

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
OF**

FILIPINO FUND, INC.

Held via remote communication
Under the platform of Zoom Video Communications
May 13, 2025 (Tuesday)
9:00 a.m.

The Annual Stockholders' Meeting of Filipino Fund, Inc. ("FFI" or the "Corporation") was held via remote communication using the platform of Zoom Video Communications.

1. CALLING OF MEETING TO ORDER

Before the start of the program, the Corporate Secretary, Atty. Vincent E. Tomaneng, asked the Zoom Video Communications Host, Ms. Jonna C. Llaguno, whether the attendees present today at the 2025 Annual Stockholders' Meeting of FFI held via remote communication (the "ASM") can clearly hear and/or see the entire proceedings. Ms. Llaguno then replied in the affirmative and confirmed the same. Atty. Tomaneng then informed the assembly that the ASM will be duly recorded for future reference and as required by the Securities and Exchange Commission ("SEC").

The Chairman, Dr. Bernardo M. Villegas, welcomed everyone to the 2025 virtual ASM of FFI. He then introduced to the body the Directors and Officers in attendance.

Dr. Villegas then called the meeting to order and presided over the same. Atty. Tomaneng recorded the minutes of the proceedings.


2. CERTIFICATION OF NOTICE OF MEETING AND VOTING PROCEDURES

The Corporate Secretary reported to the Chairman and informed the assembly that written notice of the ASM with the date, time, platform, and agenda has been sent to all stockholders of record as of April 14, 2025 through the following modes:

- a) Publication of the Notice of the ASM in the Business Sections of the Philippine Daily Inquirer and the Philippine Star, both newspapers of general circulation in the Philippines, in both print and online format on April 21 and 22, 2025;
- b) Disclosure of the ASM Notice on the Philippine Stock Exchange ("PSE") Edge portal; and
- c) Posting on FFI's website at www.filipinofund.com.ph.

The Corporate Secretary explained that these three alternative modes of notification to stockholders are in compliance with the guidelines of the SEC per its Notice dated March 12, 2025.

He also told the body that the stockholders had been duly informed about the guidelines for participating via remote communication and the voting procedures as contained in the Notice of the ASM and as indicated in FFI's 2025 Definitive Information



Statement which was made available to the stockholders through the PSE Edge Portal and FFI's website. The Definitive Information Statement contains the detailed steps and procedures for participating via remote communication and voting in absentia.

3. **DETERMINATION AND DECLARATION OF QUORUM**

The Corporate Secretary reported to the Chairman and announced to the assembly that there were present at the meeting via remote communication, either personally or as represented by proxies, stockholders owning and/or representing 35,680,578 shares or 71.12% out of the 50,167,397 total outstanding shares of capital stock of FFI entitled to vote at the meeting, as validated by its Stock and Transfer Agent, Stock Transfer Service, Inc. Since more than 50% of the total outstanding common shares is present, the Corporate Secretary certified that there is a quorum for the transaction of all matters on the agenda. Thereupon, the Chairman declared that a quorum was present and that the meeting was duly convened and ready to transact business.

4. **APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING HELD ON MAY 14, 2024**

The Chairman announced that the first order of business was the approval of the minutes of the annual stockholders' meeting held on May 14, 2024. The Corporate Secretary certified that as indicated in the Notice of the ASM, copies of the said minutes were made available to the stockholders at the Corporation's website at www.filipinofund.com.ph.

The Chairman asked the Corporate Secretary if the proposed resolution has been approved by the shareholders. The Corporate Secretary disclosed that out of the total outstanding common shares entitled to vote, 35,680,578 shares or 71.12% have voted in favor of the proposal as validated by its Stock and Transfer Agent. The Chairman then confirmed the stockholders' approval on the matter as follows:

"RESOLVED, That the Minutes of the Annual Stockholders' Meeting of FFI held on May 14, 2024 be, and are hereby, approved *en toto* as recorded."

