the votes are filed with the OCS instead of being published on the FAMI's website.
2	The minutes of the Annual and Special Shareholders'/Members' Meetings were made available on the company website within five (5) business days from the date of the meeting.	Non-Compliant		Minutes of the ASM showing the active participation of the shareholders are filed with the OCS instead of being published on the FAMI's website.
Recommendation 13.4				
1	The Board makes available, at the option of a shareholder/member, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	ETF (Amended CG Manual 18Jul2014)	
Recommendation 13.5				

1	The Board establishes an Investor Relations Office (IRO) or Customer Relations Office (CRO) or its equivalent to ensure constant engagement with its shareholders/members.	Compliant	The Company has a duly appointed Corporate Information Officer. 2024 Amended GIS First Metro Philippine Equity Exchange Traded Fund Inc GSS rev	
2	The IRO or CRO or its equivalent is present at every shareholders'/members' meeting.	Compliant		
DUTIES TO STAKEHOLDERS				
Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS				
The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.				
Recommendation 14.1				
1	The Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	FAMI, the company's fund manager, has put in place mechanism to deal directly with stockholders/investors.	
Recommendation 14.2				
1	The Board establishes clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of stakeholders.	Compliant	FAMI, the company's fund manager, has put in place mechanism to deal directly with stockholders/investors.	
Principle 15. ENCOURAGING EMPLOYEES' PARTICIPATION				
A mechanism for employee participation should be developed to create a symbiotic working environment consistent with the realization of the company's objectives and good corporate governance goals.				
Recommendation 15.1				
1	The Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	FAMI, the company's fund manager, has put in place mechanism to encourage employees' adherence to company goals, policies and procedures.	
Recommendation 15.2				
1	The Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Conduct and Ethics.	Compliant	FAMI, the company's fund manager, has put in place mechanism to encourage employees' adherence to company goals, policies and procedures.	

2	The Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant		
Recommendation 15.3				
1	The Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.	Compliant	FAMI, the company's fund manager, has put in place mechanism to encourage employees' adherence to company goals, policies and procedures.	
2	The Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant		
3	The Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant		
Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY				
The company should be socially responsible in all its dealings with the communities in which it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.				
Recommendation 16.1				
1	The company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	FAMI, the company's fund manager, has put in place mechanism to encourage employees' adherence to company goals, policies and procedures.	

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized in the city of ____________ on MAY 3 0 2025 2025.

Mr. Manuel N. Tordesillas Chairman	**Mr. Eduardo R. Carreon** President
Mr. Regina Paz Goco-Morales Director	**Mr. Emmanuel G. Herbosa** Director
Mr. Bernardo M. Villegas Independent Director	**Mr. Victor A. Abola** Independent Director
Ms. Sydney S. Reyes Compliance Officer	**Atty. Ma. Alicia G. Picazo-San Juan** Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 3 0 2025 day of ________ affiant(s) exhibiting to me their ID, as follows:

Name	ID	ID Number
Mr. Manuel N. Tordesillas	TIN	178-610-428
Mr. Eduardo R. Carreon	TIN	160-247-790
Mr. Regina Paz Goco-Morales	TIN	117-705-830
Mr. Emmanuel G. Herbosa	TIN	133-552-553
Mr. Bernardo M. Villegas	TIN	111-622-998
Mr. Victor A. Abola	TIN	912-164-874
Ms. Sydney S. Reyes	TIN	421-228-182
Atty. Ma. Alicia G. Picazo-San Juan	TIN	199-247-454

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Series of 2025.

ATTY. CESAR T. VERANO
NOTARY PUBLIC MAKATI CITY
APPOINTMENT NO: M-029
VALID UNTIL DECEMBER 31, 2025
ISSUED ON: DECEMBER 15, 2023
PTR NO.: MKT 10465510 / 01-02-2025 / MAKATI CITY
IBP NO.: 484720 ROLL NO 29024
MCLE COMPLIANCE NO.: VII-0023845
VALID UNTIL DECEMBER 31, 2025
OFFICE ADDRESS: #2733 G/F CARREON BLDG
ZENAIDA ST., BRGY. POBLACION MAKATI CITY