REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City , 1209, Metro Manila

COMPANY REG. NO.: CS201300728

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of the

ATR FAMI Philippine Equity Exchange Traded Fund, Inc.

copy annexed, adopted on October 15, 2025 by majority vote of the Board of Directors pursuant to the authority duly delegated to it by the vote owning of at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, this 27th day of August, Two Thousand Twenty-Six.

DANIEL P. GABUYO
Assistant Director
S.O. Order 1188 Series of 2018
Company Registration and Monitoring Department

BAGONG PILIPINAS

AMENDED BY-LAWS

OF

ATR FAMI PHILIPPINE EQUITY EXCHANGE TRADED FUND, INC.

(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)

ARTICLE I

Offices

Section 1. Principal Office. The principal office of **ATR FAMI Philippine Equity Exchange Traded Fund, Inc.**, hereinafter referred or called the Corporation, shall be located at the 18/Floor, PS Bank Center, Paseo de Roxas, corner Sedeno St., Makati City, Philippines, or at such place therein as the Board of Directors may fix. ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 2. Other Offices. The Corporation may also have a branch office or offices at such place or places within or without the Republic of the Philippines as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shares of Stocks and Their Transfer

Section 1. Certificate of Stock. The Certificate of Stock of the Corporation shall be issued in consecutive order and shall be in such form as shall be approved by the Board of Directors. The certificates of stock shall be signed by the President or any Vice-President and countersigned by the Secretary or an Assistant Secretary of the Corporation and sealed with its corporate seal. Whenever any such certificate is signed by a transfer agent or by a registrar, the signatures of any such officers as well as the corporate seal may be by facsimile, engraved or printed.

The necessary document stamps for each certificate of stock shall be borne by the stockholder in whose favor the certificate is issued or transferred.

Section 2. Transfer of Stock. Transfer of shares of the capital stock of the Corporation shall be made on the books of the Corporation by the holder thereof, or by his duly authorized attorney-in-fact or legal representative, so as to show the names of the parties to the transaction, the date of the transfer, the number of the certificate and the number of shares transferred, and upon such transfer the old certificate, if any, shall be surrendered to the Corporation by the delivery thereof to the person in charge of the stock and transfer books and ledgers or to such other person as the Board of Directors may designate, by whom it shall be cancelled, and a new certificate shall thereupon be issued. The term "person" or "persons" wherever used herein shall be deemed to include any firm or firms, corporation or corporations, association or associations. Whenever any transfer of shares shall be made for collateral security, and not absolutely, however, such fact, if known to the Secretary or to said transfer agent, shall be so expressed in the entry of the transfer.

Section 3. Addresses of the Stockholders. Each stockholder shall designate to the Secretary of the Corporation an address at which notices of meetings and all other corporate notices may be served upon or mailed to him, and if any stockholder shall fail to designate such address, corporate notices may be served upon him by mail directed to him at his last known post office address.

Section 4. Lost, Destroyed and Mutilated Certificates. The holder of any stock of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of the certificate therefore, and the Board of Directors may cause to be issued to him a new certificate or certificate of stocks, upon the surrender of the mutilated certificate or, in case of loss or destruction of the certificate, upon satisfactory proof of such loss or destruction, and the Board of Directors may require the owner of the lost or destroyed certificate or his legal representative to give the Corporation a bond in such sum and with such surety or sureties, as it may direct, to indemnify the Corporation against any claim that may be made against it on account of the alleged loss or destruction of any such certificate. The requirement of Section 72 of the **Revised** Corporation Code shall be complied with. ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 5. Closing of Transfer Books. 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, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stocks shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any change, conversion or exchange of the capital stock, and in each such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to notice of, or to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after such record date as aforesaid.

Section 6. Bookkeeping Arrangements. The Corporation may establish procedures whereby it will not issue certificates of stock except upon specific request of a stockholder and whereby the Custodian referred to in Article VIII or the transfer agent of the Corporation shall, periodically or upon the occasion of any change in the holdings of any stockholder, issue to each stockholder or to the stockholders affected by such change a written statement of his holdings at the time such statement is issued. The Board of Directors may authorize the execution of any agreement, contract or other document necessary or desirable in order to carry out the intent of this provision of the By-laws.

Section 7. Registered Stockholder. The Corporation shall be entitled to recognize the exclusive right of a person registered in its books as the owner of shares to receive dividends, to vote at stockholders' meetings and otherwise to exercise other rights or privileges of stockholders, and the Corporation shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

Section 8. Scrips for Fractional Shares. Whenever necessary or inevitable, the Board of Directors may arrange for the issuance of scrips representing fractional interest in shares of stock of the Corporation, which scrips may carry such rights to dividends and other rights (except voting rights) as the Board of Directors shall determine and as the applicable laws and regulations shall permit.

