

01 July 2024

SECURITIES AND EXCHANGE COMMISSION

8/F SEC Headquarters, 7907 Makati Avenue
Bel-Air, Makati City 1209

Attention: **Director Rachel Esther J. Gumtang-Remalante**
Corporate Governance and Finance Department

Re: **Annual Corporate Governance Report for 2023**

Ladies / Gentlemen:

In accordance with SEC Memorandum Circular No. 13, Series of 2021, we hereby submit the Annual Corporate Governance Report (ACGR) of Philam Strategic Growth Fund Inc. for the year 2023.

The attached ACGR provides an accurate and comprehensive overview of our company's corporate governance practices throughout the year 2023, with all other required directors' and officers' signatures included as mandated.

Thank you.



ATTY. MA. ADELINA S. GATDULA
Corporate Secretary



SEC FORM-ACGR (FOR PC/RI)

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

1. For the fiscal year ended **December 31, 2023**
2. SEC Registration Number **A1998-05277**
3. BIR Tax Identification Number **005-649-448**
4. Exact Name of the Issuer as specified in its charter **Philam Strategic Growth Fund, Inc.**
5. Province, Country or other jurisdiction of incorporation or organization **Metro Manila, Philippines**
6. Address of Principal Office **17/F Philam Life Head Office, Net Lima Building, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig 1634**
7. Postal Code **1634**
8. Issuer's telephone number, including area code **(632) 8580-0900**
9. Former name, former address, and former fiscal year, if changed since last report **N/A**
10. Industry Classification Code (For SEC's use only) _____

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

RECOMMENDATION

COMPLIANT/ NON-COMPLIANT

ADDITIONAL INFORMATION

EXPLANATION

THE BOARD'S GOVERNANCE RESPONSIBILITIES

Principle 1. ESTABLISHING A COMPETENT BOARD

The company should be headed by a competent, working Board to foster the long-term success of the corporation, and to sustain its competitiveness and growth in a manner consistent with its corporate objectives and the long-term best interests of its shareholders/members and other stakeholders.

Recommendation 1.1

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| 1 | The Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector. | Compliant | Provide information or link/reference to a document containing information on the following: 1. Academic qualifications, industry knowledge, professional experience, expertise, and relevant trainings of directors. | |
| 2 | The Board has an appropriate mix of competence and expertise. | Compliant | 2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance. | |
| 3 | Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization. | Compliant | <p>As of December 31, 2023, the Directors are the following:</p> <ol style="list-style-type: none"> 1. Roberto F. De Ocampo 2. Reynaldo G. Geronimo 3. Ramon Paulo L. Tayag 4. Tomas S. Chuidian 5. Fernando J. Sison, III 6. Simon R. Paterno 7. Lee Longa <p>For the detailed profile of the Directors, including academic qualifications, industry, knowledge, professional experience, expertise, and relevant trainings. Please refer to pages 13 to 15 of SEC Form 17-A filed on April 16, 2024 ("SEC Form 17-A"), the attached General Information Sheet of the Fund for the Year 2023, and in the Company's website:</p> <ul style="list-style-type: none"> • https://www.pamifunds.com/ <p>The directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and</p> | |

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| | | | responsibilities and respond to the needs of the organization. | |
| Recommendation 1.2 | | | | |
| 1 | The Board is headed by a competent and qualified Chairperson. | Compliant | <p><i>Provide information or reference to a document containing information of the Chairperson, including his/her name, qualifications, and expertise.</i></p> <p>The chairperson during the 2023 term was Roberto F. De Ocampo.</p> <p>The Board is headed by a competent and qualified Chairperson. His qualification showing his competence is detailed in:</p> <ul style="list-style-type: none"> Annex 1 – SEC 17-A, Page 13 https://pamifunds.com/board-of-directors | |
| Recommendation 1.3 | | | | |
| 1 | The company provides a policy on training of directors. | Compliant | <p><i>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</i></p> <p>For the orientation and continuing training program, please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 12 | |
| 2 | The company has an orientation program for first-time directors. | Compliant | <p><i>Provide information or link/reference to a document containing information of the orientation program and trainings of directors for the covered year, including the number of hours attended and topics covered.</i></p> <p>For the orientation program, please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 5 <p>For the annual continuing training for the directors, please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 12 | |
| 3 | The company has relevant annual continuing training for all directors. | Compliant | | |
| Recommendation 1.4 | | | | |

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| 1 | The Board has a policy on board diversity. | Compliant | <p><i>Provide information or link/reference to a document containing the company's board diversity policy.</i></p> <p><i>Indicate gender, age, and competence composition of the board.</i></p> <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 4 to 5 | |
| Recommendation 1.5 | | | | |
| 1 | The Board is assisted by a Corporate Secretary. | Compliant | <p><i>Provide information or link/reference to a document containing information of the Corporate Secretary, including his/her name, qualifications, duties and functions.</i></p> <p>The Board is assisted by Atty. Ma. Adelina S. Gatdula, as Corporate Secretary, who is a separate individual from the Compliance Officer, and is not a member of the Board of Directors. Please refer to:</p> <ul style="list-style-type: none"> Annex 1 – SEC 17-A, Page 15 Annex 2 – MOCG, Page 23 to 24 https://pamifunds.com/board-of-directors <p>The Corporate Secretary is not a member of the Board.</p> | |
| 2 | The Corporate Secretary is a separate individual from the Compliance Officer. | Compliant | | |
| 3 | The Corporate Secretary is not a member of the Board of Directors. | Compliant | | |
| 4 | The Corporate Secretary attends annual training/s on corporate governance. | Compliant | <p><i>Provide information or link/reference to a document containing information of the corporate governance training/s attended, including the date of training, number of hours and topics covered.</i></p> <p>In 2023, the Compliance Officer attended the 2023 Insurance Institute for Asia and the Pacific, Inc. Seminar on Corporate Governance.</p> | |
| Recommendation 1.6 | | | | |
| 1 | The Board is assisted by a Compliance Officer. | Compliant | <p><i>Provide information or link/reference to a document containing information of the Compliance Officer, including his/her name, position, qualifications, duties, and functions.</i></p> <p>The Compliance Officer of 2023 was Glenn Noel L. Llaneta. Please refer to Annex 1 – SEC 17-A, Page 15.</p> | <p>Considering the size and limited scope of operations of the company, the Manager/Senior Manager officer rank of the Compliance Officer gives him adequate stature and authority.</p> |
| 2 | The Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation. | Non-compliant | | |
| 3 | The Compliance Officer is not a member of the board. | Compliant | | |

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| | | | <p>Hany Mae V. Dureza assumed the function of the Compliance Officer for the Fund last March 2024.</p> <p>The Compliance Officer is not a member of the Board.</p> | |
| 4 | The Compliance Officer attends annual training/s on corporate governance. | Compliant | <p><i>Provide information or link/reference to a document containing information of the corporate governance training/s attended, including the date of the training, number of hours and topics covered.</i></p> <p>In 2023, the Compliance Officer attended the 2023 Ayala Integrated Corporate Governance, Risk Management and Sustainability Summit training.</p> | |
| Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD | | | | |
| The fiduciary roles, responsibilities, and accountabilities of the Board, as provided under the law, the company's articles of incorporation and bylaws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders/members and other stakeholders. | | | | |
| Recommendation 2.1 | | | | |
| 1 | The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company, shareholders and stakeholders. | Compliant | <p><i>Provide information or reference to a document containing information on how the directors performed their duties (this can include board resolutions and minutes of meetings).</i></p> <p>This is one of the responsibilities, duties, and functions of the Board. Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Pages 4 and 10 | |
| Recommendation 2.2 | | | | |
| 1 | The Board oversees the development and approval of the company's business objectives and strategy. | Compliant | <p><i>Provide information or link/reference to a document containing information on how the directors performed this function (this can include board resolutions and minutes of meetings).</i></p> | |
| 2 | The Board oversees and monitors the implementation of the company's business objectives and strategy. | Compliant | <p><i>Indicate frequency of development of business objectives and strategy.</i></p> <p>This is one of the responsibilities, duties, and functions of the Board. Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Pages 10 | |
| Recommendation 2.3 | | | | |
| 1 | The Board ensures and adopts an effective succession planning program for directors, key officers, and management. | Compliant | <p><i>Disclose and provide information or link/reference to a document containing the</i></p> | |

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| 2 | The Board adopts a policy for the retirement of directors and key officers. | Compliant | <i>company's succession planning policies and programs and its implementation.</i> This is one of the responsibilities, duties, and functions of the Corporate Governance Committee. Please refer to: <ul style="list-style-type: none">Annex 2 – MOCG, Pages 17 to 18 The Nomination Process is also detailed in the MOCG. <ul style="list-style-type: none">Annex 2 – MOCG, Pages 9 to 10 Included in the Shareholders' Rights and Protection in the MOCG are the details of the Voting Rights and the process of these shall be executed during Shareholders' Meetings. <ul style="list-style-type: none">Annex 2 – MOCG, Page 26 |
| Recommendation 2.4 | | | |
| 1 | The Board aligns the remuneration of key officers and board members with the long-term interests of the company. | Compliant | <i>Provide information or link/reference to a document containing the company's remuneration policy and its implementation, including the relationship between remuneration and performance.</i> Please refer to pages 16 of SEC Form 17- A for a detailed discussion on the Compensation of Directors and Officers. The recommendations are reflected in the MOCG. Please refer to: <ul style="list-style-type: none">Annex 2 – MOCG, Page 13 to 14 |
| 2 | The Board adopts a policy specifying the relationship between remuneration and performance. | Compliant | |
| 3 | The Directors do not participate in discussions or deliberations involving his/her own remuneration. | Compliant | |
| Recommendation 2.5 | | | |
| 1 | The Board has a formal and transparent board nomination and election policy. | Compliant | <i>Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the candidates are shortlisted and how it encourages nominations from shareholders.</i> <i>Provide proof if minority shareholders have a right to nominate candidates to the board.</i> <i>Provide information if there was an assessment</i> |
| 2 | The Board nomination and election policy is disclosed in the company's Manual on Corporate Governance. | Compliant | |
| 3 | The Board nomination and election policy includes how the company accepted nominations from shareholders/members. | Compliant | |
| 4 | The Board nomination and election policy includes how the board reviews the qualifications of nominated candidates. | Compliant | |

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| 5 | The Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement/removal of a director. | Compliant | <i>of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</i> |
| 6 | The Board has a process for identifying the quality of directors/trustees that is aligned with the strategic direction of the company. | Compliant | <p>For the Board nomination and election policy, please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Pages 9, 26, 27 and 28 <p>The above policy outlines the process for accepting nominations from shareholders and conducting a board review of the qualifications of nominees. Additionally, the policy includes an assessment of the effectiveness of relevant Board processes, with a focus on ensuring the quality of directors aligns with the company's strategic direction.</p> |

Recommendation 2.6

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| 1 | The Board has overall responsibility in ensuring that there is a policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions. | Compliant | <i>Provide information or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs.</i> |
| 2 | The RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions. | Compliant | <p><i>Identify transactions that were approved pursuant to the policy.</i></p> <p>The policy on Related Policy Transactions (RPT) can be found on:</p> <ul style="list-style-type: none"> Annex 2, MOCG, Page 18 |

Recommendation 2.7

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| 1 | The Board is primarily responsible for approving the selection of Management, led by the Chief Executive Officer (CEO) or his/her equivalent, and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable). | Compliant | <p><i>Provide information or reference to a document containing the Board's policy on approving the selection of management.</i></p> <p><i>Identify the Management team appointed.</i></p> <p>The Board's responsibility to approve the selection of the management is found in the following:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 11 |
| 2 | The Board is primarily responsible for assessing the performance of Management, led by the CEO or his/her equivalent and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable). | Compliant | <p><i>Provide information or reference to a document containing the Board's policy on assessing the performance of management.</i></p> <p><i>Provide information on the assessment process and indicate frequency of assessment of performance.</i></p> |

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| | | | <p>The Board's responsibility to approve the selection of the management is found in the following:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 11 | |
| Recommendation 2.8 | | | | |
| 1 | The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that Management's performance is on par with the standards set by the Board and Senior Management. | Compliant | <p><i>Provide information or link/reference to a document containing the Board's performance evaluation framework for management and personnel.</i></p> | |
| 2 | The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that personnel's performance is on par with the standards set by the Board and Senior Management. | Compliant | <p>Attached is a copy of the Board Self-Assessment Form which is made available to the members of the Board and the relevant Board-level committees annually.</p> <ul style="list-style-type: none"> Annex 4 – Self-Assessment Form | |
| Recommendation 2.9 | | | | |
| 1 | The Board ensures that an appropriate internal control system is in place. | Compliant | <p><i>Provide information or link/reference to a document showing the Board's responsibility in ensuring that an appropriate internal control system is in place, and what comprises the internal control system.</i></p> | |
| 2 | The internal control system includes a mechanism for monitoring and managing potential/actual conflicts of interest of the board members/trustees, management and shareholders/members. | Compliant | <p>The responsibility of the Board to ensure that internal control system is in place and include a mechanism for monitoring and managing conflicts of interest of the Board members, management, and shareholders is in the following:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 12 | |
| 3 | The Board adopts an Internal Audit Charter. | Non-compliant | <p><i>Provide reference or link to the company's Internal Audit Charter.</i></p> | <p>While it is provided in the MOCG that the Audit Committee is responsible to ensure a reliable and strong Internal Audit Control system with the duly appointed/registered investment managers own internal corporate set up, due to the size and limited scope of internal audit function at the fund, adoption of the Internal Audit Charter is not applicable.</p> <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 15 |
| Recommendation 2.10 | | | | |
| 1 | The Board ensures that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks. | Compliant | <p><i>Provide information or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and</i></p> | |