5. **PRESENTATION AND APPROVAL OF THE 2024 ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE CY ENDING DECEMBER 31, 2024**

The Chairman then announced to the assembly that the next business was the presentation and approval of the Annual Report on the operations and activities of FFI during the calendar year 2024 and FFI's Audited Financial Statements for the year ended December 31, 2024, copies of which were made available to the stockholders through the PSE Edge Portal and the Corporation's website. He then called Mr. Luis Gregorio I. Francisco, representing the Fund Manager AB Capital & Investment Corporation, to present the highlights of the Annual Report and 2024 Audited Financial Statements.

According to Mr. Francisco, net asset value of the Fund increased by 9.27% from 2023. On the focus area of the income statement, there was an increase of 34% in net income from the prior year. On accounting for the net asset value growth, it was



highlighted that FFI has outperformed the PSEi return by 8.1%. For the net asset share and market price, the increase in net asset value per share has increased the market price of FFI's shares, now trading at a premium of 37.54%.

After completing his presentation, Mr. Francisco thanked the audience and then relinquished the floor back to the Chairman.

The Chairman then asked the Corporate Secretary if the proposed resolution has been approved by the shareholders. The Corporate Secretary disclosed that out of the total outstanding common shares entitled to vote, 35,680,578 shares or 71.12% have voted in favor of the proposal as validated by its Stock and Transfer Agent. In view thereof, the Chairman then confirmed the stockholders' approval on the matter as follows:

"RESOLVED, That the Annual Report on the operations and activities of FFI for the calendar year 2024, and the Audited Financial Statements of FFI for the calendar year ending December 31, 2024 which was incorporated in the said Annual Report, be, and are hereby, approved."

6. MARKET ANALYSIS PRESENTATION

The Chairman then announced to the assembly that the next item on the agenda is the presentation by Mr. Francisco, Fund Manager, on the Philippine economic and stock market situation. The highlights of Mr. Francisco's report include the following:

Equity Market Recap

- a. Like previous years, 2024 kicked off with much optimism as investors expected sustained economic growth for the Philippines and an end of the high-interest rate regime that has crippled markets since 2022.
- b. While local corporates delivered on profit growth, interest rate cuts were once again delayed in 2024 amid a resurgence of inflation in the first half of 2024. This weighed on valuations and resulted to the PSEi giving back most of its gains by mid-year.
- c. As inflation tempered in the second half, the BSP finally kicked off the easing cycle and delivered its first rate cut in four years. It would cut rates two more times for the remainder of the year.
- d. Equities rallied strongly in the third quarter on the back of the rate cuts. Foreign funds piled into local stocks, adding fuel to a blistering rally that produced gains of more than 20% in four months.
- e. However, the market's gains quickly dissipated in the fourth quarter after the election of President Trump triggered a capital flight from emerging markets back to the US. The Philippine Peso came under pressure, registered its weakest levels in history and exacerbated an exodus of foreign funds from the stock market.
- f. The PSEi ended a volatile 2024 with a marginal +1.2%, its first year gain in four years.

Equity Market Outlook

- a. 2025 is shaping up to be another volatile year after President Trump roiled markets with an announcement of sweeping tariffs.
- b. While a sense of calm has come back after a quick about-face on the elevated tariffs, major economies face a slowdown to growth in 2025 amid the trade uncertainty.



- c. In the Philippines, a recovery in domestic consumption as inflation wanes will drive above-average growth for the country as other economies combat tariffs and slower global trade.
- d. Further reductions in the prices of major food items underpin the downward trajectory of local inflation and bolster expectations that the BSP will further reduce interest rates ahead of the US Fed.
- e. Our positive outlook on the Philippine equities continues to be underpinned by:
- f. Corporate earnings growth which is expected to register double digit increases in 2025.
- g. Lower interest rates which provide a much-needed boost to equity market valuations.

After completing his presentation, Mr. Francisco thanked the audience and then relinquished the floor back to the Chairman.

7. **APPROVAL AND CONFIRMATION OF ALL ACTS OF THE BOARD OF DIRECTORS, OFFICERS, COMMITTEES, AND FUND MANAGER OF FFI FOR THE PRECEDING YEAR**

The Chairman announced that the next item on the agenda is the approval of all acts, proceedings, and resolutions of FFI's Board of Directors, Officers, Committees, and its Fund Manager during the intervening year, subsequent to last year's Annual Stockholders' Meeting.