ARTICLE III

Meeting of Stockholders

Section 1. Place of Meetings. All meetings of stockholders shall be held at the principal office of the Corporation, unless written notices of such meetings should fix another place therein.

Section 2. Annual Meetings. The annual meetings of the stockholders for the election of directors and for the transaction of such other business as may come before the meeting shall be held on 2nd Wednesday of May, if not a legal holiday and if a legal holiday, then on the next succeeding business day not a legal holiday. If the election of directors shall not be held on the day designated for any annual meeting or at any adjournment of such meeting, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as the same may conveniently be held. At such special meeting, the stockholders may elect the directors and transact other business as stated in the notice of the meeting with the same force and effect as at an annual meeting duly called and held. ***(As amended by the majority of the Board of Directors and ratified by the Stockholders holding at least 2/3 of the outstanding capital stock, during its separate meetings both held on April 16,2013)***

Section 3. Special Meetings. **Any stockholder may propose the holding of a special meeting and items to be included in the agenda.** 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. **If the person authorized to call a meeting unjustly refuses to do so, a stockholder may petition the Securities and Exchange Commission pursuant to Section 49 of the Revised Corporation Code.** ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 4. Notice of Meetings. Except as otherwise provided by law, written or printed notice of all 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, **or electronic mail, or in such other manner as the Securities and Exchange Commission shall allow under its guidelines** to each stockholder of record entitled to vote thereat **at the** address **or email address** last known to the Secretary of the Corporation, at least **twenty-one (21)** 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 **electronic mail**, waive notice of any meeting, whether before or after the holding of such meeting, notice thereof need not be given to **such stockholder**. **In case of postponement of a regular meeting, written notice**

<u>thereof and the reason therefor shall be sent to all stockholders of record at least two (2) weeks prior to the date of the meeting, unless a different period is required by law or regulation.</u> Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law. **<u>The notice may include instructions for participation and voting through remote communication or in absentia, in accordance with law, SEC rules and the Corporation's policies.</u>** ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 5. <u>Quorum</u>. At each meeting of the stockholders, the holders of a majority of the issued and outstanding stock of the Corporation, having voting powers, who are present in person or represented by proxy, shall constitute a quorum for the transaction of business except where otherwise provided by law. In the absence of a quorum, the stockholders of the Corporation present in person or represented by proxy and entitled to vote, by majority vote, or, in the absence of all the stockholders, any officer entitled to preside or act as Secretary at such meeting, shall have the power to adjourn the meeting from time to time, until stockholders holding the requisite amount of stock shall be present or represented. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called. The absence from any meeting of the number required by laws of the Republic of the Philippines or by these By-laws for action upon any given matter shall not prevent action at such meeting upon any other matter or matters which may properly come before the meeting, if the number of stockholders required in respect of such other matter or matters shall be present or represented at the meeting.

Section 6. <u>Organization of Meeting</u>. At every meeting of the stockholders, the Chairman of the Board, whenever there shall be one in office, or in the absence of the Chairman of the Board, the President, or, in the absence of the Chairman of the Board and the President, a Chairman chosen by the stockholders present in person or by proxy and entitled to vote thereat, by majority vote, shall act as Chairman. The Secretary, or in his absence, an Assistant Secretary, shall act as secretary at all meetings of the stockholders. In the absence from any such meeting of the Secretary and the Assistant Secretaries, the Chairman may appoint any person to act as secretary of the meeting.

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.

ARTICLE IV

<u>Board of Directors</u>

Section 1. <u>General Powers</u>. Unless otherwise provided by law, the powers business and property of the Corporation shall be exercised, conducted and controlled by the Board of Directors.

Without limiting the general powers hereinabove conferred, the Board of Directors shall have the following express powers:

(a) From time to time, to make and change rules and regulations not inconsistent with these By-laws for the management of the Corporation's business and affairs;

(b) To purchase or otherwise acquire for the Corporation rights or privileges which the Corporation is authorized to acquire, at such price and on such terms and conditions, and for such consideration as it shall, from time to time, see fit;

(c) To pay for any property or rights acquired by the Corporation or to discharge obligations of the Corporation, either wholly or partly, in money or in stocks, bonds, debentures or other securities of the Corporation;

(d) To borrow money for the Corporation, and, for such purpose, to create, make and issue mortgages, bonds, deeds of trust and negotiable instruments or securities, secured by mortgage or pledge of property belonging to the Corporation; provided, that, as hereinafter provided, the proper officers of the Corporation shall have these powers, unless expressly limited by the Board of Directors; and

To delegate, from time to time, any powers of the Board which may be lawfully delegated, in the course of the current business of the Corporation, to any standing or special committee of the Corporation to any officer or agent, and to appoint any person or persons to be an agent or agents of the Corporation with such powers and upon such terms as the Board may deem fit; and, in particular, the Board may create an Executive Committee, composed of not less than three (3) members of the Board, to be appointed by the Board. The Executive Committee shall be empowered to approve and/or implement corporate acts requiring Board action when the Board is not in session, except with respect to: (1) approval of any action for which shareholders' approval is also required; (ii) the filing of vacancies in the Board; (iii) the amendment or repeal of these By-laws or adoption of new By-laws; (iv) the amendment or repeal of any resolution of the Board which by its express terms is not so amenable or repealable; and (v) a distribution of cash dividends to the shareholders; provided, that the Executive Committee shall act by majority vote of all its members.