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| 2 | The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. | Compliant | <i>how the board was guided by the framework.</i> <i>Provide proof of effectiveness of risk management strategies, if any.</i> The MOCG specifies that the Board is responsible for implementing an Enterprise Risk Management (ERM) framework that enables the identification of risk exposures at both the unit and enterprise level, as well as the evaluation of risk management strategies for their effectiveness. Please refer to: <ul style="list-style-type: none">Annex 2 – MOCG, Page 19 |
| Recommendation 2.11 | | | |
| 1 | The Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties. | Compliant | <i>Provide link to the company's website where the Board Charter is disclosed and/or other proof that it is publicly available.</i> |
| 2 | The Board Charter serves as a guide to the directors/trustees in the performance of their functions. | Compliant | The responsibilities, duties, and functions of the Directors are set out in the MOCG. Please refer to: Annex 2 – MOCG, Page 10 or to the Fund's website: https://pamifunds.com/ |
| 3 | The Board Charter is publicly available. | Compliant | |
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| Principle 3. ESTABLISHING BOARD COMMITTEES | | | |
| The board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, compliance and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all the board committees should be contained in their respective board committee charters. | | | |
| Recommendation 3.1 | | | |
| 1 | The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities. | Compliant | <i>Provide information or link/reference to a document containing information of all board committees established by the company.</i> Please refer to: <ul style="list-style-type: none">Annex 2 – MOCG, Page 14 |
| Recommendation 3.2 | | | |
| 1 | The Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations. | Compliant | <i>Provide information or link/reference to a document containing information of the Audit Committee, including its functions.</i> <i>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</i> |

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| | | | <p>The responsibilities, duties, and functions of the Audit Committee are set out in the following:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 15 | |
| 2 | The Audit Committee is composed of at least three (3) qualified non-executive directors, the majority of whom, including the Chairperson, are independent directors. | Compliant | <p><i>Provide information or link/reference to a document containing information of the members of the Audit Committee, including their qualifications and type of directorship.</i></p> <p>Members of the Audit Committee as of December 31, 2023:</p> <p>Chairman:</p> <ul style="list-style-type: none"> Fernando J. Sison III <p>Members:</p> <ul style="list-style-type: none"> Simon R. Paterno Roberto de Ocampo | |
| 3 | All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance. | Compliant | <p><i>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</i></p> <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 1 – SEC 17-A, Pages 12 to 14 | |
| 4 | The Chairperson of the Audit Committee is not the Chairperson of the Board or of any other committee. | Compliant | <p><i>Provide information or link/reference to a document containing information of the Chairperson of the Audit Committee.</i></p> <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 1 – SEC 17-A, Pages 12 to 13 | |
| Recommendation 3.3 | | | | |
| 1 | The Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee. | Non-compliant | <p><i>Provide information or reference to a document containing information of the Corporate Governance Committee, including its functions.</i></p> <p><i>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</i></p> | While this is provided in the MOCG (Page 16), the establishment of a separate Corporate Governance Committee (CGC) is not necessary considering the size and limited scope function of the company and the regulatory guidance on governance such as the establishment of an IOE. All corporate governance matters are presented and discussed in the Fund's Board meetings. |
| 2 | The Corporate Governance Committee is composed of at least three (3) members, majority of whom, including the Chairperson, should be independent directors. | Non-compliant | <p><i>Provide information or link/reference to a document containing information of the members of the Corporate Governance Committee, including their qualifications and type of directorship.</i></p> | |

| Recommendation 3.4 | | | | |
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| 1 | The Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness. | Non-compliant | <i>Provide information or link/reference to a document containing information of the Board Risk Oversight Committee (BROC), including its functions</i> | While this is provided in the MOCG (Page 16), the establishment of a separate Board Risk Oversight Committee is not necessary, considering the size and limited scope function of the company and the regulatory guidance on governance such as the establishment of an IOE. Furthermore, most of the duties of the Fund are delegated to the Fund Manager which has its own Risk Management Committee. |
| 2 | The BROC is composed of at least three (3) members, the majority of whom should be independent directors, including the Chairperson. | Non-compliant | <i>Provide information or link/reference to a document containing information of the members of the BROC, including their qualifications and type of directorship.</i> | |
| 3 | At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management. | Non-compliant | <i>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.</i> | |

| Recommendation 3.5 | | | | |
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| 1 | All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information. | Compliant | <i>Provide information or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</i> | |
| 2 | The Committee Charters provide standards for evaluating the performance of a committee and its members. | Compliant | <p>The duties and responsibilities of the Committees, as applicable, are set forth in the MOCG. Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Pages 14 to 19 | |

Principle 4. FOSTERING COMMITMENT

To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

| Recommendation 4.1 | | | | |
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| 1 | The Directors attend and actively participate in all meetings of the Board, Committees and shareholders/members in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission. | Compliant | <i>Provide information or link/reference to a document containing the process and procedure for tele/videoconferencing board and/or committee meetings.</i> | |

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| 2 | The Directors review meeting materials for all Board and Committee meetings. | Compliant | <p><i>Provide information or link/reference to a document containing the attendance and participation of directors to Board, Committee and shareholders' meetings.</i></p> <p>The process and procedure of Board, Committee and shareholder meetings are set out in the MOCG. Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Pages 13 and 28 <p>For 2023, Board meetings were held in February, August, and October 2023 while the Audit Committee met once to approve the audited Financial Statement. The meetings were conducted physically and online, and all directors attended the aforementioned meetings.</p> | |
| 3 | The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings. | Compliant | <p><i>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</i></p> <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 13 | |
| Recommendation 4.2 | | | | |
| 1 | Non-executive directors concurrently serve in not more than ten (10) public companies and/or registered issuers. If concurrently sitting in at least three (3) publicly listed companies, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers. | Compliant | <p><i>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</i></p> <p><i>Provide information or reference to a document containing information on the directorships of the company's directors in listed companies, registered issuers and public companies.</i></p> <p>Non-executive directors are compliant with the maximum concurrent directorships in public companies and/or registered issuers. Please refer to:</p> <ul style="list-style-type: none"> Annex 1 – SEC 17-A, Page 11 | |
| Recommendation 4.3 | | | | |
| 1 | The Directors notify the company's board before accepting a directorship in another company. | Compliant | <p><i>Provide copy of/reference to the written notification to the board or minutes of board meeting wherein the matter was discussed.</i></p> <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 12 | |

Principle 5. REINFORCING BOARD INDEPENDENCE

The Board should endeavor to exercise an objective and independent judgment on all corporate affairs.

Recommendation 5.1

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| 1 | The Board is composed of a majority of non-executive directors who possess the necessary qualifications. | Compliant | <i>Identify or provide link/reference to a document identifying the directors, the type of their directorships and their qualifications.</i> The Board is composed of six (6) non-executive directors. <ol style="list-style-type: none">1. Roberto F. De Ocampo2. Ramon Paulo L. Tayag3. Tomas S. Chuidian4. Fernando J. Sison, III5. Simon R. Paterno6. Lee Longa Please refer to: <ul style="list-style-type: none">• Annex 1 – SEC 17-A, Page 11• General Information Sheet for the Year 2023 | |
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Recommendation 5.2

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| 1 | The Board has at least two (2) independent directors or such number as to constitute one-third (1/3) of the board, whichever is higher. | Compliant | <i>Provide information or link/reference to a document containing the number of independent directors in the board.</i> The Board has two (2) independent directors. <ul style="list-style-type: none">• Simon R. Paterno• Fernando J. Sison III Please refer to <ul style="list-style-type: none">• Annex 1 – SEC 17-A, Page 17 | |
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Recommendation 5.3

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| 1 | The independent directors possess all the qualifications and none of the disqualifications to hold the position. | Compliant | <i>Provide information or link/reference to a document containing the qualifications of independent directors.</i> Please refer to: <ul style="list-style-type: none">• Annex 1 – SEC 17-A, Page 13• https://pamifunds.com/board-of-directors | |
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Recommendation 5.4

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| 1 | The company perpetually bars an independent director from serving in such capacity after the term limit of nine (9) years. | Compliant | <i>Provide information or link/reference to a document containing the company's policy on term limits for its independent director.</i> | |
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| | | | <p>The company prohibits independent directors from being reappointed to the same position after the term limit of nine (9) years, ensuring that there is a rotation of directors and fresh perspectives are brought in. Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 7 | |
| 2 | In the instance that the company retains an independent director in the same capacity after nine (9) years, the Board provides meritorious justification and seeks shareholders'/members' approval during the annual regular meeting. | Compliant | <p><i>Provide reference to the meritorious justification and proof of shareholders'/members' approval during the annual regular meeting.</i></p> <p>There has been no instance that the Company retained an Independent Director after nine (9) years.</p> | |
| Recommendation 5.5 | | | | |
| 1 | The positions of Chairperson of the Board and Chief Executive Officer (or its equivalent) are held by separate individuals. | Compliant | <p><i>Identify the company's Chairperson of the Board and Chief Executive Officer (or its equivalent).</i></p> <p>The Chairperson of the Board in 2023 is Mr. Roberto F. De Ocampo and the President is Reynaldo G. Geronimo. Please refer to:</p> <ul style="list-style-type: none"> Annex 1 – SEC 17-A, page 12 | |
| 2 | The Chairperson of the Board and Chief Executive Officer (or its equivalent) have clearly defined responsibilities. | Compliant | <p><i>Provide information or link/reference to a document containing the roles and responsibilities of the Chairperson of the Board and Chief Executive Officer (or its equivalent). Identify the relationship of the Chairperson and CEO.</i></p> <p>The duties and responsibilities of the chairperson and Chief Executive Officer/President are on:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, page 5 | |
| Recommendation 5.6 | | | | |
| 1 | The Board designates a lead director among the independent directors if the Chairperson of the Board is not an independent director. | Compliant | <p><i>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any. Indicate if Chairperson is an independent director.</i></p> <p>Fernando J. Sison, III is the Lead Independent Director.</p> | |
| Recommendation 5.7 | | | | |

| | | | | |
|---|--|-----------|--|--|
| 1 | The Directors/Trustees with material interest in a transaction affecting the corporation fully disclose his/her adverse interest, abstain from taking part in the deliberations for the same, and recuse from voting on the approval of transaction. | Compliant | <p><i>Provide proof of full disclosure and abstention, if any, of the interested director/trustee.</i></p> <p>The Directors are required to abstain from transactions in which he has adverse interest. Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 12 | |
|---|--|-----------|--|--|

Recommendation 5.8

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|---|--|-----------|--|--|
| 1 | The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance, and risk functions, without any executive directors present. | Compliant | <p><i>Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.</i></p> <p>Please refer to Page 19 of Annex 1 - SEC Form 17-A for exhibits and schedules of Annex 1 - SEC 17-A_Philam Strategic Growth Fund Inc</p> | |
| 2 | The meetings are chaired by the lead independent director, if applicable. | Compliant | | |

Principle 6. ASSESSING BOARD PERFORMANCE

The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1

| | | | | |
|---|---|-----------|---|--|
| 1 | The Board conducts an annual self-assessment of its performance as a whole. | Compliant | <p><i>Provide proof of self-assessments conducted by the whole board, the individual members, the Chairperson and the Committees.</i></p> <p>Please see attached copy of the Self-assessment form.</p> <ul style="list-style-type: none"> Annex 4 – Self-Assessment Form | |
| 2 | The Chairperson conducts an annual self-assessment of his performance. | Compliant | | |
| 3 | The individual members conduct a self-assessment of their performance. | Compliant | | |
| 4 | Each committee conducts a self-assessment of its performance. | Compliant | | |

Recommendation 6.2

| | | | | |
|---|--|-----------|--|--|
| 1 | The Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors/trustees and committees. | Compliant | <p><i>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders/members.</i></p> | |
| 2 | The system allows for a feedback mechanism from the shareholders/members. | Compliant | <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 11 | |

Principle 7. STRENGTHENING BOARD ETHICS

The Board directors are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

| Recommendation 7.1 | | | | |
|--------------------|--|-----------|--|--|
| 1 | The Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of board members. | Compliant | <p><i>Provide information or link/reference to the company's Code of Business Conduct and Ethics.</i></p> <p><i>Provide information or discuss how the company disseminated the Code to the members of the Board.</i></p> | |
| 2 | The Code is properly disseminated to the members of Board. | Compliant | <p><i>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</i></p> | |
| 3 | The Code is disclosed and made available to the public through the company website. | Compliant | <p>PAMI has a fiduciary responsibility to treat clients fairly. This duty requires a code of conduct, consistent with other statutory and regulatory obligations, that seeks to be prudent and, in the client's, best interest.</p> <p>Please refer to page 10 of Annex 3 - Prospectus_Philam Strategic Growth Fund, Inc and fund website: https://pamifunds.com/</p> | |

| Recommendation 7.2 | | | | |
|--------------------|--|-----------|--|--|
| 1 | The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics. | Compliant | <p><i>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</i></p> <p><i>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</i></p> <p>PAMI has a fiduciary responsibility to treat clients fairly. This duty requires a code of conduct, consistent with other statutory and regulatory obligations, that seeks to be prudent and, in the client's, best interest.</p> <p>Please refer to page 10 of Annex 3 - Prospectus_Philam Strategic Growth Fund, Inc and fund website: https://pamifunds.com/</p> | |