The Chairman asked the Corporate Secretary if the proposed resolution has been approved by the shareholders. The Corporate Secretary disclosed that out of the total outstanding common shares entitled to vote, 35,680,578 shares or 71.12% have voted in favor of the proposal as validated by its Stock and Transfer Agent. In view thereof, the Chairman then confirmed the stockholders' approval on the matter as follows:

"RESOLVED, That all acts, resolutions, and proceedings of the Board of Directors, Committees, and the Fund Manager of FFI, heretofore adopted and taken at their various meetings held during the past year and as recorded in the minutes of their respective meetings, and all acts of the Officers of FFI during the past year in carrying out and promoting the interests and business of FFI be, as the same are hereby, approved, ratified and confirmed."

8. **APPOINTMENT OF EXTERNAL AUDITOR**

The Chairman announced that the next item on the agenda is the approval of the appointment of SyCip, Gorres, Velayo & Co. ("SGV & Co.") as the external auditor of FFI for the year ending December 31, 2025.

The Chairman asked the Corporate Secretary if the proposed resolution has been approved by the stockholders. The Corporate Secretary disclosed that out of the total outstanding common shares entitled to vote, 35,680,578 shares or 71.12% have voted in favor of the proposal as validated by its Stock and Transfer Agent. In view thereof, the Chairman then confirmed the stockholders' approval on the matter as follows:

"RESOLVED, to approve the appointment of SGV & Co. as the external auditor of FFI for the calendar year ending December 31, 2025".

9. **ELECTION OF BOARD OF DIRECTORS**

The Chairman then announced that the next business is the election of seven (7) members of the Board of Directors to fill up the seven (7) seats of the Board of Directors as currently provided in the Articles of Incorporation of FFI, who shall occupy their respective positions for one (1) year and until their successors are duly elected and qualified.

The Chairman requested the Corporate Secretary to read out the qualified nominees for this year's Board of Directors in accordance with the Proxy Statement sent. The Corporate Secretary announced the following qualified nominees for election as Directors of FFI for the ensuing year and until their successors are duly elected and qualified:

1. Dr. Bernardo M. Villegas - as Independent Director
2. Mr. Andrew Jason G. Gaisano
3. Mr. Harvey Maxwell G. Gaisano
4. Mr. Gregorio T. Yu – as Independent Director
5. Mr. Josef Vincent W. Cochien
6. Ms. Mary Jennifer V. Musni
7. Atty. Vincent E. Tomaneng

The Chairman asked the Corporate Secretary about the voting results of the election of the Directors. The Corporate Secretary disclosed that out of the total outstanding common shares entitled to vote,

35,680,478 shares or 71.12% have voted to elect Dr. Bernardo M. Villegas as Independent Director, as validated by its Stock and Transfer Agent.

35,680,578 shares or 71.12% have voted to elect Andrew Jason G. Gaisano, as validated by its Stock and Transfer Agent.

35,680,578 shares or 71.12% have voted to elect Harvey Maxwell G. Gaisano, as validated by its Stock and Transfer Agent.

35,680,478 shares or 71.12% have voted to elect Gregorio T. Yu as Independent Director, as validated by its Stock and Transfer Agent.

35,680,578 shares or 71.12% have voted to elect Josef Vincent W. Cochien, as validated by its Stock and Transfer Agent.

35,680,478 shares or 71.12% have voted to elect Mary Jennifer V. Musni, as validated by its Stock and Transfer Agent.

35,680,478 shares or 71.12% have voted to elect Atty. Vincent E. Tomaneng, as validated by its Stock and Transfer Agent.

Based on the above voting results and there being no other nominees to the Board, Chairman formally announced that all of the above seven (7) individuals are duly elected as Directors of FFI for the ensuing year and until their successors are duly elected and qualified.



10. **APPROVAL OF THE 1-YEAR TERM EXTENSION OF INDEPENDENT DIRECTOR BERNARDO M. VILLEGAS**

The Chairman then announced that the next order of business is the approval of the 1-year term extension of Independent Director Bernardo M. Villegas.

The Chairman asked the Corporate Secretary if the proposed resolution has been approved by the stockholders. The Corporate Secretary disclosed that out of the total outstanding common shares entitled to vote, 35,680,598 shares or 71.12% have voted in favor of the proposal as validated by its Stock and Transfer Agent. In view thereof, the Chairman then confirmed the stockholders' approval on the matter as follows:

"RESOLVED, to approve the 1-year term extension of Independent Director Bernardo M. Villegas."

11. **APPROVAL OF THE AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BY-LAWS OF FFI**

The Chairman then proceeded on the next item. He called the Corporate Secretary to read out the proposed amendments to the Articles of Incorporation and By-Laws of Filipino Fund, Inc. as required by the SEC.

Atty. Tomaneng relayed to the stockholders the following amendments:

As to the Articles of Incorporation, there are two amendments, namely:

1. Second Article, paragraph 3 (on Primary Purpose, under Incidental Powers); and
2. Fourth Article (on Term of Existence).

As to the By-Laws, there are 13 amendments, to wit:

1. Article II, Section 2: Stockholders' Meetings, under Special Meetings;
2. Article II, Section 4: Stockholders' Meetings, under Notices;
3. Article II, Section 5: Stockholders' Meetings, under Completeness of Service;
4. Article II, Section, 6: Stockholders' Meetings, under Quorum;
5. Article II, Section, 7: Stockholders' Meetings, under Proxies;
6. Article III, Section 5: Board of Directors, under Notice of Regular Meetings;
7. Article III, Section 8: Board of Directors, under Directors' Compensation;
8. Article IV, Section 1: Officers;
9. Article IV, Section 9: Officers, New Provision;
10. Article V, Section 5: Corporate Capital;
11. Article IV, Section 4: Contracts, under Contracts with Underwriter;
12. Article VI, Section 5: Contracts with Commercial Banks; and
13. Article VIII, Section 2: Auditor, under Qualifications of an Auditor

As stated by Atty. Tomaneng, these amendments are mentioned in detail in the Definitive Information Statement filed with SEC and PSE on April 16, 2025. The abovementioned amendments were earlier approved by the Board during its regular board meeting held on March 18, 2025.

The Chairman asked the Corporate Secretary if the proposed resolution has been approved by the stockholders. The Corporate Secretary disclosed that out of the total outstanding common shares entitled to vote, 35,680,578 shares or 71.12% have voted in



favor of the proposal as validated by its Stock and Transfer Agent. In view thereof, the Chairman then confirmed the stockholders' approval on the matter as follows:

"RESOLVED, that subject to the approval of the Securities and Exchange Commission ("SEC"), the stockholders owning or representing at least 2/3 of the total outstanding capital stock of FFI have voted in favor of the approval of the above amendments to the Articles of Incorporation and By-Laws of FFI as required by the SEC."

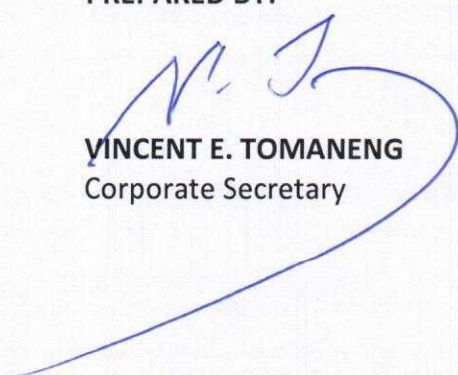
12. **OTHER MATTERS**

The Chairman then informed the assembly if there are any matters that the stockholders would like to discuss. The Corporate Secretary stated that there was nothing of particular importance that the Board has conveyed to discuss. Further, the Corporate Secretary informed the body that there will be no open forum during the ASM as indicated in the Definitive Information Sheet. The stockholders, may however, send their questions about the ASM and about the Corporation to its Compliance Officer at jcllaguno@abcapital.com.ph and/or corporatesecretary@filipinofund.com.ph. She will reply accordingly. The deadline for the stockholders to email their questions shall be five (5) calendar days from today or until May 18, 2025.

13. **ADJOURNMENT**

There being no other business to transact, the meeting was, on motion duly made and seconded, adjourned at around 9:35 am. The Chairman then thanked everyone from joining the virtual ASM.

PREPARED BY:



VINCENT E. TOMANENG
Corporate Secretary

ATTESTED BY:

BERNARDO M. VILLEGAS
Chairman of the Meeting