Section 2. <u>Number, Qualification and Term of Office</u>. The number of directors shall be as provided in the Articles of Incorporation. Each director shall own in his own right at least one share of the capital stock of the Corporation. The directors shall be elected annually in the manner provided in by these By-laws and each director shall hold office until the annual meeting held next after his election and until his successor shall have been elected and shall have qualified, or until his death or until he shall resign or shall been removed in the manner hereinafter provided. The directors named in the Articles of Incorporation of the Corporation and their successors in accordance with these By-laws shall hold office until the first annual meeting of the stockholders for the election of directors and until their successors shall have been elected and shall have qualified.

At least two (2) independent directors, who are neither regular directors, officers, substantial stockholders or relatives up to the fourth degree of consanguinity and affinity of directors, officers, or substantial stockholders of the Corporation shall be elected in accordance with the rules and regulations of the Securities and Exchange Commission on the nomination and election of independent directors.

An independent director must not have been employed in any executive capacity or retained as a professional adviser by the Corporation or any of its related companies, affiliates, and substantial stockholders within the last five years. Neither should he have engaged or is currently being engaged in any significant and material transaction with the corporation, its related companies, subsidiaries, affiliates or substantial stockholders, whether by himself, or with any other person or firm of which he is a partner or a company of which he is a director or substantial stockholder.

Section 3. Election of Directors. At each meeting of stockholders for the election of directors, at which a quorum is present, the persons receiving the highest number of votes of the stockholders present in person or by proxy and entitled to vote shall be the directors. In each of any increase in the number of directors, the additional directors may be elected by the stockholders at the **annual meeting** held, or at a special meeting called for the purpose after such increase has been approved. The nomination and election of independent directors shall be made in accordance with the Securities Regulation Code Rule 38. ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 4. Quorum and Manner of Acting. Except as otherwise provided by statute or by these By-laws, a majority of the directors, present either physically or electronically, 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; 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 meeting. 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.

Section 5. Place of Meeting. The Board of Directors may hold its meetings in the principal office or at such other places within or without the Republic of the Philippines as the Board may from time to time determine or shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 6. First Meeting. The Board of Directors shall meet for the purpose of organization, the election of officers and the transaction of other business, as soon as practicable after each annual election of directors and on the same day, at the same place at which regular meetings of the Board are held. Notice of such meeting need not be given. Such meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof signed by all the directors.

Section 7. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as the Board shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day not a legal holiday. Notice of regular meetings need not be given.

Section 8. Special Meetings: Notices. Special meetings of the Board of Directors shall be held when called by the Chairman of the Board, whenever there shall be one in office, or by the President, or by the Secretary at the request of any three (3) of the directors. Notice of each such meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least five (5) days before the day on which the meeting is to be held, or shall be sent to him at such place by telegraph, cable, radio or wireless, or be delivered personally or by telephone, not later than the day before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purpose thereof except as otherwise in these By-laws expressly provided. Notice of any meeting of the Board need not be given to any director, however, if waived by him in writing or by telegraph, cable, radio, or wireless whether before or after such meeting is held or if he shall be present at the meetings and any meeting of the Board shall be a legal meeting without any notice thereof having been given to any director, if all of the directors shall be present thereat.

Section 9. Resignations. Any director of the Corporation may resign at any time by giving written notice to the Chairman of the Board, President or to the Secretary of the Corporation. The resignation of any director shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Removal of Directors. Any director may be removed, either with or without cause, at any time, by the affirmative vote of the stockholders holding or representing two-thirds of the subscribed and outstanding capital stock entitled to vote at a regular meeting or at a special meeting of the stockholders called for the purpose and held after due notice. The vacancy in the Board caused by any such removal may be filled by the stockholders at such meeting.

Section 11. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, disqualification, or any other cause, except by removal or expiration of term, may be filled by the majority vote of the remaining directors then in office, constituting a quorum, subject to Section 15 of Republic Act 2629, otherwise known as the Investment Company Act. Each director so elected shall hold office for a term to expire at the next annual election of directors, and until his successor shall be duly elected and qualified, or until his death or until he shall resign or shall have been removed in the manner herein provided.