DISCLOSURE AND TRANSPARENCY

| Principle 8. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES | | | | |
|--|--|--|--|--|
| The Board should establish corporate disclosure policies and procedures that are practical and in accordance with generally accepted best practices and regulatory expectations. | | | | |
| Recommendation 8.1 | | | | |

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|---|---|-----------|--|--|
| 1 | The Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders/members and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations. | Compliant | <p><i>Provide information or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders/members and other stockholders.</i></p> <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 25 | |
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Recommendation 8.2

| | | | | |
|---|--|-----------|---|--|
| 1 | The company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within five (5) business days. | Compliant | <p><i>Provide information or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's shares.</i></p> | |
| 2 | The company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within five (5) business days. | Compliant | <p><i>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</i></p> <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 25 | |

Recommendation 8.3

| | | | | |
|---|---|-----------|--|--|
| 1 | The company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG). | Compliant | <p><i>Provide link to the company's website where the Manual on Corporate Governance is posted.</i></p> <p>The copy of the Manual on Corporate Governance is attached in this document.</p> | |
| 2 | The company's MCG is submitted to the SEC. | Compliant | <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG <p>Please refer to:</p> <ul style="list-style-type: none"> https://pamifunds.com/ | |
| 3 | The company's MCG is posted on the company website. | Compliant | | |

Recommendation 8.4

| | | | | |
|---|--|-----------|---|--|
| 1 | The company's corporate governance policies and practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR). | Compliant | <p><i>Provide link to the company's website where the Annual Corporate Governance Report is posted.</i></p> | |
| 2 | The company's ACGR is submitted to the SEC. | Compliant | <p>Please refer to:</p> <ul style="list-style-type: none"> https://pamifunds.com/ | |
| 3 | The company's ACGR is posted on the company website. | Compliant | | |

Principle 9. STRENGTHENING EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY

The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

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|--------------------|--|-----------|--|--|
| 1 | The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of external auditors. | Compliant | <i>Provide information or link/reference to a document containing the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.</i> Please refer to: <ul style="list-style-type: none">Annex 1 – SEC 17-A, Page 20Annex 2 – MOCG, Page 22 | |
| 2 | The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and the shareholders/members. | Compliant | <i>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</i> Please refer to: <ul style="list-style-type: none">Annex 1 – SEC 17-A, Page 20Annex 2 – MOCG, Page 16 | |
| 3 | For the removal of external auditor, the reasons for such removal or change are disclosed to the SEC, the shareholders/members, and the public through the company website and required disclosures. | Compliant | <i>Provide information or link/reference to a document containing the company's reason for removal or change of external auditor.</i> Please refer to: <ul style="list-style-type: none">Annex 2 – MOCG, Page 22 | |
| Recommendation 9.2 | | | | |
| 1 | The Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. | Compliant | <i>Provide link/reference to the company's Audit Committee Charter.</i> The duties and responsibilities of the Committees, as applicable, are set forth in the MOCG. Please refer to: <ul style="list-style-type: none">Annex 2 – MOCG, Pages 15 to 16 | |
| 2 | The Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis. | Compliant | | |
| Recommendation 9.3 | | | | |
| 1 | The company discloses the nature of non-audit services performed by its external auditor in the Annual Report to manage potential conflict of interest cases. | Compliant | <i>Disclose the nature of non-audit services performed by the external auditor, if any.</i> The Company did not engage the external auditor for other services. Please refer to: | |

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| | | | <ul style="list-style-type: none"> Annex 1, SEC 17-A, Page 20 | |
| 2 | The Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity. | Compliant | <i>Provide link or reference to guidelines or policies on non-audit services.</i> Please refer to: <ul style="list-style-type: none"> Annex 2, MOCG, Page 20 | |

The Board should ensure that the company discloses material and reportable non-financial and sustainability issues.

Recommendation 10.1

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|---|--|---------------|--|---|
| 1 | The Board has a clear and focused strategy on the disclosure of non-financial information. | Compliant | <i>Disclose or provide link to the company's policies and practices on the disclosure of non-financial information, including EESG issues.</i> | Most of the duties of the Fund are delegated and conducted mainly by the Fund Manager who has adequate knowledge and practice of Environment, Social, and Governance ("ESG"). For the Environment, Social, and Governance ("ESG") of the Fund Manager (BPI Wealth), please refer to: https://www.bpi.com.ph/wealth/assetandwealth/who-we-are/annual-report . Moving forward, the Company is committed to assessing the relevance/applicability of a framework for the management of EESG issues and to provide transparent disclosure in our future reports and communications. |
| d | The company discloses to all shareholders/members and other stakeholders the company's strategic and operational objectives with emphasis on the management of environmental, economic, social and governance (EESG) issues of its business which underpin sustainability. | Non-compliant | <i>Provide link or reference to the company's disclosure of strategic and operational objectives, with emphasis on EESG matters.</i> | |

Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION

The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for an informed decision-making by investors, stakeholders, and other interested users.

Recommendation 11.1

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|---|--|-----------|---|--|
| 1 | The company has a website to ensure a comprehensive, cost-efficient, transparent, and timely manner of disseminating relevant information to the public. | Compliant | <i>Provide link to the company's website.</i> Please refer to: <ul style="list-style-type: none"> https://pamifunds.com/ | |
|---|--|-----------|---|--|

INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS

Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS

To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management system.

Recommendation 12.1

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|---|--|-----------|---|--|
| 1 | The company has an adequate and effective internal control system in the conduct of its business. | Compliant | <p><i>List quality service programs for the internal audit functions.</i></p> <p><i>Indicate frequency of review of the internal control system.</i></p> <p>The business of the Company is conducted mainly by the Fund Manager who has adequate internal control systems. For the internal control systems of the Fund Manager (BPI Wealth), please refer to:</p> <p>https://www.bpi.com.ph/wealth/assetandwealth/who-we-are/annual-report.</p> <p>Furthermore, most of the duties of the Fund are delegated to the Fund Manager who have adequate risk management processes, policies, and procedures; appropriate risk measurement system, prudent risk limits, monitoring and management information system; and comprehensive and effective internal control system and, audit and compliance program.</p> | |
| 2 | The company has an adequate and effective enterprise risk management framework in the conduct of its business. | Compliant | <p><i>Identify international framework used for Enterprise Risk Management.</i></p> <p><i>Provide information or reference to a document containing information on:</i></p> <ol style="list-style-type: none"> <i>1. Company's risk management procedures and processes.</i> <i>2. Key risks the company is currently facing.</i> <i>3. How the company manages the key risks.</i> <p><i>Indicate frequency of review of the enterprise risk management framework.</i></p> <p>The business of the Company is conducted mainly by the Fund Manager who has an adequate Enterprise Risk Management Framework. For the Enterprise Risk Management Framework of the Fund Manager (BPI Wealth), please refer to:</p> <p>https://www.bpi.com.ph/wealth/assetandwealth/who-we-are/annual-report.</p> <p>Furthermore, most of the duties of the Fund are delegated to the Fund Manager who have adequate risk management processes, policies, and procedures; appropriate risk</p> | |

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| | | | measurement system, prudent risk limits, monitoring and management information system; and comprehensive and effective internal control system and, audit and compliance program. | |
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Recommendation 12.2

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|---|---|-----------|--|--|
| 1 | The company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations. | Compliant | <p><i>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm hired.</i></p> <p>The Company has engaged an external auditor which has issued an unqualified audit opinion for 2023. Please refer to:</p> <ul style="list-style-type: none"> Annex 1 – SEC 17-A, Page 30 | |
|---|---|-----------|--|--|

CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS/MEMBERS

Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS

The company should treat all shareholders/members fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1

| | | | | |
|---|---|-----------|---|--|
| 1 | The Board ensures that basic shareholder/member rights are disclosed in the Manual on Corporate Governance. | Compliant | <p><i>Provide link or reference to the company's Manual on Corporate Governance where shareholders'/members' rights are disclosed.</i></p> <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Pages 26 to 28 | |
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Recommendation 13.2

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|---|---|-----------|--|--|
| 1 | The Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders'/Members' Meeting with sufficient and relevant information at least twenty-one (21) days before the meeting. | Compliant | <p><i>Indicate the number of days before the annual or special stockholders'/members' meeting when the notice and agenda were sent out.</i></p> <p><i>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS).</i></p> <p>The Annual Stockholders Meeting was held physically at BPI Ayala Triangle Gardens Tower 2 and conducted virtually via Zoom on October 12, 2023 (Thursday) at 11:00 a.m. to 12:00 n.n. The notice and agenda for the Annual Stockholders Meeting are indicated in the Notice to the stockholders, SEC Form 20-IS.</p> | |
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| | | | Please refer to: <ul style="list-style-type: none"> Annex 2 – MOCG, Page 29 | |
| Recommendation 13.3 | | | | |
| 1 | The Board encourages active shareholder/member participation by making the result of the votes taken during the most recent Annual or Special Shareholders'/Members' Meeting publicly available the next working day. | Compliant | <i>Provide information or reference to a document containing all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</i> | |
| 2 | The minutes of the Annual and Special Shareholders'/Members' Meetings were made available on the company website within five (5) business days from the date of the meeting. | Compliant | <i>Provide link to minutes of meeting in the company website.</i> <i>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</i> <i>Indicate also if the voting on resolutions was by poll.</i> <i>Include whether there was opportunity to ask question and the answers given, if any.</i> The minutes of the Annual Stockholders Meeting (ASM) are made available on the website after the ASM and are removed before the following ASM. Stockholders voted in person or through proxy through designed forms submitted through mail, email/electronic means or faxpro. The preliminary results of the voting tickets were validated on October 11, 2023 and were presented during the Annual Stockholders Meeting. The results were reflected in the minutes of the meeting. | |
| Recommendation 13.4 | | | | |
| 1 | The Board makes available, at the option of a shareholder/member, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner. | Compliant | <i>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.</i> <i>Provide link/reference to where it is found in the Manual on Corporate Governance.</i> Please refer to: <ul style="list-style-type: none"> Annex 2 – MOCG, Page 28 | |

Recommendation 13.5

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|---|--|-----------|--|--|
| 1 | The Board establishes an Investor Relations Office (IRO) or Customer Relations Office (CRO) or its equivalent to ensure constant engagement with its shareholders/members. | Compliant | <p><i>Disclose the contact details of the officer/office responsible for investor relations, such as:</i></p> <p>1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address</p> <p>For inquiries, investors may contact the principal distributor at bpi_investment@bpi.com.ph</p> | |
| 2 | The IRO or CRO or its equivalent is present at every shareholders'/members' meeting. | Compliant | <p><i>Indicate if the IRO or CRO or its equivalent was present during the ASM.</i></p> <p>Senior officers of the fund manager and principal distributor attended the Annual Stockholder Meeting for this Fund on October 12, 2023.</p> | |

DUTIES TO STAKEHOLDERS**Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS**

The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1

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| 1 | The Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability. | Compliant | <p><i>Identify the company's stakeholders and provide information or reference to a document containing the company's policies and programs for its stakeholders.</i></p> <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 29 | |
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Recommendation 14.2

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|---|---|-----------|--|--|
| 1 | The Board establishes clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of stakeholders. | Compliant | <p><i>Identify policies and programs for the protection, fair treatment and enforcement of the rights of the company's stakeholders.</i></p> <p>Please refer to:</p> <ul style="list-style-type: none"> Annex 2 – MOCG, Page 29 | |
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Principle 15. ENCOURAGING EMPLOYEES' PARTICIPATION

A mechanism for employee participation should be developed to create a symbiotic working environment consistent with the realization of the company's objectives and good corporate governance goals.

Recommendation 15.1

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|----------------------------|---|-----------|--|--|
| 1 | The Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance. | Compliant | <p><i>Provide information or link/reference to company policies, programs and procedures that encourage employee participation.</i></p> <p>The business of the Company is conducted mainly by the Fund Manager who has sound and effective corporate governance. For the corporate governance of the Fund Manager (BPI Wealth), please refer to:</p> <p>https://www.bpi.com.ph/wealth/assetandwealth/who-we-are/annual-report.</p> <p>Furthermore, The Board of Directors and Management have adopted a framework of policies, rules, systems, and processes for the Company that governs the performance by the Board of Directors and Management of their respective duties and responsibilities to stockholders and other stakeholders which include, among others, customers, employees, suppliers, regulators, government and the community in which it operates</p> | |
| Recommendation 15.2 | | | | |
| 1 | The Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Conduct and Ethics. | Compliant | <i>Identify or provide link/reference to the company's policies, programs and practices against corruption.</i> | |
| 2 | The Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture. | Compliant | <p><i>Identify how the board disseminated the policy and program to the employees across the organization.</i></p> <p>The business of the Company is conducted mainly by the Fund Manager who has Code of Business Conduct and Ethics. For the Code of Business Conduct and Ethics of the Fund Manager (BPI Wealth), please refer to:</p> <p>https://www.bpi.com.ph/wealth/assetandwealth/who-we-are/annual-report.</p> <p>Furthermore, the Code of Business Conduct and Ethics ("the Code") of the Fund Manager aims to provide as guide to employees of the Company in meeting ethical duties and responsibilities in compliance with the implemented rules and regulations of the industry. The codes serve as guidance so that the right decisions are made in the performance of their respective roles and responsibilities across various functions in the Company.</p> | |
| Recommendation 15.3 | | | | |
| 1 | The Board establishes a suitable framework for whistleblowing that allows employees to freely | Compliant | | |

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| | communicate their concerns about illegal or unethical practices, without fear of retaliation. | | <i>Disclose or provide link/reference to the company whistleblowing policy and procedure for employees.</i> | |
| 2 | The Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. | Compliant | <i>Indicate if the framework includes procedures to protect the employees from retaliation.</i> | |
| 3 | The Board supervises and ensures the enforcement of the whistleblowing framework. | Compliant | <i>Provide contact details to report any illegal or unethical behavior.</i> <i>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</i> The business of the Company is conducted mainly by the Fund Manager who has adequate Whistleblower Policy. For the Whistleblower Policy of the Fund Manager (BPI Wealth), please refer to: https://www.bpi.com.ph/wealth/assetandwealth/who-we-are/annual-report Furthermore, the Whistleblower Policy of the Fund Manager addresses the commitment of BPI Wealth to integrity and ethical behavior by helping to foster and maintain an environment where whistleblowers can act appropriately, without fear of retaliation. | |

Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The company should be socially responsible in all its dealings with the communities in which it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

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|---|--|-----------|---|--|
| 1 | The company recognizes and places importance on the interdependence between business and society and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates. | Compliant | <i>Provide information or reference to a document containing the company's community involvement and environment-related programs.</i> Please refer to: <ul style="list-style-type: none"> Annex 2 – MOCG, Page 4 | |
|---|--|-----------|---|--|

CERTIFICATION


The undersigned certify that the responses and explanations set forth in the above **Philam Strategic Growth Fund, Inc. Integrated Annual Corporate Governance Report** covering 2023 are true, complete and correct of our own personal knowledge and/or based on authentic records.

Signed in the City of **MAKATI CITY** on the **JUL 09 2024** day of _____ 20____.


Roberto F. De Ocampo
Chairman of the Board


Reynaldo G. Geronimo
President & CEO


Fernando J. Sison III
Independent Director


Simon R. Paterno
Independent Director


Atty. Ma. Adelina S. Gatdula
Corporate Secretary



Hany Mae V. Dureza
Compliance Officer

JUL 09 2024

SUBSCRIBED AND SWORN to before me this _____ day of _____ 20____, by the following who are also personally known to me (or whom I have identified through competent evidence of identity) and who exhibited their respective identification document as follows:

| Name | Competent Evidence of Identity | Date/Place Issued |
|------------------------------|--------------------------------|-------------------|
| Roberto F. De Ocampo | TIN 120 - 115 - 828 | |
| Reynaldo G. Geronimo | TIN 123 - 102 - 923 | |
| Fernando J. Sison III | TIN 135 - 565 - 275 | |
| Simon R. Paterno | TIN 103 - 010 472 | |
| Atty. Ma. Adelina S. Gatdula | TIN 107 - 043 - 114 | |
| Hany Mae V. Dureza | Passport P9201603B | DFA NCR East |

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Series of 2024


ATTY. JOEL FERRER FLORES
Notary Public for Makati City
Until December 31, 2024
Appointment No. M-115 (2023-2024)
Roll of Attorneys No. 77376
MCLE Compliance Unit No. 0001393-
Jan. 3, 2023 until Apr. 12, 2028
PTR NO. 10073945/ Jan. 2, 2024/ Makati City
IBP No. 330740/ Jan. 2, 2024/ Pasig City
1107 Bataan St., Guadalupe Nuevo, Makati City

COVER SHEET

A 1 9 9 8 0 5 2 7 7

SEC REGISTRATION Number

P H I L A M S T R A T E G I C G R O W T H
F U N D , I N C .
(Company's Full Name)

1 7 / F N E T L I M A B U I L D I N G ,
5 T H A V E . , C O R . 2 6 T H S T . ,
B O N I F A C I O G L O B A L C I T Y , T A G U I G
(Business Address: No. Street City / Town / Province)

Bhona Jane G. Nacar

(Contact Person)

(632) 8580-3575

(Company Telephone Number)

1 2

Month

3 1

Day

Fiscal Year

17-A

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, if Applicable

C G F D

Dept. Requiring this Doc.

(Amended Articles Number/Section)

(Total Amount of Borrowings)

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel Concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-A, AS AMENDED

ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended **December 31, 2023**
2. SEC Identification Number **A1998-05277**
3. BIR Tax Identification No. **005-649-448**
4. Exact name of registrant as specified in its charter **Philam Strategic Growth Fund, Inc.**
Metro Manila, Philippines
5. Province, country or other jurisdiction of incorporation or organization
6. Industry Classification Code (SEC use Only)
- 17/F Philam Life Head Office, Net Lima Building, 5th Avenue corner 26th St., Bonifacio Global City, Taguig 1634**
7. Address of principal office
8. Registrant's telephone number, including area code **(632) 8580-0900**
- N/A**
9. Former name, former address, and former fiscal year, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

| Title of each class | Number of Shares of Common Stock Outstanding as of 31 December 2023 |
|---------------------|--|
| Common voting stock | 7,727,744 |

11. Are any or all of these securities listed on a Stock Exchange?

Yes () No (x)

FINANCIAL INFORMATION

12. Check whether the registrant:

has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

Yes (x) No ()

has been subject to such filing requirements for the past ninety (90) days.

Yes (x) No ()

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the

average bid and asked prices of such stock, as of a specified date within sixty (60) days prior to the date of filing. If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided the assumptions are set forth in this Form: Please refer to the audited financial statements.

**APPLICABLE ONLY TO REGISTRANTS INVOLVED IN
INSOLVENCY/SUSPENSION OF PAYMENTS PROCEEDINGS
DURING THE PRECEDING FIVE YEARS:**

14. Check whether the registrant has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Not applicable

DOCUMENTS INCORPORATED BY REFERENCE

15. If any of the following documents are incorporated by reference, briefly describe them and identify the part of the SEC Form 17-A into which the document is incorporated:

- a. any annual report to security holders;
- b. any information statement filed pursuant to SRC Rule 20;
- c. any prospectus filed pursuant to SRC Rule 8.1.

a. Annual Report:

- 1. 2023 Annual Report (incorporated)
- 2. 2023 Audited Financial Statements (attached)

PART I - BUSINESS AND GENERAL INFORMATION

ITEM NO.1 BUSINESS

Philam Strategic Growth Fund, Inc. ("PSGFI" or the "Fund") is a stock corporation incorporated on April 27, 1998. The Fund's sole product is its own shares. Philam Asset Management Inc. ("PAMI" or "Fund Manager" or "Fund Distributor") is the investment adviser and distributor of the Fund until January 28, 2020.

Effective January 29, 2020, PAMI assigned all its rights, interests, and obligations as fund manager, advisor, distributor, and transfer agent of the Fund to BPI Investment Management, Inc (BIMI), a wholly-owned subsidiary of Bank of the Philippine Islands (BPI). Henceforth, the management, distribution and transfer agency functions are performed by BIMI over the Fund. Services, contracts and agreements are in force with BIMI.

Effective April 1, 2023, BPI Investment Management, Inc. (BIMI), wholly-owned subsidiary of Bank of the Philippine Islands (BPI) assigned all its right, interests, and obligations as fund manager, advisor of the Fund to BPI Wealth - A Trust Corporation (BPI Wealth), a wholly-owned subsidiary of Bank of the Philippine Islands (BPI). Henceforth, the management functions are performed by BPI Wealth over the Fund. Services, contracts and agreements are in force with BPI Wealth.

The Fund has appointed BPI Investment Management, Inc. (BIMI) as principal distributor with the authority to appoint sub-distributors on behalf of the fund. Under the terms of the agreement, BIMI and/or its sub-distributors perform daily functions related to the marketing and the growth of the level of assets of the Fund.

BPI Asset Management and Trust Corporation (the “Company” or “BPI AMTC”) is a wholly-owned subsidiary of Bank of the Philippine Island (BPI), a domestic commercial bank with an expanded banking license in the Philippines. It was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on October 6, 2016 primarily to carry and engage in the business of trust, other fiduciary business and investment management business which may legally be had or done by trust corporations organized under and in accordance with Republic Act No. 8791 (The General Banking Law of 2000) and its implementing regulations as it exists or may be amended and to do all other things incident thereto and necessary and proper in connection with said purposes within such territory, as may be determined by the Monetary Board of the Bangko Sentral ng Pilipinas (BSP). The corresponding Certificate of Authority to Operate was issued by the BSP to the Company on December 29, 2016.

In February 2023, the Company announced the change in its trade name from BPI Asset Management and Trust Corporation to BPI Wealth - A Trust Corporation, or simply BPI Wealth.

PSGFI is an open-end investment company whose shares will be offered to the public at Net Asset Value (“NAV”) per share. The minimum initial investment for the Fund is Php5,000 and subsequent minimum additional purchase is Php1,000. PSGFI considers a medium to long-term investment horizon for its shareholders.

As of December 2023, the size of the local mutual fund industry stood at PhP 232.95 Billion in Net Assets. The principal method of competition within the mutual fund industry is the size of AUM, return on investment and service. PSGFI is categorized under the peso-denominated equity fund segment with nineteen (19) other competitors.

The major competitor of PSGFI is the PAMI Equity Index Fund, Inc. another Fund being managed by BPI Wealth – A Trust Corporation. The PAMI Equity Index Fund, Inc. has over Php1.17 billion in net assets as of year-end December 2023. Other competitors include ALFM Growth Fund, Inc., ATRAM Alpha Opportunity Fund, Inc., ATRAM Phil. Equity Opportunity Fund, Inc., Climbs Share Capital Equity Investment Fund Corp., First Metro Consumer Fund on MSCI Phils. IMI, Inc., First Metro Save and Learn Equity Fund, Inc., MBG Equity Investment Fund, Inc., First Metro Save and Learn Phil. Index Fund, Inc. (formerly One Wealthy Nation Fund, Inc.), PAMI Equity Index Fund, Inc., Philequity Dividend Yield Fund, Inc., Philequity Fund, Inc., Philequity PSE Index Fund, Inc., Soldivo Strategic Growth Fund, Inc., Sun Life Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Phil. Stock Index Fund, Inc., United Fund, Inc., Philequity MSCI Phils. Index Fund, Inc. and Philequity Alpha One Fund, Inc.

PSGF will be offered to the public primarily by BPI Wealth affiliated agents who are SEC Certified Investment Solicitors as well as institutional third-party distributors.

As investment manager of PSGFI, BPI Wealth – A Trust Corporation is tasked to formulate and implement the investment strategy of the Fund, and to provide and render management, technical, and administrative services to the Fund.

The management fee to be charged by the Fund Manager is a maximum of 2.05% per year, which will be accrued based on the daily NAV of the fund. The Fund’s entry fee varies depending on the shareholder’s investment amount. A sales load of not more than 3.00% will also be charged.

The Custodial Agreement establishes the relationship among PSGFI, BPI Wealth and Citibank, N.A., with Citibank, N.A. as the custodian bank. The Custodial Agreement covers the custodian bank’s duties on receipt of securities, identification and segregation of assets, registration of assets, reports and records to be accomplished by the custodian and custody of PSGFI investments.

As Transfer Agent of PSGFI, BIMi shall provide transfer agency services including the maintenance of the official stock and transfer book of the Fund, the issuance of shareholders’ Transaction Advice/Notice or Certificate of Stock, and payment of dividends, if any.

On March 16, 2020, the Philippine government declared the entire Luzon Island under an enhanced community quarantine (ECQ) due to the increasing number of corona virus disease (COVID-19) cases in the country. The ECQ mandated the close of non-essential business establishments and strict home quarantine resulting to a slowdown of economy. Measures are in place to support business continuity and manage financial risk to a minimum.

PSGFI is fully compliant with the Investment Company Act (Republic Act No.2629) (the “Investment Company Act”) and ICA Rule 35-1 (The Investment Company Rule):

- 1) It is organized as a stock corporation;
- 2) It has minimum and subscribed paid-in capital of at least Php50,000,000;
- 3) All the members of its Board of Directors are Filipino citizens;
- 4) All the shares of its capital stock are common and voting shares; and
- 5) Its Articles of Incorporation provides for a waiver of pre-emptive rights to shareholders.

PSGFI likewise complies with the Securities Regulation Code (Republic Act 8799, as amended) and its Amended Implementing Rules and Regulations. PSGFI ensures that its investment policies are compliant with all these laws and regulations and its own By-laws.

Employees

PSGFI employs no personnel as it functions solely through its Fund Manager.

Government Regulations and Risks

As an investment company, PSGFI is governed by the rules and regulations of the Securities and Exchange Commission (the “SEC”), particularly the Investment Company Act, ICA Rule 35-1, the Corporation Code of the Philippines and the Securities Regulation Code. PSGFI observes and complies with all government laws, rules and regulations that exist. PSGFI is not aware of any probable government regulations that may materially affect its business.

The NAV of the Fund will fluctuate with changes in the market value of the Fund's investments. With the adoption of Philippine Financial Reporting Standards (PFRS) that requires all assets to be valued on a mark-to-market basis, PSGFI's net asset value per share (“NAVPS”) will experience volatility due to changes in local interest rates and equity prices. Such changes in market value may occur as a result of various factors, including material changes in the Fund, general economic conditions and interest rate and foreign exchange policy changes. Investment companies, unlike bank deposits, are not covered by the Philippine Deposit Insurance Corporation (PDIC).

PSGFI is exposed to financial risk through its financial assets and financial liabilities. The most important components of this financial risk are credit risk, liquidity risk and market risk. These risks arise from open positions in the interest rates and equity products, which are exposed, in turn, to general and specific market movements. The risks that the Fund primarily face due to the nature of its investments are market risk and liquidity risk due to the open-end nature of the fund.

The Fund is exposed to financial risk through its financial assets and financial liabilities. The following are the more important components of this financial risk in order of importance:

- **Credit Risk:** Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The Fund manages the level of credit risk it accepts through the following: setting up of exposure limits by each counterparty or group of counterparties and industry segments; right of offset where counterparties are both debtors and creditors; guidelines on obtaining collateral and guarantees;

reporting of credit risk exposures; monitoring compliance with credit risk policy, and review of credit risk policy for pertinence and changing environment.

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

The Fund is exposed to daily cash redemption of its issued shares. It therefore invests majority of its assets in investments that are traded in an active market and can be readily disposed of.

The Fund manages liquidity through the following activities: specifies a minimum proportion of funds to meet emergency calls; sets up contingency funding plans; specifies the sources of funding and the events that would trigger the plan; determines concentration of funding sources; reports liquidity risk exposures; monitors compliance with liquidity risk policy, and reviews the liquidity risk policy for pertinence and changing environment.

- **Market Risk:** Market risk is the risk of change in fair value of financial instruments from fluctuation in foreign exchange rates (currency risk), market interest rates (interest rate risk) and market prices (price risk), whether such change in price is caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market.

The Fund structures levels of market risk it accepts through a market risk policy that determines the following: what constitutes market risk for the Fund; basis used to determine the fair value of financial assets and liabilities; asset allocation and portfolio limit structure; diversification benchmarks by type of instrument; the net exposure limits by each counterparty or group of counterparties and industry segments; control over hedging activities; reports of market risk exposures; compliance with market risk policy and review of market risk policy for pertinence and changing environment.

Since the transactions of the Fund are generally carried out in its functional currency, its exposure to currency risk is minimal.

- **Interest Rate Risk:** Interest rate risk is the risk that the value/future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Floating rate instruments expose the Fund to cash flow interest risk, whereas fixed interest rate instruments expose the Fund to fair value risk. PSGFI's fixed rate investments in particular are exposed to fair value risk.

The Fund's market risk policy requires it to manage interest rate risk by maintaining appropriate mix of fixed and variable rate instruments. The policy also requires it to manage the maturities of interest-bearing financial assets and interest-bearing financial liabilities.

These risks arise from open positions in interest rate and equity products which are exposed to general and specific market movements. The Fund will manage risks by constant monitoring of interest rates, economic indicators and developments in the socio-political scene. The Fund Manager will manage the risks through active fund management and portfolio diversification. Diversification will be done across asset classes and maturity profiles. The Fund Manager's sensitivity to risks is demonstrated by its exhaustive due diligence and systematic portfolio control which are reviewed periodically to assess risks and opportunities.

ITEM NO. 2 PROPERTIES

PSGFI does not own any real or personal properties (such as real estate, plant and equipment, mines, patent, etc.). Neither does the Fund lease any property nor does it intend to acquire any real or personal properties within the next 12 months.

ITEM NO. 3 LEGAL PROCEEDINGS

There are no pending litigation or arbitration proceedings where PSGFI is a party. There is no litigation nor claim of material importance known to the Board of Directors (the "Board") of PSGFI to be pending or threatened against the Fund during the past five (5) years up to the date of this SEC Form 17-A.

ITEM NO.4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not Applicable

PART II - OPERATIONAL AND FINANCIAL INFORMATION

ITEM NO.5 MARKET FOR ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

PSGFI is not listed in the Philippine Stock Exchange. The shares are being sold by SEC Certified Investment Solicitors (CISols) thru the fund's authorized distributors.

NAVPS per quarter for the year 2023:

| QUARTER | DATE | NAVPS | |
|---------|-----------|--------|------|
| 1st | 14-Mar-23 | 429.14 | LOW |
| | 18-Jan-23 | 474.04 | HIGH |
| 2nd | 25-Jun-23 | 436.54 | LOW |
| | 11-May-23 | 455.31 | HIGH |
| 3rd | 20-Sep-23 | 415.26 | LOW |
| | 27-Jul-23 | 457.45 | HIGH |
| 4th | 30-Oct-23 | 412.79 | LOW |
| | 19-Dec-23 | 453.23 | HIGH |

NAVPS per quarter for the year 2022:

| QUARTER | DATE | NAVPS | |
|---------|-----------|--------|------|
| 1st | 14-Mar-22 | 469.09 | LOW |
| | 09-Feb-22 | 513.07 | HIGH |
| 2nd | 05-Apr-22 | 493.49 | LOW |
| | 30-Jun-22 | 424.97 | HIGH |
| 3rd | 29-Sep-22 | 405.82 | LOW |
| | 25-Jul-22 | 424.62 | HIGH |
| 4th | 02-Oct-22 | 393.39 | LOW |
| | 29-Nov-22 | 457.41 | HIGH |

NAVPS per quarter for the year 2021:

| QUARTER | DATE | NAVPS | |
|---------|-----------|--------|------|
| 1st | 22-Mar-21 | 441.29 | LOW |
| | 11-Jan-21 | 499.67 | HIGH |

| | | | |
|-----|-----------|--------|------|
| 2nd | 24-May-21 | 428.76 | LOW |
| | 16-Jun-21 | 482.04 | HIGH |
| 3rd | 30-Jul-21 | 435.5 | LOW |
| | 5-Jul-21 | 485.65 | HIGH |
| 4th | 8-Dec-21 | 475.5 | LOW |
| | 23-Nov-21 | 508.41 | HIGH |

Institutional and retail investors

The table below shows the Fund's total number of institutional and retail investors and the percentage of their investments as of 31 December 2023.

| Philam Strategic Growth Fund, Inc. | Retail | Institutional |
|---|---------------|----------------------|
| Number of investors | 11,204 | 407 |
| Percentage of investments | 71.39% | 28.61% |

Geographic concentration of investments

The geographic concentration of investments as of 31 December 2023 is as follows: Luzon (74.49%), Visayas (16.69%), and Mindanao (8.82%).

Level of compliance with FATCA regulations

FATCA Review as of 31 December 2023

| PSGF | No. of Transaction | More than USD50 Thousand | Less than USD50 Thousand |
|-------------|---------------------------|-------------------------------------|-------------------------------------|
| US CITIZEN | 19 | 13 | 6 |
| US INDICIA | 38 | 20 | 18 |

Investment company return information

Stated below is the Fund's annualized performance (%) for five (5) years.

| 1 YR | 2 YRS | 3 YRS | 4 YRS | 5 YRS |
|-------------|--------------|--------------|--------------|--------------|
| 1.07 | -4.36 | 0.42 | -1.80 | -3.42 |

Recent Sales of Unregistered or Exempt Securities Including Recent Issuances of Securities Constituting an Exempt Transaction

Not applicable.

ITEM NO.6 MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Distribution

The Fund is being distributed by BIMi through SEC Certified Investment Solicitors (CISols) as well as institutional third-party distributors.

Use of Proceeds

The Fund plans to use the proceeds from the sale of PSGFI shares to build up its investment in equities of companies listed in the primary and secondary boards of the PSE, and foreign corporations domiciled abroad having at least a three year track record. The company will also invest in fixed-income

instruments including but not limited to treasury bills, Bangko Sentral ng Pilipinas (“BSP”) Certificate of Indebtedness, other government securities or bonds and such other evidences of obligations issued by the BSP or guaranteed by the Philippine government.

Determination of Offering Price

The offering price is determined at NAVPS computed for the current banking day, if payment is made within the daily cut-off time. Otherwise, the NAVPS on the following banking day will be used for payments made after the daily cut-off time. The daily cut-off time shall be 12:00 noon of a banking day. A banking day is defined as a day when commercial banks in Metro Manila are not required or authorized to close by law.

AS OF DECEMBER 31, 2023

The PSEi continued to be challenged in 2023 returning -1.77% for the year, settling somewhere in the middle of how its ASEAN peers performed. Foreign investors continued to be sellers, with net outflows reaching USD863.3 million according to Bloomberg data. On a per sector basis, only Financials saw gains buoyed by the high interest rate environment which supported expansion of net interest margins. All other sectors underperformed the index as overall sentiment was dragged by macroeconomic concerns (e.g., high inflation & decelerating growth) and lingering hawkishness of central banks.

Market valuation remained close to 13x PE based on consensus estimates, below its 10-year mean of around 17x.

As of 31 December 2023, Philam Strategic Growth Fund’s net asset value (NAV) per share stood at P447.36, up by 0.65% year-on-year.

Top Five Key Performance Indicators

a) Performance vis-à-vis the Benchmark – Philam Strategic Growth Fund is an actively managed equity fund whose objective is long-term capital appreciation through investments in a diversified portfolio composed of high-grade fixed-income and equity investment instruments. The Fund’s return on investment (ROI) as of December 2023 is 0.65% net of fees and taxes, underperforming its benchmark by 39 bps.

b) Portfolio Quality – The Fund’s portfolio should adhere to the investment parameters as indicated in the Fund’s prospectus. The Fund invests in a mix of high grade fixed income instruments and local equities.

c) Market Share in the Industry – Philam Strategic Growth Fund cornered 5.3% of the P65.29 Billion total net asset value of equity funds as of December 2023.

d) NAV Growth vis-à-vis Industry Growth – For the year, Philam Strategic Growth Fund’s NAV contracted by 9.01% compared to the 4.12% contraction in equity mutual funds.

e) Performance vis-a-vis Competition – Philam Strategic Growth Fund ranked 10th in returns among equity mutual funds as of December 2023.

AS OF DECEMBER 31, 2022

The PSEi was down 7.8% in 2022, underperforming much of its ASEAN peers. In the Philippines, Telcos underperformed mainly on issues surrounding its capex as well as tough competitions along with Property amid unfavorable macro from high interest rates. On the other hand, Banks and Consumers remain to outperform.

The PSEi closed at almost 13x forward PE, below its 10 year mean of around 17x. The index valuations remains at its lowest since the pandemic low in 2020.

The major theme for 2022 was inflation. The BSP has managed to match the Fed's aggressive tightening to manage the Peso and tame inflation. Peso managed to bottom in mid-October.

As of 31 December 2022, Philam Strategic Growth Fund's net asset value (NAV) per share stood at P444.45, down by 9.15% year-on-year.

Top Five Key Performance Indicators

- a) Performance vis-à-vis the Benchmark – Philam Strategic Growth Fund is an actively managed equity fund whose objective is long-term capital appreciation through investments in a diversified portfolio composed of high-grade fixed-income and equity investment instruments. The Fund's return on investment (ROI) as of December 2022 is -9.15% net of fees and taxes, underperforming its benchmark by 398 bps.
- b) Portfolio Quality – The Fund's portfolio should adhere to the investment parameters as indicated in the Fund's prospectus. The Fund invests in a mix of high grade fixed income instruments and local equities.
- c) Market Share in the Industry – Philam Strategic Growth Fund cornered 5.6% of the P68.10 Billion total net asset value of equity funds as of December 2022.
- d) NAV Growth vis-à-vis Industry Growth – For the year, Philam Strategic Growth Fund's NAV contacted by 89.23% compared to the 42.60% contraction in equity mutual funds.
- e) Performance vis-a-vis Competition – Philam Strategic Growth Fund ranked 15th in returns among equity mutual funds as of December 2022.

ITEM NO.7 FINANCIAL STATEMENTS

Copies of the following audited financial statements are attached:

- a. Statement of Financial Position as of December 31, 2023 and 2022
- b. Statement of Total Comprehensive Income for the years ended December 31, 2023 and 2022
- c. Statement of Changes in Equity for the years ended December 31, 2023 and 2022
- d. Statement of Cash Flows for the years ended December 31, 2023 and 2022

ITEM NO.8 CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

PART III - CONTROL AND COMPENSATION INFORMATION

ITEM NO.9 DIRECTORS AND EXECUTIVE OFFICERS OF THE ISSUER

The Board of Directors and Executive Officers of PSGFI are as follows:

| Name | Age | Citizenship | Position | Term | Years of Service |
|-----------------------|-----|-------------|------------------------|-----------|------------------|
| Roberto F. De Ocampo | 78 | Filipino | Chairman of the Board | 2023-2024 | 24 |
| Reynaldo G. Geronimo | 79 | Filipino | President and Director | 2023-2024 | 12 |
| Ramon Paulo L. Tayag | 43 | Filipino | Director | 2023-2024 | <1 |
| Tomas S. Chuidian | 57 | Filipino | Director | 2023-2024 | <1 |
| Fernando J. Sison III | 71 | Filipino | Director | 2023-2024 | 4 |
| Simon R. Paterno | 65 | Filipino | Director | 2023-2024 | 1 |

| | | | | | |
|--------------------------|----|----------|---------------------|-----------|---|
| Ma. Adelina S. Gatdula | 60 | Filipino | Corporate Secretary | 2023-2024 | 7 |
| Ma. Floriliz L. Pedernal | 53 | Filipino | Treasurer | 2023-2024 | 3 |

ROBERTO F. DE OCAMPO

Chairman of the Board

Dr. Roberto F. De Ocampo is a cum laude graduate of Bachelor of Arts in Economics at the Ateneo de Manila University. He has a Master in Business Administration from the University of Michigan and a post-graduate diploma from the London School of Economics. He has also been conferred three Doctorates (Honoris Causas). Mr. De Ocampo is President and Director of the following PAMI-managed funds: Philam Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Strategic Growth Fund, Inc., Philam Managed Income Fund, Inc. (each since 2005) and PAMI Global Bond Fund, Inc. (since 2008), PAMI Asia Balanced Fund Inc., PAMI Equity Index Fund, Inc., PAMI Global Equity Fund, Inc. (each since 2009), PAMI Horizon Fund, Inc. (since 2011), and PAMI Income Payout Fund, Inc. (since 2015). Dr. de Ocampo was previously the President of the Asian Institute of Management. From 1992 to 1998, he served as the Secretary of Finance under the Ramos administration and was widely recognized as the principal architect of the resurgence of the Philippine economy. He was the first Filipino and the first ASEAN finance minister to be recognized and was cited as the “Finance Minister of the Year” in 1996 by Euromoney. He was conferred the Legion of Honor in 1998, the highest honor conferred on Filipino civilians by the Philippine government and was conferred the Ordre National de la Legion d’ Honneur by the Republic of France with the rank of Chevalier.

REYNALDO G. GERONIMO

President

Atty. Geronimo is a cum laude graduate of Bachelor of Arts (A.B.) at the Ateneo de Manila University. He graduated Second Honors from Ateneo Law School in 1968. He also has a Master of Laws with specialization in Trusts and Estates from the University of Pennsylvania. He is currently a partner in the Romulo Mabanta Buenaventura Sayoc & de los Angeles Law Firm and a co-Chairman of the Banking Group. Atty. Geronimo is known as the Trust Guru, with a regular column in the Manila Standard Today. He is also a bar reviewer in Taxation at the UP Law Center, the UP College of Law, the Law School of UST’s Civil Law Faculty, the College of Law of Liceo de Cagayan and the Ateneo Law School. Atty. Geronimo is a director of the following PAMI-managed funds since 2010: Philam Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Strategic Growth Fund, Inc., Philam Managed Income Fund, Inc. and PAMI Global Bond Fund, Inc., PAMI Asia Balanced Fund, Inc., PAMI Equity Index Fund, Inc., PAMI Global Equity Fund, Inc., PAMI Horizon Fund, Inc. (since 2011) and PAMI Income Payout Fund, Inc. (since 2015).

TOMAS S. CHUIDIAN

Director

Mr. Chuidian is the President of BPI Investment Management Inc. (BIMI) and concurrently functions as Director of BPI International Finance, Ltd., a wholly owned subsidiary of BPI based in Hong Kong, since 2015. He also headed the Bank’s Private Banking unit for almost 10 years before being assigned to BIMI. Prior to joining BPI, Mr. Chuidian served as Executive Director for Global Wealth Management at Merrill Lynch in Hong Kong. He has over 25 years of banking experience, having held positions at ABN AMRO Bank N.V., DBS Bank and PNB as an investment management professional across all asset classes, advising high net-worth families, middle-market companies, and non-profit endowment funds. Before entering the world of finance, Mr. Chuidian managed specialized biotechnology products at Digene Diagnostics, a start-up company founded in the United States. Mr. Chuidian holds a Master’s Degree in International Management from the University of Maryland and a Bachelor of Science Degree in Chemistry and Biology from College of the Ozarks in Missouri. Tim was born in the Philippines and prior to pursuing his college and graduate studies in the United States, was one of the first graduates from La Salle Zobel.

RAMON PAULO L. TAYAG

Director

Mr. Tayag is the current Head of Agency Distribution for BIMl. He graduated from Ateneo De Manila with a degree in BS Legal Management and earned his Master's Degree in Business Administration from Ateneo as well. He has a total of 20 years experience in retail banking and investment sales. The first 6 years were in the retail lending industry via leasing and credit cards. He joined Citibank in 2008 as a Citigold Relationship Officer and specialized in investment sales. He first joined BPI Asset Management and Trust Group in 2013 until 2018 handling various area divisions of the Bank. He returned in 2020 after his exposure to agency management from Sun Life Asset Management Company Inc.

SIMON R. PATERNO

Director

Mr. Simon R. Paterno, Filipino, born in 1959, 65 years old, served as Head of the Financial Products and Services Group of the Bank of the Philippine Islands. He was responsible for managing the product businesses of the Bank, including Investment Banking, Corporate Loans, Transaction Banking, Retail Lending, Cards and Payments, Asset Management and Trust, Electronic Channels, and Deposits. He also supervised subsidiaries and affiliates in insurance, leasing, and merchant acquiring. He was a member of the Management Committee of BPI. Mr. Paterno is the former President and CEO of the Development Bank of the Philippines, serving from 2002-2004. He worked for 18 years at the New York, Hong Kong, and Manila offices of J.P. Morgan, serving finally as Managing Director in charge of sovereign clients during the Asian Financial Crisis of 1997-98, and as Country Manager for the Philippines until 2002. He also worked for 8 years at Credit Suisse as Managing Director and Country Manager for the Philippines. Mr. Paterno obtained his MBA from Stanford University in 1984. He was awarded his A.B., cum laude, Honors Program in Economics from Ateneo de Manila University in 1980. In 2005, he was elected President of the Management Association of the Philippines. He serves on the boards of the Foundation for Economic Freedom and Ateneo Scholarship Foundation. He was named a TOYM awardee for Investment Banking in 1999.

FERNANDO J. SISON III

Independent Director

Mr. Sison is the Treasurer of ALFM Money Market Fund, Inc., ALFM Peso Bond Fund, Inc., ALFM Dollar Bond Fund, Inc., ALFM Euro Bond Fund, Inc., ALFM Growth Fund, Inc., and Philippine Stock Index Fund, Corp. He is also a Director and the Treasurer of ALFM Global Multi-Asset Income Fund, Inc. and an Independent Director of ALFM Retail Corporate Fixed Income Fund, Inc. and ALFM Fixed Income Feeder Fund, Inc. (Formerly: ALFM Principal Preservation Fund, Inc.). Since September 9, 2020, Mr. Sison has been a Director of Philam Fund, Inc., Philam Managed Income Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Strategic Growth Fund, Inc., PAMI Global Bond Fund, Inc., PAMI Asia Balanced Fund Inc., PAMI Horizon Fund Inc., and PAMI Equity Index Fund, Inc. He used to be the President of BPI Investment Management, Inc. from May 2004 up to June 2012. He previously served as Vice President and head of many of BPI's divisions, including AMTG Retail Trust Division, AMTG Portfolio Management Division, SDG Retail Funds Distribution, and Private Banking Unit. He was assigned to BPI International Finance Ltd. (HK) as Head of Investment Management Division and to BPI Capital Corporation – Corporate Finance Group as Vice President and Head of Syndications and Underwriting. He completed the corporate finance module of JP Morgan in New York and underwent on-the-job training in corporate finance with JP Morgan in Hong Kong. He previously served as President of the Investment Company Association of the Philippines (ICAP) for 3 terms up to 2006 and as Chairman of the Board of the Philippine Investment Funds Association (PIFA), formerly ICAP, for 5 terms up to 2012-2013. He currently serves as a member of the Board of Senior Advisers of PIFA. He served as Industry Governor of the Market Governance Board of the Philippine Dealing and Exchange Corp. in 2008 and 2011 and as Alternate Governor for 5 terms. He is a SEC-licensed Certified Investment Solicitor from 2001 to 2012. He is currently the Investments Administrator and the Director, University Business Affairs Office, of the Ateneo de Manila University. He is a member of the Board of Trustees and Executive Committee, and the Chairman,

Investment Committee of the CEAP Retirement Fund, Inc. Mr. Sison graduated from the Ateneo de Manila University in 1974 with the degree A.B. General Studies (Honorable Mention). He obtained his M.B.A. degree in 1976 from the University of the Philippines (Diliman).

MA. FLORILIZ L. PEDERNAL

Treasurer

Ms. Pedernal is the Operations Accounting Head of BPI Wealth since April 2023 and BPI Investment Management Inc. from 2017 to March 2023. She started as an accounting staff in BPI Unibank Central Accounting Department in 1991 before joining the BPI Officership Training Program in December 2004. She assumed the position of Operations Accounting Officer of then BPI Asset Management and Trust Group from July 1, 2005 to December 2016 before joining BIMI in 2017. She completed her Accounting Degree from Miriam College Foundation Inc. in 1991, and passed the CPA Board in October in the same year.

*Appointed as Treasurer in November 2020.

MA. ADELINA S. GATDULA

Corporate Secretary

Atty. Gatdula has been a Partner in Picazo Buyco Tan Fider & Santos Law Office since July 1995. She joined the said law office in September 1989. Prior thereto, she worked as a Confidential Attorney of Justice Irene R. Cortes in the Supreme Court. Atty. Gatdula obtained her Bachelor of Laws from the University of the Philippines in 1987, and Bachelor of Arts in Economics (cum laude) also from the same university in November 1982. She represents private companies engaged in real estate development and services, outsource business processing, software development, finance, investment, insurance and insurance brokerage and consultancy, manufacturing and trading, and radio broadcasting, in a wide array of corporate and financial matters, and various condominium corporations and non-government religious and charitable organizations.

*Appointed as Corporate Secretary on October 14, 2015.

GLENN NOEL L. LLANETA

Compliance, AML and Data Protection Officer

Mr. Llaneta has a combined 19 years and running banking experience spanning stints in Accounting, Trust Services, Customer Due Diligence (CDD) specializing in Know Your Customer (KYC) and Customer Transaction Monitoring gained from Local and International banks. He joined BIMI last July 1, 2023 as a Compliance Officer, as such he would be responsible that the company has internal controls to adequately manage risk as well as ensures the entity as well as the Mutual Funds are in compliance with the regulatory requirements. He possesses International Advanced Certificate in Anti-Money Laundering accorded by International Compliance Association (ICA) and a Certified Know Your Customer Associate (CKYCA) afforded by Certified Anti-Money Laundering Specialist (CAMS). He also successfully passed AMLF/CTF Fundamentals Course administered by Anti-Money Laundering Council (AMLC).

Incorporators

The incorporators of the Fund are the following:

- 1.) Mr. Jose L. Cuisia, Jr.
- 2.) Mr. Rex Ma. A. Mendoza
- 3.) Mr. Reynaldo C. Centeno
- 4.) Mr. Jesus G. Hofileña
- 5.) Mr. Edgardo A. Grau
- 6.) Mr. Francisco M. Ortigas III
- 7.) Mr. Victor A. Lim

Significant Employee

There is no significant employee who is expected by the Fund to make a significant contribution to the business.

Family Relationships

None of the Fund's directors and executive officers is related to each other up to the fourth civil degree either by consanguinity or affinity.

Involvement in Certain Legal Proceedings

To the best of the Fund's knowledge, there has been no occurrence during the past five (5) years up to the date of this SEC Form 17-A of any of the following events that are material to the evaluation of the ability or integrity of any director, any nominee for election as director, executive officer or controlling person of the Fund:

1. Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of bankruptcy or within two years prior to that time;
2. Any conviction by final judgment, including the nature of offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
3. Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
4. Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended or vacated.

ITEM NO.10 EXECUTIVE COMPENSATION

Executive Compensation

The aggregate compensation paid or accrued during the previous fiscal year and the preceding two fiscal years to the PSGFI Board of Directors is as follows:

| Year | Total (In Thousands of Philippine Peso) |
|-------------|---|
| 2023 | 81 |
| 2022 | 202.5 |
| 2021 | 150 |
| 2020 | 176 |
| 2019 | 177 |

Estimated per diem of PSGFI directors, excluding bonus, for year 2024 is Php 157,300.

Compensation of Directors

The Fund does not employ any executive and therefore does not pay any executive compensation. For every board meeting attended by each director, he or she will receive a per diem of Php 7,500.

Employment Contracts and Termination of Employment and Change-In-Control Arrangements

None of the executive officers have employment contracts, compensatory plans or similar arrangements with the Fund.

There are no arrangements that exist which could result in a change in control of the Fund.

ITEM NO.11 SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AS OF DECEMBER 31, 2023

| Title of Class | Name of Beneficial Owner | Amount and Nature of Beneficial Ownership | Citizenship | Percent of Class |
|-----------------------|--|--|--------------------|-------------------------|
| Common | Roberto F. De Ocampo Eugenio Lopez Foundation Building, Col. Joseph R. McMicking Campus, 123 Paseo de Roxas, Makati City, (Chairman) | 1 (record) | Filipino | 0.0000% |
| Common | Reynaldo G. Geronimo No. 5 Zinia Street, Valle Verde 2, Pasig City (President/Director) | 1 (record) | Filipino | 0.0000% |
| Common | Ramon Paulo L. Tayag Blk 6 Lot 16 Salvador Place Brazilia Heights Susana Heights Muntinlupa, (Director) | 1 (record) | Filipino | 0.0000% |
| Common | Tomas S. Chuidian 39 Tamarind Rd Forbes Park Makati City (Director) | 1 (record) | Filipino | 0.0000% |
| Common | Simon R. Paterno 58 McKinley Road, Forbes Park, Makati City (Director) | 1 (record) | Filipino | 0.0000% |
| Common | Fernando J. Sison III 3 Jocson St., Xavierville 1, Loyola Heights, Quezon City, (Director) | 1 (record) | Filipino | 0.0000% |
| Common | Ma. Floriliz L. Pedernal 17/F Net Lima Bldg., 5th Avenue cor. 26th Street, Bonifacio Global City, Taguig City (Treasurer) | 0 | Filipino | 0.0000% |
| Common | Ma. Adelina S. Gatdula Penthouse, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, Makati City (Corporate Secretary) | 0 | Filipino | 0.0000% |
| Common | Glenn Noel L. Llaneta 7/F, BPI Buendia Center, Sen. Gil Puyat Avenue, Makati City 1209 (Compliance and Risk Officer) | 0 | Filipino | 0.0000% |

ITEM NO.11 SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AS OF DECEMBER 31, 2022

| Title of Class | Name of Beneficial Owner | Amount and Nature of Beneficial Ownership | Citizenship | Percent of Class |
|-----------------------|---------------------------------|--|--------------------|-------------------------|
|-----------------------|---------------------------------|--|--------------------|-------------------------|

| | | | | |
|--------|---|--------------|----------|----------|
| Common | Roberto F. De Ocampo Eugenio Lopez Foundation Building, Col. Joseph R. McMicking Campus, 123 Paseo de Roxas, Makati City (Chairman) | 1 (record) | Filipino | 0.000000 |
| Common | Reynaldo G. Geronimo No. 5 Zinia Street, Valle Verde 2, Pasig City, (President/Director) | 1 (record) | Filipino | 0.000000 |
| Common | Angel Marie Pacis 101 Cordova Las Villas de Valle Verde, Kaimito St. Valle Verde2, Ugong Psig City, (Director) | 1 (record) | Filipino | 0.000000 |
| Common | Lee Longa 3 Carbine Loop Alabang 400 Village Muntinlupa City, (Director) | 100 (record) | Filipino | 0.000000 |
| Common | Elenita D.G. Villamar 17/F Net Lima Bldg., 5th Avenue cor. 26th Street, Bonifacio Global City, Taguig City, (Director) | 100 (record) | Filipino | 0.000000 |
| Common | Simon R. Paterno 58 McKinley Road, Forbes Park, Makati City, (Independent Director) | 1 (record) | Filipino | 0.000000 |
| Common | Fernando J. Sison III 3 Jocson St., Xavierville 1, Loyola Heights, Quezon City, (Independent Director) | 0 | Filipino | 0.000000 |
| Common | Ma. Floriliz L. Pedernal 17/F Net Lima Bldg., 5th Avenue cor. 26th Street, Bonifacio Global City, Taguig City, (Treasurer) | 0 | Filipino | 0.000000 |
| Common | Ma. Adelina S. Gatdula Penthouse, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, Makati City, (Corporate Secretary) | 0 | Filipino | 0.000000 |
| Common | Meriza R. De Guzman, 22 F. BPI Buendia Center Building Sen. Gil Puyat Avenue, Makati City 2100 (Compliance and Risk Officer) | 0 | Filipino | 0.000000 |

ITEM NO.11 SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AS OF DECEMBER 31, 2021

| (1) Title of Class | (2) Name and Address of Record Owner and Relationship with the issuer | (3) Name of Beneficial Owner and relationship with Record Owner | (4) Citizenship | (5) No. of Shares | (6) Percentage of Class Held |
|---------------------------|--|--|------------------------|--------------------------|-------------------------------------|
| Common | THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE CO (PHILAM LIFE) UN Avenue, Ermita, Metro Manila (Stockholder) | THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE CO (PHILAM LIFE)1 | Filipino | 38,753,906 | 62.77% |
| Common | BPI-PHILAM LIFE ASSURANCE CORPORATION | BPI-PHILAM LIFE ASSURANCE CORPORATION2 | Filipino | 11,211,188 | 18.16% |

| | | | | | |
|--|--|--|--|--|--|
| | 15/F, 6811 Ayala Avenue, Ayala Life-FGU Center, Makati City, (Stockholder) | | | | |
|--|--|--|--|--|--|

¹Ms. Arleen May S. Guevara, Chief Investment Officer, will represent and vote the shares of THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE CO (PHILAM LIFE).

²Mr. Surendra Menon, Chief Executive Officer, will represent and vote the shares of BPI-PHILAM LIFE ASSURANCE CORPORATION.

(c)(ii) Security Ownership of Management as of [•]

| Title of Class | Name of Beneficial Owner | Amount and Nature of Beneficial Ownership | | Citizenship | Percent of Class |
|-----------------------|--|--|-----|--------------------|-------------------------|
| Common | Roberto F. De Ocampo Eugenio Lopez Foundation Building, Col. Joseph R. McMicking Campus, 123 Paseo de Roxas, Makati City (Chairman) | 1 | (R) | Filipino | 0.0000% |
| Common | Elenita G. Villamar 17/F Net Lima Bldg., 5th Avenue cor. 26th Street, Bonifacio Global City, Taguig City, (Director & Treasurer) | 1 | (R) | Filipino | 0.0000% |
| Common | Angel Marie Pacis 17/F Net Lima Bldg., 5th Avenue cor. 26th Street, Bonifacio Global City, Taguig City, (Director) | 1 | (R) | Filipino | 0.0154% |
| Common | Fernando J. Sison III 3 Jocson St., Xavierville 1, Loyola Heights, Quezon City (Independent Director) | 1 | (R) | Filipino | 0.0000% |
| Common | Meliton B. Salazar, Jr. No. 28 Hunt Street, Filinvest East, Quezon City, (Independent Director) | 1 | (R) | Filipino | 0.0000% |
| Common | Ma. Floriliz L. Pedernal 17/F Net Lima Bldg., 5th Avenue cor. 26th Street, Bonifacio Global City, Taguig City, (Treasurer) | 0 | | Filipino | 0.0000% |
| Common | Ma. Adelina S. Gatdula Penthouse, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, Makati City, (Corporate Secretary) | 0 | | Filipino | 0.0000% |
| Common | Rose Ann V. Gonzales Penthouse, Liberty Center, 104 H.V. Dela Costa Street, Salcedo Village, Makati City (Assistant Corporate Secretary) | 0 | | Filipino | 0.0000% |
| Common | Karl Kelvin D. Arcilla 19/F, BPI Buendia Center, Sen. Gil J. Puyat Ave., Makati City (Compliance Officer and Data Protection Officer) | 0 | | Filipino | 0.0000% |

| | | | | |
|--------------|----------|------------|-----------------|----------------|
| TOTAL | 6 | (R) | Filipino | 0.0167% |
|--------------|----------|------------|-----------------|----------------|

Voting Trust

The Fund knows of no persons holding more than 5.0% of its shares under a voting trust or similar agreement which may result in a change in control of the Fund.

External Audit Fees

The external auditor's fees is included as part of "Professional fees" in the Statements of Comprehensive Income in the attached audited financial statements.

Below is the summary of the audit fees paid for the year ended December 31, 2020 to 2023:

| Year | Total |
|------|----------------|
| 2023 | Php 796,655.60 |
| 2022 | Php 386,989.68 |
| 2021 | Php 322,491.00 |
| 2020 | Php 704,148.00 |
| 2019 | Php 575,877.00 |

Audit Committee's approval policies & procedures for the External Auditor:

1. Recommend to the Board of Directors the selection of the external auditor, who is accountable to the Board and to the Audit Committee as representatives of the shareholders, considering independence effectiveness and approval of fees and other compensation to be paid to the external auditor. On an annual basis, the Committee should review and discuss with the auditor all significant relationships with PSGFI to determine the auditor's independence.
2. Review the performance of the external auditor and approve any proposed discharge of the external auditor when circumstances warrant.
3. Periodically consult with the external auditor of PSGFI about internal controls and the fullness and accuracy of the organization's financial statements.
4. The Committee will actively engage the external auditor in a dialogue regarding independence.
5. Adhere to the following procedures for the approval of services by the external auditor:
 - a. The Audit Committee will annually approve the scope of, and fees payable for, the year-end audit to be performed by PSGFI's external auditor for the next calendar year.
 - b. PSGFI may not engage the external auditor for any services unless they are approved by the Audit Committee in advance of the engagement.
 - c. If PSGFI wishes to engage the external auditor for any services, PSGFI will define and present to the Audit Committee specific projects and categories of service and fee estimates, for which the advance approval of the Audit Committee is required. The Audit Committee will review these requests and determine whether to pre-approve the engagement of the external auditor for the specific projects and categories of service.
 - d. PSGFI will report to the Audit Committee regarding the actual spending for these projects and services, compared to the approved amounts on a quarterly basis.
 - e. The Audit Committee Chairperson will report to the Committee at each regularly scheduled meeting the nature and amount of any non-audit services that he has approved.

ITEM NO. 12 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

During the last two (2) years, there were no transactions with either proposed or as a series of similar transactions, that involved the Fund in which a director, executive officer or stockholder who owned

ten percent (10%) or more of the total outstanding shares and members of their immediate family had or is to have a direct or indirect material interest.

PART IV – CORPORATE GOVERNANCE

ITEM NO.13 CORPORATE GOVERNANCE

The evaluation system adopted by PSGFI to determine the level of compliance of the Board and of top-level management with its Manual of Corporate Governance is based primarily on the SEC Corporate Governance Self-Rating Form (CG-SRF).

PSGFI has undertaken the following measures to fully comply with the adopted leading practices on good corporate governance:

- Consider changes, improvements or additions to current corporate disclosure procedures
- Implement processes for identifying items where timely corporate disclosure is necessary

PSGFI had no material deviations from its Manual of Corporate Governance since it filed its last CG-SRF with the SEC.

Apart from the foregoing changes or improvements being considered for corporate disclosures, there are no plans to improve the current corporate governance of PSGFI.

PART V - EXHIBITS AND SCHEDULES

ITEM NO.14 EXHIBITS AND REPORTS ON SEC FORM 17-C

The following items were reported on SEC Form 17-C for 2023:

| Items Reported | Date Filed |
|---|-------------------|
| Item taken up and approved during the Special Board of Directors Meeting held on February 07, 2023 | February 10, 2023 |
| Item taken up and approved during the Special Board of Directors Meeting held on August 04, 2023 | August 09, 2023 |
| Item taken up and approved during the Special Meeting of the Board of Directors Meeting held on August 14, 2023 | August 16, 2023 |
| Item taken up and approved during the Annual Stockholders Meeting held on October 12, 2023 | October 16, 2023 |

SIGNATURES

Pursuant to the requirements of Section 17 of the Securities Regulation Code and Section 141 of the Corporation Code, this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of **QUEZON CITY** **15 APR 2024**.

PHILAM STRATEGIC GROWTH FUND INC. Issuer

For: **PSGFI (Issuer)**


ROBERTO F. DE OCAMPO
Chairman of the Board


REYNALDO G. GERONIMO
Director and President


MA. FLORILIZ L. PEDERNAL
Treasurer



MA. ADELINA S. GATDULA
Corporate Secretary


CHRISTMAS G. SEVILLA
For BPI Wealth – A Trust Corporation
as Fund Manager

SUBSCRIBED AND SWORN to before me this **15 APR 2024** day of
____ 20__ affiant(s) exhibiting to me their respective competent evidence of identification,
as follows:

| NAMES | TAX IDENTIFICATION NO. |
|--------------------------|------------------------|
| ROBERTO F. DE OCAMPO | 120-115-828 |
| REYNALDO G. GERONIMO | 123-102-933 |
| MA. FLORILIZ L. PEDERNAL | 149-792-248 |
| MA. ADELINA S. GATDULA | 107-043-114 |
| CHRISTMAS G. SEVILLA | 111-662-818 |

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Page No. **23**
Book No. **2**
Series of 20 **24**


ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
Commission No. Adm. Matter No. NP 549 (2023-2024)
IBP O.R. No. 180815 2023 & IBP O.R. No. 180816 2024
PTR O.R. No. 4127771 D 01/03/2024 / Roll No. 33832 / TIN # 129-871-009-000
MCLE No. 788 FROM APRIL 15, 2023 UNTIL APRIL 14, 2025
Address: 31-F Harvard St. Cubao, Q.C.

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS


The management of **Philam Strategic Growth Fund, Inc.** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended 31 December 2022 and 2023, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statement including the schedules attached therein, and submits the same to the stockholders.

Isla Lipana & Co., the independent auditor, appointed by the stockholders, has audited the financial statement of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholder, has expressed its opinion on the fairness of presentation upon completion of such audit.


Roberto F. De Ocampo
Chairman of the Board
Reynaldo G. Geronimo
President
Ma. Moriliz L. Pedernal
Treasurer

15 APR 2024

Sign this ____ day of ____ 20 ____

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES

QUEZON CITY ~~QUEZON CITY~~ MANILA

BEFORE ME, a Notary Public for and in the above jurisdiction, personally appeared:

Name

Roberto F. De Ocampo
Reynaldo G. Geronimo
Ma. Floriliz L. Pedernal

Tax Identification No.

120-115-828
123-102-933
149-792-248

Known to me the same persons who executed the foregoing CERTIFICATE, consisting of 2 pages including this page wherefore this Acknowledgement is written and they acknowledge to me that the same is their voluntary act and deed.

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

Doc No. 146
Page No. 21
Book No. X
Series of 20 24


ATTY. ROGELIO J. BOLIVAR

NOTARY PUBLIC IN QUEZON CITY


Commission No. Adm. Matter No. NP 549 (2023-2024)
IBP O.R. No. 180815 2023 & IBP O.R. No. 180816 2024
PTR O.R. No. 4127771 D 01/03/2024 / Roll No. 33832 / TIN # 129-871-009-000
MCLE No. 7&8 FROM APRIL 15, 2023 UNTIL APRIL 14, 2025
Address: 31-F Harvard St. Cubao, Q.C.

TREASURER'S CERTIFICATION

I, Ma. Floriliz L. Pedernal of legal age, Filipino and with office address at 7F BPI Buendia Center, Sen. Gil J. Puyat Ave., Makati City, after being sworn in accordance with law, hereby certify under oath that:


1. I am the Treasurer of Philam Strategic Growth Fund, Inc. (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines under SEC Certificate of Registration No. A1998-05277 with principal office address at 17/F, Philam Life Head Office, Net Lima Building, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig 1634.
2. The accounts and figures provided in the electronic copy of the Special Form for Financial Statements are based on the contents of the Audited Annual Financial Statements of the Corporation submitted to SEC.
3. I am executing this certification to attest to the truth of the foregoing and in compliance with the reportorial requirements of the SEC.

WITNESS MY HAND on this 11 APR 2024 day of _____ 20____ in Makati City.


MA. FLORILIZ L. PEDERNAL
Treasurer

SUBSCRIBE AND SWORN to before me on this 11 APR 2024 day of _____ at
QUEZON CITY. Affiant exhibited to me his Tax Identification No. 149-792-248.

Doc. No. 474:
Page No. 96:
Book No. 1x:
Series of 20 24.


ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
Commission No. Adm. Matter No. NP 549 (2023-2024)
IBP O.R. No. 190815 2023 & IBP O.R. No. 190816 2024
PTR O.R. No. 4127771 D 01/03/2024 / Roll No. 33832 / TIN # 129-971-009-000
MCLE No. 748 FROM APRIL 15, 2023 UNTIL APRIL 14, 2025
Address: 31-F Harvard St. Cubao, Q.C.

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY)S.S.

TREASURER'S CERTIFICATION

I, Ma. Floriliz L. Pedernal of legal age, Filipino and with office address at 7F BPI Buendia Center Sen. Gil j. Puyat Ave., Makati City, after being sworn in accordance with law, hereby certify that:

1. I am Treasurer of Philam Strategic Growth Fund, Inc. (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines under SEC Certificate of Registration No. A1998-05277 with principal office address 17/F, Philam Life Head Office, Net Lima Building, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig 1634.
2. The Financial Statement ("F/S") CD submitted contains the exact data stated in the hard copies of the F/S of the Corporation.
3. I am executing this certification to attest to the truth of the foregoing and in compliance with the reportorial requirements of the SEC.

11 APR 2024

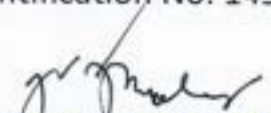
WITNESS MY HAND on this ____ day of _____ 20__ in Makati City.


MA. FLORILIZ L. PEDERNAL
Treasurer

11 APR 2024

SUBSCRIBE AND SWORN to before me on this ____ day of _____
at _____. Affiant exhibited to me his Tax Identification No. 149-792-
2085 **QUEZON CITY**

Doc. No. 12 :
Page No. 67 :
Book No. X :
Series of 20 24


ATTY. ROGELIO J. BOLIVAR
NOTARY PUBLIC IN QUEZON CITY
Commission No. Adm. Matter No. NP 549 (2023-2024)
IBP O.R. No. 180815 2023 & IBP O.R. No. 180815 2024
PTR O.R. No. 4127771 D 01/03/2024 / Roll No. 33832 / TIN # 129-871-003-000
MCLE No. 748 FROM APRIL 15, 2023 UNTIL APRIL 14, 2025
Address: 31-F Harvard St. Cubao, Q.C.

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Cc:AMTC-PHILAM STRATEGIC GROWTH FUND INC 01 <amtc-philamstrategicgrowth01@bpi.com.ph>

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Company TIN: **005-649-448**

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COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

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COMPANY NAME

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PRINCIPAL OFFICE (No./Street/Barangay/City/Town/Province)

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Secondary License Type, if Applicable

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COMPANY INFORMATION

Company's Email Address

BPI_Wealth_Operation@bpi.com.ph

Company's Telephone Number/s

8580-0900

Mobile Number

N/A

No. of Stockholders

11,611

Annual Meeting (Month/Day)

-

Fiscal Year (Month/Day)

12/31

CONTACT PERSON'S INFORMATION

The designated contact person MUST be an Officer of the Corporation

Name of Contact Person

Andrae V. Manalo

Email Address

avmanalo@bpi.com.ph

Telephone Number/s

8580-0900

Mobile Number

N/A

CONTACT PERSON'S ADDRESS

7/F, BPI Buendia Center Building, Sen. Gil Puyat Avenue, Brgy. Bel-Air, Makati City 1209, Philippines

Note 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.



Independent Auditor's Report

To the Board of Directors and Shareholders of
Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)
17F Philam Life Head Office, Net Lima Building
5th Avenue corner 26th St. Bonifacio Global City
Taguig 1634, Philippines

Report on the Audits of the Financial Statements

Our Opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Philam Strategic Growth Fund, Inc. (the "Fund") as at December 31, 2023 and 2022, and its financial performance and its cash flows for each of the three years in the period ended December 31, 2023 in accordance with Philippine Financial Reporting Standards (PFRS).

What we have audited

The financial statements of the Fund comprise:

- the statements of financial position as at December 31, 2023 and 2022;
- the statements of total comprehensive income for each of the three years in the period ended December 31, 2023;
- the statements of changes in equity for each of the three years in the period ended December 31, 2023;
- the statements of cash flows for each of the three years in the period ended December 31, 2023; and
- the notes to the financial statements, including material accounting policy information.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Fund in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), together with the ethical requirements that are relevant to our audit of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

Isla Lipana & Co., 29th Floor, AIA Tower, 8767 Paseo de Roxas, 1226 Makati City, Philippines
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Independent Auditor's Report
To the Board of Directors and Shareholders of
Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)
Page 2

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement) and SEC Form 17-A, but does not include the financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement) and SEC Form 17-A are expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Fund's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



Independent Auditor's Report
To the Board of Directors and Shareholders of
Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)
Page 3

As part of an audit in accordance with PSA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Independent Auditor's Report
To the Board of Directors and Shareholders of
Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)
Page 4

Report on the Bureau of Internal Revenue Requirement

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information in Note 15 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such supplementary information is the responsibility of management and has been subjected to the auditing procedures applied in our audits of the basic financial statements. In our opinion, the supplementary information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Isla Lipana & Co.

A handwritten signature in black ink, reading "Dexter DJ V. Toledaña".

Dexter DJ V. Toledaña

Partner

CPA Cert. No. 121827

P.T.R. No. 0032961; issued on January 12, 2024 at Makati City

T.I.N. 255-979-765

BIR A.N. 08-000745-241-2023, issued on January 30, 2023; effective until January 29, 2026

BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
April 8, 2024



Statements Required by Rule 68 Securities Regulation Code (SRC)

To the Board of Directors and Shareholders of
Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)
17F Philam Life Head Office, Net Lima Building
5th Avenue corner 26th St., Bonifacio Global City
Taguig 1634, Philippines

We have audited the financial statements of Philam Strategic Growth Fund, Inc. as at and for the year ended December 31, 2023, on which we have rendered the attached report dated April 8, 2024. The supplementary information shown in the Reconciliation of Retained Earnings Available for Dividend Declaration, as additional component required by Part I, Section 5 of Rule 68 of the SRC, and Schedules A, B, C, D, E, F and G, as required by Part II, Section 7 of Rule 68 of the SRC, is presented for purposes of filing with the Securities and Exchange Commission and is not a required part of the basic financial statements. Such supplementary information is the responsibility of management and has been subjected to the auditing procedures applied in the audit of the basic financial statements. In our opinion, the supplementary information has been prepared in accordance with Rule 68 of the SRC.

Isla Lipana & Co.

A handwritten signature in black ink, reading "Dexter DJ V. Toledaña".

Dexter DJ V. Toledaña
Partner

CPA Cert. No. 121827

P.T.R. No. 0032961; issued on January 12, 2024 at Makati City

T.I.N. 255-979-765

BIR A.N. 08-000745-241-2023, issued on January 30, 2023; effective until January 29, 2026

BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
April 8, 2024

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T: +63 (2) 8845 2728, www.pwc.com/ph

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Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)

Statements of Financial Position
December 31, 2023 and 2022
(All amounts in thousands of Philippine Peso)

| | Notes | 2023 | 2022 |
|---|-------|------------------|------------------|
| Assets | | | |
| Assets | | | |
| Cash and cash equivalents | 2 | 67,821 | 195,235 |
| Financial assets at fair value through profit or loss | 3 | 3,400,234 | 3,579,060 |
| Other financial assets at amortized cost | 4 | 6,901 | 85,045 |
| Other assets | | 8,768 | 10,587 |
| Total assets | | 3,483,724 | 3,869,927 |
| Liabilities and equity | | | |
| Liabilities | | | |
| Accounts payable and accrued expenses | 5 | 28,382 | 65,312 |
| Due to fund manager | 10 | 16 | 5,597 |
| Total liabilities | | 28,398 | 70,909 |
| Equity | 6 | | |
| Share capital | | 772,774 | 854,887 |
| Share premium | | 5,587,356 | 5,869,955 |
| Deficit | | (2,904,804) | (2,925,824) |
| Total equity | | 3,455,326 | 3,799,018 |
| Total liabilities and equity | | 3,483,724 | 3,869,927 |

(The notes on pages 1 to 20 are an integral part of these financial statements)

Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)

Statements of Total Comprehensive Income
For each of the three years in the period ended December 31, 2023
(All amounts in thousands of Philippine Peso, except per share amounts)

| | Notes | 2023 | 2022 | 2021 |
|---|-------|---------|-------------|---------|
| Income | | | | |
| Dividend | 3 | 82,486 | 501,200 | 561,861 |
| Income (losses) from financial assets at fair value through profit or loss, net | 3 | 11,258 | (4,333,727) | 265,910 |
| Interest from cash and cash equivalents | 7 | 8,961 | 6,582 | 2,160 |
| Others | | 90 | 130 | 132 |
| | | 102,795 | (3,825,815) | 830,063 |
| Expenses | | | | |
| Management fees | 10 | 73,290 | 429,453 | 688,730 |
| Fees and other charges | 8 | 3,977 | 26,347 | 48,939 |
| Taxes and licenses | | 769 | 5,567 | 6,135 |
| Others | | 1,345 | 1,275 | 1,431 |
| | | 79,381 | 462,642 | 745,235 |
| Income (loss) before income tax | | 23,414 | (4,288,457) | 84,828 |
| Income tax expense | 9 | 2,394 | 7,599 | 11,401 |
| Net income (loss) for the year | | 21,020 | (4,296,056) | 73,427 |
| Other comprehensive income | | - | - | - |
| Total comprehensive income (loss) for the year | | 21,020 | (4,296,056) | 73,427 |
| Basic earnings (loss) per share | 6 | 2.57 | (95.35) | 1.03 |

(The notes on pages 1 to 20 are an integral part of these financial statements)

Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)

Statements of Changes in Equity
For each of the three years in the period ended December 31, 2023
(All amounts in thousands of Philippine Peso)

| | Notes | Share capital | Share premium | Deposits for future subscriptions | Retained earnings (Deficit) | Total |
|--|-------|------------------|-------------------|--------------------------------------|--------------------------------|---------------------|
| Balance at January 1, 2021 | 6 | 6,173,722 | 22,806,081 | 3,552,401 | 1,296,805 | 33,829,009 |
| Comprehensive income | | | | | | |
| Net income for the year | | - | - | - | 73,427 | 73,427 |
| Other comprehensive income | | - | - | - | - | - |
| