



December 16, 2021

PHILIPPINE STOCK EXCHANGE, INC.
3/F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention : MS. JANET A. ENCARNACION
Head, Disclosure Dept.

Gentlemen:

This is to report that during the regular meeting of the Board of Directors of First Metro Philippine Equity Exchange Traded Fund, Inc. (FMETF) held on December 16, 2021 through electronic conference, the Board of Directors approved the amendment of the By-laws of the corporation. The amendments (see Annex "A") were made to incorporate or revise certain provisions in the By-laws in order to align them with the provisions of the Revised Corporation Code.

The amendments to the By-laws will be submitted to the stockholders for ratification.

Very truly yours,


Melissa B. Reyes
Corporate Secretary



Annex "A"

By-Laws

Article/Section	Existing	Propose Amendment
Art. II, Sec.4	Section 4. <u>Lost, Destroyed and Mutilated Certificates.</u> XXX The requirement of Section 73 of the Corporation Code shall be complied with.	Section 4. <u>Lost, Destroyed and Mutilated Certificates.</u> XXX <u>The requirement of Section 72 of the Revised Corporation Code shall be complied with.</u>
Art. II, Sec.5	Section 5. <u>Closing of Transfer Books.</u> The board of Directors may, by resolution, direct that the stock transfer books of the Corporation be closed for a period not exceeding thirty (30) days preceding the date of any meeting of stockholders, XXX	Section 5. <u>Closing of Transfer Books.</u> <u>Unless the bylaws provide for a longer period, the stock and transfer book or membership book shall be closed at least twenty (20) days for regular meetings and seven (7) days for special meetings before the scheduled date of the meeting or otherwise stated in the Sec. 49 of the Revised Corporation Code.</u> Added Sec. 49 of the RCC
Art. III, Sec.3	Section 3. <u>Special Meetings.</u> Special meetings of the stockholders may be called at any time by resolution of the Board of Directors or by order of the Chairman of the Board or the President or upon the written request of stockholders registered as owners of at least one-third (1/3) of the total outstanding stock having voting powers. Such request shall state the purpose or purposes of the proposed meeting.	Section 3. <u>Special Meetings.</u> <u>Special meetings of the stockholders may be called by the Chairman of the Corporation, or by order of the majority of the board of directors whenever he or they shall deem it necessary; and it shall be the duty of the President or of the board to order and call such special meetings whenever the stockholders of record with voting privileges shall in writing so request.</u>
Article III, Section 4	Section 4. <u>Notice of Meetings.</u> Except as otherwise provided by law, written or printed notice of all	Section 4. <u>Notice of Meetings.</u> <u>Notice of the time and place of annual or special meetings of the stockholders shall be given either personally or by email, addressed to each stockholder of record</u>



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	<p>annual and special meetings of stockholders, stating the place and time of the meeting and, if necessary, the general nature of the business to be considered, shall be transmitted by personal delivery, mail, telegraph, facsimile or cable to each stockholder of record entitled to vote thereat at his address last known to the Secretary of the Corporation, at least fifteen (15) days before the date of the meeting, if an annual meeting, or at least ten (10) days before the date of the meeting, if a special meeting. Except where expressly required by law, no publication of any notice of meeting of stockholders shall be required. If any stockholder shall, in person or by attorney-in-fact thereunto authorized, in writing, or by telegraph, facsimile, cable, radio or wireless, waive notice of any meeting, whether before or after the holding of such meeting, notice thereof need not be given to him. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law.</p>	<p><u>entitled to vote at the meeting at the address left by such stockholder with secretary of the Corporation, or at least his last known post-office address, at least twenty one (21) calendar days before the date set for such meeting. The notice of every special meeting shall state briefly the purpose of the meeting and no other business shall be acted upon at such meeting except by the consent of all the stockholders of the Corporation entitled to vote present at such meeting. In case of postponement of stockholders' meetings, written notice thereof and the reason therefore shall be sent to all stockholders/members of record at least two (2) weeks prior to the date of the meetings as originally scheduled. Notices of meetings need not be published in the newspapers except when necessary to comply with the special requirements of the Revised Corporation Code.</u></p>
<p>Quorum and Manner of Acting</p>	<p>Quorum and Manner of Acting. Except as otherwise provided by statute or by these By-laws, a majority of the directors shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence</p>	<p>Quorum and Manner of Acting. Except as otherwise provided by statute or by these By-laws, a majority of the directors, <u>present either physically or electronically</u>, shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors; <u>provided, that the member who opts to participate through a tele/video conference shall have been given notice of this option to the Secretary at least three days prior to the scheduled</u></p>



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	<p>of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is held. Notice of any adjourned meeting need not be given.</p>	<p><u>meeting</u>. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is held. Notice of any adjourned meeting need not be given.</p>
Section 7	<p>Section 7. <u>Voting</u>. 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 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.</p>	<p>Section 7. <u>Voting</u>. <u>The right to vote of stockholders or members may be exercised in person, through a proxy, or when so authorized in the bylaws, through remote communication or in absentia</u>. 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, by proxy or <u>through remote communication</u> and entitled to vote thereat, a quorum being present. Unless required by law, or demanded by a stockholder present in person, by proxy or <u>through remote communication or in absentia</u> 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.</p>
Article IV, Section 7	<p>Section 7. <u>Regular Meetings</u>. Regular meetings of the Board of Directors shall be held at such places XXX. Notice of regular meetings need not be given.</p>	<p>Section 7. <u>Regular Meetings</u>. Regular meetings of the Board of Directors shall be held at such places XXX. <u>Meetings of directors or trustees of corporations may be held anywhere in or outside of the Philippines, unless the bylaws provide otherwise</u>. <u>Notice of regular or special meetings stating the date, time and place of the meeting must be sent to every director or trustee at least two (2) days prior to the scheduled meeting, unless a longer time is provided in the bylaws</u>. A director or trustee may waive this requirement, either expressly or impliedly.</p>



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<p>Article IV, Section 12</p>	<p>Section 12. <u>Compensation.</u> Except for reasonable per diems, Directors, XXX the stockholders and subject to Section 15 of the Investment Company Act. XXX</p>	<p>Section 12. <u>Compensation.</u> Except for reasonable per diems, Directors, XXX the stockholders and subject to <u>Section 29 of the Revised Corporation Code.</u> XXX</p>
<p>Article V, Section 1</p>	<p>Section 1. <u>Committees.</u> The Board of Directors may, by resolution or resolutions, designate one or more committees which, to the extent provided in the resolution or resolutions or in these By-laws, shall and may exercise any of the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required. The Board of Directors shall have power to change the members of any such committee at any time, to fill vacancies and to discharge any such committee either with or without cause.</p>	<p>Section 1. <u>Committees.</u> The Board of Directors may, by resolution or resolutions, designate one or more committees which, to the extent provided in the resolution or resolutions or in these By-laws, shall and may exercise any of the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required. The Board of Directors shall have power to change the members of any such committee at any time, to fill vacancies and to discharge any such committee either with or without cause, <u>providing that it complies with the Securities Regulation Code Implementing Rules and Regulation. The members of the Board committee shall be composed of the following:</u></p> <p><u>Section 1.1 Audit Committee. – The Audit Committee shall be composed of at least three (3) appropriately qualified non-executive directors, the majority of whom, including Chairperson, should be independent directors. The Chairperson of the Audit Committee should not be the Chairperson of the Board of any other committees.</u></p> <p><u>Section 1.2 Corporate Governance Committee – The Corporate Governance Committee shall be composed of at least three (3) directors, majority of whom should be independent directors, including the Chairperson.</u></p> <p><u>Section 1.3 Board Risk Oversight Committee – The Board Risk Oversight Committee shall be composed</u></p>



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		<p><u>of at least three (3) directors, the majority of whom should be independent directors, including the Chairperson. At least one member of the committee must have relevant thorough knowledge and experience on risk and risk management.</u></p> <p><u>Section 1.4 Nomination Committee. - The members of the Board shall be elected from a list of nominees submitted by the Nomination Committee. The Nomination Committee shall have three (3) members, one of which should be an Independent Director</u></p>
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<p>ARTICLE VI <u>Officers</u></p>	<p>Section 1. <u>Number.</u> The officers of the Corporation shall be a Chairman of the Board, a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may from time to time be elected or appointed by the Board of Directors. One person may hold any two compatible offices.</p>	<p>Section 1. <u>Number.</u> The officers of the Corporation shall be a Chairman of the Board, a President, one or more Vice-Presidents, a Secretary, Treasurer, <u>and Compliance Officer</u> and such other officers as may from time to time be elected or appointed by the Board of Directors. One person may hold any two compatible offices.</p> <p>xxx</p> <p>Section 14. <u>Compliance Officer.</u> The Compliance officer shall ensure that the company complies with its outside regulatory and legal requirements as well as internal policies and by-laws. Compliance officers have a duty to their employer to work with management and staff to identify and manage regulatory risk.</p>
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<p>Article VII, Sec. 1</p>	<p>Section 1. Management Contract. (a) The Board of Directors may, at any time and from time to time, contract for management services with such corporation or firm as the Board of Directors may deem desirable, on a manner not to contravene the applicable laws and regulations. Any management contract whereby, subject to the control of the Board of Directors of the Corporation, the investment portfolio of the Corporation shall be managed or supervised by the other party to such contract, shall provide, among other things, that such management contract shall be automatically terminated in the event of the assignment by such other party of all its interest, rights or obligation. Nothing herein contained, however, shall be construed to prevent the other party to a management contract, with the knowledge and consent of the Board Directors of this Corporation, from contracting in turn for investment counseling with respect to any of, or the entire portfolio.</p>	<p>Section 1. Management Contract. (a) The Board of Directors may, at any time and from time to time, contract for management services with such corporation or firm as the Board of Directors may deem desirable, on a manner not to contravene the applicable laws and regulations. Any management contract whereby, subject to the control of the Board of Directors of the Corporation, the investment portfolio of the Corporation shall be managed or supervised by the other party to such contract, shall provide, among other things, that such management contract shall be automatically terminated in the event of the assignment by such other party of all its interest, rights or obligation. Nothing herein contained, however, shall be construed to prevent the other party to a management contract, with the knowledge and consent of the Board Directors of this Corporation, from contracting in turn for investment counseling with respect to any of, or the entire portfolio <u>subject to the rules of ICA Rule 5.1.6 or any amendments thereto on Outsourcing/Delegation of Functions of the Fund Manager.</u>"</p>
<p>Article VIII, Sec. 1</p>	<p>Section 1. <u>Custodian</u>. All securities owned by the Corporation shall be held by a Custodian who shall be a commercial bank of good repute or any other entity with the qualifications prescribed</p>	<p>Section 1. Custodian. – <u>An independent third-party entity duly authorized or accredited by the Commission to engage in the business of custodial and/or safekeeping of investment assets of the Investment Company. The Custodian shall have the following responsibilities (1) Safe-keep the assets of</u></p>



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	<p>under Section 16(f) of the Investment Company Act. The Custodian shall be appointed from time to time by the Board of Directors, which shall fix its remuneration and the terms under which it shall act and hold in custody such securities. Upon the resignation or inability to serve of any such Custodian, the Corporation shall (a) use its best to obtain a successor custodian, (b) require the securities of the Corporation held by the Custodian to be delivered to the successor custodian, and (c) in the event that no successor custodian can be found, submit to the stockholders of the Corporation, before permitting delivery of such securities to anyone other than a successor custodian, the question whether the Corporation shall function without a custodian; provided, however, that nothing herein contained shall prevent the termination at any time on not more than thirty (30) days' notice of any agreement between the Corporation and any such Custodian by the Board of Directors of the Corporation or by the affirmative vote of stockholders representing at least majority of the outstanding stock of the Corporation. Upon its resignation or inability to serve, the Custodian may deliver any assets of the Corporation held by it to a qualified bank or any other entity qualified under Section 16(f) of the Investment Company Act selected by it, such assets to be held subject to the terms of</p>	<p><u>the investment company which shall be clearly identified and properly labeled as assets or properties of the investment company.</u> The Custodian shall be appointed from time to time by the Board of Directors, which shall fix its remuneration and the terms under which it shall act and hold in custody such securities. Upon the resignation or inability to serve of any such Custodian, the Corporation shall: (a) use its best efforts to obtain a successor custodian; (b) require the securities of the Corporation held by the Custodian to be delivered to the successor custodian; and (c) in the event that no successor custodian can be found, submit to the stockholders of the Corporation, before permitting the delivery of such securities to anyone other than a successor custodian, the question whether the Corporation shall function without a custodian; provided, however, that nothing herein contained shall prevent the termination at any time on not more than ninety (90) days notice of any agreement between the Corporation and any such Custodian by the Board of Directors of the Corporation or by affirmative vote of the outstanding stock with voting powers of the Corporation. Upon its resignation or inability to serve, the Custodian may deliver any assets of the Corporation held by it to a qualified bank selected by it, such assets to be held subject to the terms of custody which governed such retiring custodian, pending action by the Corporation as set forth in this Section.</p>
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	<p>custody which governed such retiring custodian, pending action by the Corporation as set forth in this section.</p>	
Art. VIII, Sec. 2	<p>Section 2. <u>Auxiliary Custodian</u>. In the event that the Board of Directors shall deem it necessary or desirable that any of the securities of the Corporation be held outside of the Philippines to the extent permitted by applicable laws and regulations, or in cases where custody over the securities by the principal Custodian, may not be practicable, the Board of Directors may designate one or more auxiliary Custodians for such securities, subject to supervision by the principal Custodian.</p>	<p>Section 2. Auxiliary Custodian. – The Custodian may delegate its custody functions to another BSP-accredited custodian or SEC-registered securities depository. In case the investment company invests in global securities, that following shall be required of the custodian:</p> <ul style="list-style-type: none"> a. The sub-custodian/global custodian shall be independent, licensed, and regulated by a competent regulatory authority; b. The delegating custodian remains responsible for the actions or omissions of the sub-custodian/global custodian pertaining to the function delegated; c. The delegating custodian shall have adequate procedures to monitor the sub-custodian/global custodian; and d. The custodian informs the Commission within five (5) days from the execution or termination of the sub-custodian agreement of such delegation and submit a copy of the agreement or the proof of termination thereof.
Art. VIII, Sec. 3	<p>Section 3. <u>Auditors</u>. The Auditors of the Corporation shall be designated in accordance with Section 29 of the Investment Company Act.</p>	<p>Section 3. Auditors. – The Auditors appointed to audit the financial statements of an Investment Company, its appointed Fund Manager and Fund Distributor shall be duly accredited by the Commission in accordance with SRC Rule 68</p>
Article IX, Sec. 1	<p>Section 1. <u>Investment Objectives</u>. The Corporation will be classified under the Investment Company Act as an open-end investment company. The investment objectives of the Corporation are set forth in the</p>	<p>Section 1. <u>Investment Objectives</u>. The Corporation will be classified under the Investment Company Act as an open-end investment company. The investment objectives of the Corporation are set forth in the Statement of Investment Policy Objectives and Limitations filed <u>as contained in the registration statement approved by</u> with the Securities and</p>



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	<p>Statement of Investment Policy Objectives and Limitations filed with the Securities and Exchange Commission. The Corporation reserves freedom of action with respect to such matters as are specifically reserved in such Statement of Investment Policy Objectives and Limitations. Amendments thereto may be made pursuant to Section 12 and other applicable provisions of the Investment Company Act.</p>	<p>Exchange Commission. The Corporation reserves freedom of action with respect to such matters as are specifically reserved in such Statement of Investment Policy Objectives and Limitations. Amendments thereto may be made pursuant to <u>Section 12 and other applicable provisions of the Investment Company Act and its Implementing Rules and Regulations, as may be amended.</u>"</p>
<p>Article X</p>	<p>Section 1. <u>Net Asset Value Per Share</u>. Investments owned by the Corporation are valued in terms of its net asset value per share (NAVPS). This is computed by dividing the value of the securities held by the Corporation plus any cash or other assets, less all the liabilities by the total number of shares outstanding, rounded to the nearest centavo.</p> <p>Debt securities are valued at prices determined with reference to the market in which they trade. Short-term investments that will mature in 60 days or less are stated at amortized cost. All other securities and assets for which there are no such quotations available are valued at fair value as determined in good faith by the Board of Directors, although actual calculations may have been made by persons acting in accordance to the</p>	<p><u>The value of the assets of the Investment Company shall be determined based on the following:</u></p> <ol style="list-style-type: none"> a. <u>If quoted in an organized market, based on official closing price or last known transacted price;</u> b. <u>If unquoted or quoted investments where the transacted prices are not represented or not available to the market, based on fair value ; Provided further that in determining the fair value of the investments, the Fund Manager shall, with due care and good faith:</u> <ol style="list-style-type: none"> i. <u>Have reference to the price that the Investment Company would reasonably expect to receive upon the sale of the investment at the time the fair value is determined;</u> ii. <u>Document the basis and approach for determining the fair value.</u> <p><u>Section 1. Net Asset Value. - The net asset value of the capital stock of the Corporation, as of the close of business on any day, shall be obtained by adding the value, based on official closing price or</u></p>



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	<p>direction of the Directors. The Assets may also be valued on the basis of valuations provided by a pricing service approved by the Board of Directors.</p> <p>The NAVPS is computed daily on each banking day and remains in effect until the next NAVPS is determined. A banking day is defined as a day when commercial banks in Metro Manila are open for business.</p>	<p><u>last known transacted price, of the assets of the Corporation less the liabilities (such liabilities being exclusive of capital stock and surplus), all determined and computed as follows:</u></p> <p>(a) <u>The assets of the Corporation shall be deemed to include (i) all cash on hand, on deposit, or on call, (ii) all bills and notes and accounts receivable, (iii) all shares of stock and subscription rights and other securities owned or contracted for by the Corporation, other than its own capital stock, (iv) all stock and cash dividends and cash distributions to be received by the Corporation and not yet received by it but declared to stockholders of record on a date on or before the date as of which the net asset value is being determined, (v) all interest accrued in any interest bearing securities owned by the Corporation, (vi) all real properties or interest therein, (vii) all other property of every kind and nature including prepaid expenses; the value of such assets to be determined as follows:</u></p> <p>1. <u>In determining the value of assets of the Corporation for the purpose of obtaining the net asset value, each security listed on a stock of fixed-income exchange shall be valued on the basis of the closing sale thereon on such stock exchange on the business day on which such net asset value for redemption is to be calculated. If there be no sale on such day, then the security shall be valued at the mean between the bid and asked prices</u></p>
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		<p><u>on such day. If no such prices are quoted for such day, then the security shall be valued by such method as the Board of Directors or its duly appointed agents shall deem to reflect its fair market value. As used herein "business day" shall mean a day on which the Philippine Stock Exchange and the Philippine Dealing and Exchange are open for trading in securities and each business day will end at the hour and minute when such exchange closes for trading securities for the day.</u></p> <p>2. <u>Securities not listed on a stock or fixed income exchange but traded on the over-the-counter-market shall be valued on the basis of the closing sale thereon on the business day on which such net asset value shall be calculated. If there be no such sale on that day, then the security shall be valued at the bid price recorded on such over-the-counter market for such day. In the absence of a bid price, then the security shall be valued by such method as the Board of Directors or the Fund Manager shall, with due care and good faith: have reference to the price that the Investment company would expect to receive upon the sale of the investment at the time the fair value is determined; and document the basis and approach for determining the fair value.</u></p> <p>3. <u>All other assets of the Corporation, including real estate, prepaid and accrued items and</u></p>
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		<p><u>dividends receivable, shall be valued by such method as the Board of Directors or the Fund Manager shall, with due care and good faith: have reference to the price that the Investment company would expect to receive upon the sale of the investment at the time the fair value is determined; and document the basis and approach for determining the fair value.</u></p> <p>(b) <u>The liabilities of the Corporation shall be deemed to include (i) all bills and notes and accounts payable, (ii) all administrative expenses payable and/or accrued (including management fees), (iii) all contractual obligations for the payment of money or property, including the amount of any unpaid dividend declared upon the Corporation's stock and payable to stockholders of record on or before the day on which the value of the Corporation's stock is being determined, (iv) all reserves authorized or approved by the Board of Directors for taxes or contingencies, and (v) all other liabilities of the Corporation of whatsoever kind and nature except liabilities represented by outstanding capital stock and surplus of the Corporation.</u></p> <p>(c) <u>For the purpose thereof (i) capital stock subscribed for shall be deemed to be outstanding as of the time of acceptance of any subscription and the entry thereof on the books of the Corporation and the net price thereof shall be deemed to be an asset of the</u></p>
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		<p><u>Corporation; and (ii) capital stock surrendered for purchase by the Corporation pursuant to the provisions of the Articles of Incorporation or these By-Laws shall be deemed to be outstanding until the close business on the business day as of which such value is being determined and thereupon and until paid, the price thereof shall be deemed to be a liability of the Corporation.</u></p> <p>(d) <u>The net asset value in effect at the time of any transaction in the shares of the Corporation shall be that which is next computed after receipt of the tender of such security of the repurchase or redemption or of an order to purchase or sell such security, provided, however, that any request for redemption properly made on any business day shall be treated for all purposes herein referred to as a request for redemption on the next following business day when the Philippine Stock Exchange and the Philippine Dealing and Exchange Corporation are open.</u></p> <p><u>Section 2. Issue and Redemption Price of Shares/Units</u></p> <p>a. <u>The shares or units in the Investment Company should be issued or redeemed, in case of MFC, at a price arrived at by dividing the fund's NAV by the number of shares or units outstanding.</u></p> <p>b. <u>The price of securities subscribed or redeemed within the cut-off time of the day the subscription or request for redemption is received, respectively,</u></p>
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		<p><u>shall be based on the net asset value per share/unit computed as of the closing day. Subscription or request for redemption received beyond the cut-off time is deemed received the following banking day and to be priced at net asset value per share/unit computed on the next banking day.</u></p> <p>c. <u>Generally, the daily cut-off time shall be at 12:00 noon. A different cut-off time may be set as long as it is provided in the prospectus.</u></p> <p>d. <u>The net asset value per share/unit computation shall be made in accordance with the valuation method indicated in the prospectus and shall be applied consistently. Any change in the net asset value per share/unit calculation or valuation method shall be subject to approval by the Commission.</u></p>
<p>Article XI, Sec.1</p>	<p>Section 1. <u>Procedures for Redemption.</u> Subject to Article 7(ii) of the Articles of Incorporation, the Corporation agrees to purchase and each holder of capital of the Corporation shall be entitled to require the Corporation to purchase all or any part of the shares of capital stock standing in the name of such holder on the books of the Corporation. A redemption request may be made easily through the Corporation, by submitting a completed redemption form together with custodian receipts and/or stock certificates which have been issued representing such shares.</p>	<p>Delete - (but only in the event and to the extent that the Corporation has assets legally available for such purpose whether arising out of capital, paid-in surplus, or other surplus, net profits or otherwise)</p> <p>Section 1. <u>Procedures for Redemption.</u> Subject to Article 7(ii) of the Articles of Incorporation, the Corporation agrees to purchase and each holder of capital of the Corporation shall be entitled to require the Corporation to purchase all or any part of the shares of capital stock standing in the name of such holder on the books of the Corporation. A redemption request may be made easily through the Corporation, by submitting a completed redemption form together with custodian receipts and/or stock certificates which have been issued representing such shares.</p> <p><u>The Commission motu proprio or, upon the request of a Fund Manager, may suspend the redemption of securities of Investment Company if:</u></p> <p>a. <u>The exchange, where eighty percent (80%) of the securities in the Investment Company's</u></p>



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		<p><u>portfolio, is suspended;</u></p> <p>b. <u>Eighty percent (80%) of the securities in the Investment Company's portfolio, could not be traded or liquidated; or</u></p> <p>c. <u>Whenever necessary or appropriate in the public interest or for the protection of investors</u></p> <p><u>The Corporation shall comply with R.A. 2629 and/or the Implementing Rules and Regulations of the Investment Company Act including its amendments, as well as other SEC issuances as applicable.</u></p>
<p>Art. XI, Sec. 2</p>	<p>Section 2. <u>Payment on Redemption.</u> The custodian bank prepares the check for the redeemed shares within seven (7) banking days from receipt of the redemption request. If redemption requests are received prior to 12:00 noon of any banking day, the redemption price shall be the net asset value per share (NAVPS) of the same banking day. Redemption request received after 12:00 noon will be considered redemptions made on the next following banking day with a NAVPS of such next following banking day. The Board of Directors may however in their discretion, if they deem it advisable for the best interests of the Corporation and the Stockholders as a whole, subject to applicable rules and regulations of the Securities and Exchange Commission (SEC), suspend the right to acquire the repurchase of shares as aforesaid or defer payment for the shares for all or part of any period when (1) normal trading on the Philippine Stock Exchange is suspended or restricted, or (2)</p>	<p>Section 2. Payment on Redemption. <u>Payments for the redeemed shares and units shall be made within seven (7) banking days from receipt of the request for redemption.</u> If redemption requests are received prior to 12:00 noon of any banking day, the redemption price shall be the net asset value per share (NAVPS) of the same banking day... XXX after such termination date.</p> <p><u>Section 3. Grounds for suspension of redemption – The Commission motu proprio or, upon the request of a Fund Manager, may suspend the redemption of securities of Investment Company if:</u></p> <p>a. <u>The exchange, where eighty percent (80%) of the securities in the Investment Company's portfolio, is suspended;</u></p> <p>b. <u>Eighty percent (80%) of the securities in the Investment Company's portfolio, could not be traded or liquidated; or</u></p> <p>c. <u>Whenever necessary or appropriate in the public interest or for the protection of investors</u></p> <p><u>Section 4. Period for the Suspension of Redemption of Shares or Units – The Commission shall provide the period of suspension of redemption which shall not be more than twenty-one (21) business days,</u></p>



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	<p>subject to applicable rules and regulations and with prior approval of the SEC, during any period in which the Board of Directors deem it advisable for the best interests of the Corporation and its Shareholders. In the event that the right to require the repurchase of shares so presented is suspended pursuant to the preceding sentence, then with respect to shares demand for purchase of which is so made on the day on which the suspension is declared, the stockholder, prior to the day on which the period of suspension is terminated, may withdraw his demand and require the return of any certificate presented by him; otherwise, the determination of the net asset value with respect to any purchase remaining on deposit shall be made as of the close of business on the first business day on which (a) the Philippine Stock Exchange is open, or (b) a determination of the net asset value of the shares is made pursuant to Article XI, Section 1 which occurs after the date of termination of the period of such suspension and (c) payment for said shares shall be made to the holder of record within seven (7) days after such termination date.</p>	<p><u>unless an extension is approved by the Commission En Banc.</u></p>
Amendments	<p>Section 7. Amendments. These By-Laws shall be subject to amendment, alteration or repeal and new By-Laws not</p>	<p><u>Section 7. Amendments. 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 2/3 of the</u></p>



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	<p>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 at 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.</p>	<p><u>outstanding capital stock to delegate power to amend By-Laws to the Board, and vote of majority of outstanding capital stock to revoke the same based on Sec. 47 of the Revised Corporation Code in respect thereof given at any annual meeting or at any special meeting called for such purpose.</u> 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.</p>
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