Section 12. Compensation. Except for reasonable per diems, Directors, as such, shall receive such compensation as may be determined by the Board of Directors, subject to approval or confirmation by the stockholders and subject to Section 15 of the Investment Company Act. In no case shall the total yearly compensation of directors, as such, exceed ten percent (10%) of the net income before income tax of the Corporation during the year.

ARTICLE V

Committees and Advisory Board

Section 1. Committees. 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.

In all cases, the Board of Directors shall constitute such committees required by the Implementing Rules and Regulations of the Securities Regulation Code, Investment Company Act, and other applicable laws and regulations, including a Nomination Committee composed of at least three (3) directors, at least one (1) of whom shall be an independent director, in accordance with Section 38.8.1 of the Implementing Rules and Regulations of the Securities Regulation Code. The Nomination Committee shall, at a minimum, pre-screen and shortlist candidates for director in accordance with law, SEC rules, and the Corporation's Corporate Governance Manual.

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**, provided that changes to the Nomination Committee shall at all times comply with the foregoing minimum membership and independence requirement and such committee shall not be dispensed with while the Corporation is subject to said requirement.** ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 2. Advisory Board. There may be an Advisory Board of any number of individuals appointed by the Board of Directors who may meet at stated times or on notice to all by any one of their own number or by the President of the Corporation. The Advisory Board will have no power to require the Corporation to take any specific action. Its purpose is solely to consider matters of general policy and to make recommendations along such lines to the Board of Directors. Each member of the Advisory Board shall receive such remuneration as the Board of Directors of the Corporation, from time to time, fix by resolution.

ARTICLE VI

Officers

Section 1. Number. The officers of the Corporation shall be a Chairman of the Board, a President, one or more Vice-Presidents, a Secretary, a Treasurer**, a Compliance Officer,** and such other officers as may from time to time be elected or appointed by the Board of Directors. **The same person may hold two (2) or more positions concurrently, except that no one shall act as President and Secretary or as President and Treasurer at the same time, unless otherwise allowed by law.** ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 2. Election. Tenn of Office and Qualification. The Chairman of the Board, President, one or more Vice-Presidents, a Treasurer and a Secretary shall be elected annually by the Board of Directors, each of whom shall hold office until his successor is elected and qualified in his stand, or until he shall have resigned or shall have been removed in the manner hereinafter provided. Such other officers as may from time to time be elected or appointed by the Board of

Directors shall hold office for such period, have such authority and perform such duties as are provided in these By-laws or as the Board of Directors may determine. The Chairman of the Board and the President shall have chosen from among the Directors, and the Secretary shall be a resident and a citizen of the Philippines.

Section 3. Removal. Any officer may be removed, either with or without cause, by the vote of a majority of the whole Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, to the Chairman of the Board or to the President. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies and Delegations. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled for the unexpired portion of the term of the Board of Directors. In case of the temporary absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to any other officer or to any director for the time being; provided, that a majority of the Board concurs therein and such delegation is not covered by any express provisions of these By-laws.

Section 6. The Chairman of the Board. The Chairman of the Board shall be the chief executive officer of the Corporation, and if present, preside at all meetings of stockholders and of the Board of Directors. He shall perform such other duties as shall from time to time be assigned to him by the Board of Directors.

Section 7. The President. The President shall be the managing director of the Corporation and, subject to the control of the Board of Directors, shall have general and active care, supervision and direction of the business and affairs of the Corporation. He shall, if present, preside at all meetings of the stockholders and of the Board of Directors, whenever there shall be no Chairman of the Board in office, or in the event of death, absence or inability to act of the Chairman of the Board, he may assign with the Secretary or an Assistant Secretary any or all certificates of stock of the Corporation; may appoint and discharge, subject to the approval of the Directors, employees and agents of the Corporation and fix their compensation; shall see that the books, reports, statements, and certificates required by law are properly kept, made and filed according to law; and in general shall perform all duties incident to the Office of the President and such other duties as may from time to time be assigned to him by the Board of Directors or as prescribed by these By-laws.

Section 8. Executive Vice-President. In the absence or disability of the President, the Executive Vice-President who is also a director, shall have all the powers of the President, and shall perform all the duties of the President, and such other duties as may from time to time be assigned to him by the Board of Directors.

Section 9. Other Vice-Presidents. The other Vice-Presidents shall manage and head a unit and handle the marketing and administrative functions of a unit within the Corporation, and shall perform other duties as may from time to time be assigned to him by the Board of Directors, the President or the Executive Vice-President.

Section 10. <u>The Secretary</u>. The Secretary shall keep or cause to be kept in books provided for the purpose the minutes of the meetings of the stockholders and of the Board of Directors; shall give, or cause to be given, notice of all meetings of the stockholders and directors and all other notices required by law or by these By-laws; and in the case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or stockholders, upon whose request the meeting is called as provided in these By-laws; shall be custodian of the records and of the seal of the Corporation and see that the seal of the Corporation and see that the seal or a facsimile thereof is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-laws, and shall attest the same; shall keep a register of the post office address of each stockholder, and make all proper changes in such register, retaining and filing his authority for all such entries, shall see that the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed; may sign with the President or any Vice-President any or all certificates of stock of the Corporation; shall, unless otherwise determined by the directors, have charge of the original stock books, transfer books and stock ledgers and act as transfer agent in respect of the stock and securities of the Corporation; and in general, the Secretary shall perform all duties incident to the office of the Secretary, and such other duties as may, from time to time be assigned to him by the Board of Directors or by the President.

Section 11. <u>Assistant Secretaries</u>. The Secretary may delegate an Assistant Secretary to perform at his request or in his absence or disability all his duties and, an Assistant Secretary, when acting under such a delegation, shall have all the power of and be subject to all the restrictions upon the Secretary. The Assistant Secretaries shall perform such other duties as from time to time may be assigned to them by the Board of Directors, the President or the Secretary.

Section 12. <u>Treasurer</u>. The Treasurer may be the chief financial officer of the Corporation and shall have general charge of the finances of the Corporation. He shall render to the Board of Directors, whenever directed by the Board, an account of the financial condition of the Corporation, and as soon as practicable after the close of each fiscal year, he shall make and submit to the Board of Directors a like report for such fiscal year. He shall have charge and custody and be responsible for keeping the books of account of the Corporation.

<u>**Section 13. Compliance Officer. The Board shall elect a Compliance Officer who shall be a member of the Company's management team in charge of the compliance function. The Compliance Officer is primarily liable to the Corporation and its shareholders, and not to the Chairperson or President. The Compliance Officer has, among others, the following duties and responsibilities: a. Ensures proper onboarding of new directors (i.e., orientation on the company's business, charter, articles of incorporation and by-laws, among others); b. Monitors, reviews, evaluates and ensures the compliance by the corporation, its officers and directors with the relevant laws, this Code, rules and regulations, and all governance issuances of regulatory agencies; c. Reports to the Board if violations are found and recommends the imposition of appropriate disciplinary action; d. Ensures the integrity and accuracy of all documentary and electronic submissions as may be allowed under SEC rules and regulations; e. Appears before the SEC when summoned in relation to compliance with the Securities Regulation Code and other relevant rules and regulations; f. Collaborates with other departments within the company to properly address compliance issues, which may be subject to investigation; g. Identifies possible areas of compliance issues and works towards the resolution of the same; h. Ensures the attendance of board members and key officers to**</u>

relevant trainings; and i. Performs such other duties and responsibilities as may be provided by the Board and the SEC. ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 14. Compensation. The board of Directors shall fix the salaries and bonuses of all officers. The fact that any officer is a director shall not preclude him from receiving a salary or bonus, or from voting upon the resolution fixing the same. ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

ARTICLE VII

Contracts

Section 1. Management and Transfer Agency Contracts, (a) The Board of Directors may, at any time and from time to time, contract for management services and transfer agency 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 and/or transfer agency 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, and the issuance and transfer of securities recorded, respectively by the other parties to such contract, shall provide, among other things, that such management or transfer agency contract shall be automatically terminated in the event of the assignment by such other party of all its interest, rights or obligation.

Section 2. Participating Contract. The Board of Directors may, at any time and from time to time, contract with at least two broker-dealer corporations appointing them as direct participants in the issuance and redemption of the Corporation's securities in a manner not to contravene the applicable laws and regulations.

Section 3. Index Provider Agreement. The Board of Directors may, at any time, engage an independent index provider to design, construct and calculate the index that the Corporation plans to track, in a manner not to contravene applicable laws and regulations.

Section 4. Shareholder Approval or Ratification. The Board of Directors may, in its discretion, submit any contract for approval or ratification at any special meeting of the stockholders the notice of which shall state that it is called for the purpose, or in part for the purpose, of considering any such contract or act, or at any annual meeting of stockholders; and any contract or act that shall be approved or be ratified by the vote of the stockholders owning a majority of the outstanding stock with voting powers of the Corporation present in person or by proxy at such meeting shall be as valid and binding on the Corporation and upon all the stockholders as though it had been approved and ratified by every stockholder of the Corporation, unless the applicable laws or regulations shall provide otherwise or shall require the vote of a greater majority of the stockholders.

ARTICLE VIII

Custodian and Auditors

Section 1. Custodian. **All securities and other investment assets of the Corporation shall be held by a Custodian, which shall be an independent third-party entity duly authorized or accredited by the Bangko Sentral ng Pilipinas (BSP) or the Securities and Exchange Commission (the Commission) to engage in custodial and/or safekeeping of investment assets of investment companies. A Custodian includes: (i) a universal or commercial bank with a trust license; (ii) a non-bank entity with a trust license; (iii) a BSP-accredited custodian bank; or (iv) a registered securities depository.**

The Custodian shall be appointed by the Board of Directors, which shall approve the custodian agreement and fix its remuneration. The Corporation shall not operate without a qualified Custodian. In case of resignation, removal or inability to act, the Board shall promptly appoint a qualified successor custodian; the outgoing custodian shall continue to safekeep all assets and shall deliver them only to the duly appointed successor custodian or as may be directed by the Commission or the BSP. Any custodian agreement may be terminated upon not more than thirty (30) days' prior written notice (or such longer period as may be required by law), subject to the prior appointment of a qualified successor custodian and the orderly transfer of custody.

The Custodian shall: a. Have adequate resources, including competent staff, and appropriate systems, procedures and processes to ensure that the Corporation's assets and properties are: (1) kept in safekeeping and clearly identified and labeled as assets or properties of the Corporation; (2) properly earmarked and segregated physically and/or on the Custodian's records; and (3) registered in the name of, or for the account of, the Corporation; b. Have adopted adequate and effective internal control procedures, including independence between and among its different office units, and satisfactory risk-management procedures; and c. Provide for periodic or other inspections by employees and agents of the Commission and/or the BSP.

The Custodian shall be independent from, and shall not act as, the Corporation's investment adviser/fund manager, except as may be permitted by law and subject to appropriate firewalls. ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 2. **Outsourcing/Delegation of Custody; Auxiliary/Sub-Custodian. The Custodian may delegate its custody functions to another BSP-accredited custodian or SEC-registered securities depository (each, a "Sub-Custodian" or "Auxiliary Custodian"), including where the Corporation's assets are held outside the Philippines, subject to Rule 5.3.6 of the Implementing Rules and Regulations of the Investment Company Act and the terms of the custodian agreement.**

In all cases: (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 pertaining to the function

delegated; (c) the delegating Custodian shall have adequate procedures to monitor the Sub-Custodian/global custodian; and (d) the Custodian shall inform the Commission within five (5) days from the execution or termination of the sub-custodian agreement and submit a copy of the agreement or the proof of termination thereof.

The Board of Directors may authorize and approve sub-custodial arrangements as may be necessary; provided, that the Corporation shall not operate without a qualified Custodian and that custody of assets shall at all times be maintained with the Custodian or a qualified Sub-Custodian in accordance with law and the ICA-IRR. *(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)*

Section 3. **Independent Accountants or Auditors. The Corporation shall appoint independent accountants or auditors (the "Independent Auditor") to audit the financial statements of the Investment Company, its appointed Fund Manager, and its Fund Distributor. The Independent Auditor shall be duly accredited by the Commission in accordance with SRC Rule 68, as amended. In addition to duties under applicable law and regulation, the Independent Auditor shall: a. Audit and certify the financial statements of the Investment Company, the Fund Manager, and the Fund Distributor; b. Validate the net asset value (NAV) of the Investment Company and check the accuracy of the operator's valuation of the Investment Company's assets; c. Report to the Board of Directors of the Investment Company any irregularity or undesirable practice in the operation of the Investment Company which comes to its knowledge, and report any material finding to the Commission; d. Report to the Commission any non-compliance by the Investment Company, the Fund Manager, or the Fund Distributor with contractual and regulatory requirements; e. Report to the Commission whether the internal control and audit structures in the operation of the Investment Company, the Fund Manager, and the Fund Distributor are at an acceptable level; and f. Conform with the Code of Professional Ethics for CPAs and ensure compliance with effective standards such as the Philippine Standards on Auditing (PSAs), Philippine Financial Reporting Standards (PFRS), SRC Rule 68 (as amended), and other supplemental standards or rules issued by regulatory authorities.** *(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)*

ARTICLE IX

Investment Policy

Section 1. Investment Objectives. 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 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 the Investment Company Act**, its Implementing Rules and Regulations,** and Exchange Traded Fund Rules and Regulations**, as may be amended**. ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 2. The Corporation imbibed the investment restrictions and practices prescribed by the Securities and Exchange Commission (SEC) and other amendments which it might impose from time to time.

ARTICLE X

Valuation and Pricing

Section 1. Price Determination of the Assets of the Investment Company. The value of the assets of the Corporation shall be determined as follows: a) If quoted in an organized market, based on the official closing price or last known transacted price; and b) If unquoted or if quoted investments have no available or representative transacted prices, based on fair value; provided that in determining fair value, the Fund Manager shall, with due care and good faith: (i) have reference to the price that the Corporation would reasonably expect to receive upon sale of the investment at the time fair value is determined; and (ii) document the basis and approach for determining such fair value. ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 2. Net Asset Value (NAV) Calculation. Unless the Commission prescribes otherwise, the net asset value shall be calculated by adding: (a) the aggregate market value of the portfolio securities and other assets; (b) cash on hand; (c) any dividends on stock trading ex-dividend; and (d) any accrued interest on portfolio securities; and subtracting: (e) taxes and other charges against the fund not previously deducted; (f) liabilities; (g) accrued expenses and fees; and (h) cash held for distribution to investors of the fund on a prior date.

The NAV per share (NAVPS) is computed by dividing the NAV by the total number of shares outstanding, rounded to the nearest centavo. The NAVPS shall be computed on each banking day and remains in effect until the next computation. A "banking day" means a day when commercial banks in Metro Manila are open for business, unless otherwise provided by the Commission.

(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)

ARTICLE XI

Redemption of Shares

Section 1. Procedures on the Redemption of Shares. The procedure for the redemption of shares shall be subject to the provision of Section 11 and 13 and 26 of the Rules and Regulations on Exchange Traded Funds. The procedure shall also be disclosed in the Registration Statement.

ARTICLE XII

General Provisions

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence with the opening of business on the first day of January of each calendar year and shall close on the 31st day of December of same year.

Section 2. Corporate Seal. The corporate seal of the Corporation, unless otherwise ordered by the Board of Directors, shall be circular in form and bearing the word "**ATR FAMI Philippine Equity Exchange Traded Fund, Inc.**" The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced. ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 3. Inspection of Corporate Records. **Corporate records, regardless of the form in which they are stored, shall be open to inspection by any director or stockholder of the Corporation, or their duly authorized representative, at reasonable hours on business days. Any such director or stockholder may likewise make a written demand, at their own expense, for copies of said records or excerpts therefrom. The inspection or reproduction of records shall be subject only to reasonable conditions as the Board of Directors may impose consistent with law, including verification of the requesting party's identity and authority, and safeguards to ensure the preservation and integrity of the records. No request for inspection or reproduction shall be unreasonably denied. For purposes of this Section, "corporate records" shall include but not be limited to those required under the Revised Corporation Code and other applicable laws and regulations to be kept and maintained by the Corporation**. ***(As approved by the stockholders holding at least two-thirds (2/3) of the outstanding capital stock on June 11, 2025, delegating to the Board of Directors the authority to amend the By-Laws, and as amended by the Board of Directors pursuant to such delegated authority on October 15, 2025.)***

Section 4. Report to Stockholders. The management of the Corporation shall make such report to stockholders as the Board of Directors shall direct or require from time to time, subject to the applicable requirements of the Investment Company Act and the regulations promulgated thereunder.

Section 5. Dividends. The Board of Directors shall by vote declare dividends and authorize the distribution of capital gain from any legally available therefore of the Corporation whenever in their opinion, the condition of the Corporation's affairs will render it expedient of such dividends to be declared. The Board of Directors may take such arrangement with its stockholders as it may deem desirable whereby dividends or other distributions or any part thereof may be reinvested in new shares of stock of the Corporation instead of being paid in cash to the stockholders.

Section 6. Indemnity of Directors and Officers and Agents. Subject to applicable provisions of the Investment Company Act and the regulations promulgated thereunder, each present and future director, officer and agent (and his heirs, executors and administrators) shall be indemnified by the Corporation against reasonable costs and expenses incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director, officer or agent of the Corporation except in relation to any actions, suits or proceedings in which he has been adjudged liable because of willful misfeasance bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. In the absence of an adjudication which expressly imposes on the director, officer or agent liability to the Corporation or its stockholders for willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office, or in the event of a settlement, each director, officer and agent (and his heirs, executors and administrators) shall be indemnified by the Corporation against payments made, including reasonable costs and expenses, provided that such indemnity shall be conditioned upon the prior determination by a resolution of a majority of those members of the Board of Directors of the Corporation who are not involved in the action, suit or proceeding that the director or officer has no liability by reason of willful misfeasance, bad faith, gross negligence, disregard of the duties involved in the conduct of his office, and provided further that if a majority of the members of the Board of Directors of the Corporations involved in the action, suit or proceeding, such determination shall have been made by a written opinion of independent counsel. Amounts paid in settlement shall not exceed costs, fees and expenses which would have been reasonably incurred in the action suit or proceedings or had been litigated to conclusion. Such a determination by the Board of Directors, or by independent counsel, and the payments of amounts by the Corporation on the basis thereof shall not prevent a stockholder from challenging such indemnification by appropriate legal proceedings on the grounds that the person indemnified was liable to the Corporation or its security holders by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing rights of indemnification shall inure to benefit of the heirs, executors and administrators of any such officer, director or agent, provided, however, that nothing herein nor any provision of the Articles of Incorporation or By-Laws of the Corporation shall be deemed to protect or indemnify any officer, director or agent of the Corporation against any liability to the Corporation or to security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

Section 7. Amendments. The Shareholders, by the affirmative vote of the majority of the outstanding capital stock and by board of director by a majority vote thereof, may at any regular or upon notice at any special meeting, alter, amend or repeal this By-Laws or parts thereof or adopt a new set of By-Laws. Likewise, the power to amend or repeal this By-Laws, may be delegated to the Board of Directors by the owners of two-thirds of the outstanding capital stock in the manner provided in the Corporation Code of the Philippines.

IN WITNESS WHEREOF, these By-Laws have been approved and signed by the shareholders of the Corporation on this 7th day of December 2012 at Makati City, Metro Manila, Philippines.

Hector R. Villanueva TIN:	Amb. Romualdo A. Ong TIN:
Mr. Nilo L. Pacheco, Jr. TIN:	Mr. Augusto M. Cosio TIN:
Dr. Bernardo M. Villegas TIN	

SIGNED IN THE PRESENCE OF:

____________________________ ____________________________

A C K N O W L E D G E M E N T

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

BEFORE ME, a Notary Public for and in Makati City, Metro Manila on this 7th day of December 2012, personally appeared the following persons with their respective Community Tax Certificates:

Name	CTC No./Drivers Lie.	Date /Place of Issuance
Hector R. Villanueva		
Amb. Romualdo A. Ong		
Mr. Nilo L. Pacheco, Jr.		
Mr. Augusto M. Cosio		
Dr. Bernardo M. Villegas		

All known to me and to me known to be the same persons who executed the foregoing By-laws and acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal on the date and place first above written.

Doc. No. ______
Page No. ______
Book No. _____
Series of 2012..

SECURITIES AND EXCHANGE COMMISSION
CRMD
28 MAY 2026
RECEIVED
By:

CERTIFICATE OF AMENDMENT
OF THE
BY-LAWS
OF
FIRST METRO PHILIPPINE EQUITY EXCHANGE TRADED FUND, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being a majority of the members of the Board of Directors of **FIRST METRO PHILIPPINE EQUITY EXCHANGE TRADED FUND, INC.** (the "Corporation") and the Chairman and Corporate Secretary of the Corporation, do hereby certify that the accompanying copy of the Amended By-Laws of the Corporation, embodying the underscored amendments to the title, Article I, Article II, Article III, Article IV, Article V, Article VI, Article VIII, Article IX, Article X, and Article XII thereof, and said underscored amendments are true and correct and was approved by the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation on June 11, 2025, delegating to the Board of Directors of the Corporation the authority to amend the By-Laws, and that the same were amended by at least a majority of the members the Board of Directors pursuant to said delegated authority during its meeting on October 15, 2025.

- SIGNATURE PAGE FOLLOWS -

IN WITNESS WHEREOF, we have signed this Directors' Certificate of Amendment of the By-Laws this APRIL 23, 2024 in Makati City, Philippines.

MANUEL N. TORDESILLAS
T.I.N. 178-610-428
Chairman

EDUARDO R. CARREON
T.I.N. 160-247-790
President / Director

REGINA PAZ G. MORALES
T.I.N. 117-705-830
Director

MANUEL JOSE M. TORDESILLAS
T.I.N. 301-043-697
Director

EMMANUEL G. HERBOSA
T.I.N. 133-552-553
Independent Director

BERNARDO M. VILLEGAS
T.I.N. 111-622-998
Independent Director

VICTOR A. ABOLA
T.I.N. 452-369-321
Independent Director

MA. ALICA G. PICAZO-SAN JUAN
T.I.N. 199-247-454
Corporate Secretary

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
Quezon City, METRO MANILA) S.S.

SUBSCRIBED AND SWORN to before me this APR 2 3 2026 in Quezon City City, Metro Manila, affiants exhibiting to me the following:

Name	Government ID	Date & Place Issued
Manuel N. Tordesillas		
Eduardo R. Carreon		
Regina Paz G. Morales		
Manuel Jose M. Tordesillas		
Emmanuel G. Herbosa		
Bernardo M. Villegas		
Victor A. Abola		
Ma. Alicia G. Picazo-San Juan		

all known to me and to me known to be the same persons who executed the foregoing Directors' Certificate of Amendment of the By-Laws and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and in the place first above written.

Doc. No. 92;
Book No. 19;
Page No. 4;
Series of 2026.

ATTY. WILLIAM M. AY-AY, CPA, CDPO
Attorney-at-Law/ Notary Public
Roll No. 84630
IBP No. 568515/ 12-20-2025/ Quezon City
PTR No. 8396900/ 01-05-2026/ Quezon City
MCLE Compliance No. VIII-0027229 until April 14, 2028
Admin Matters NP-197 2025-2026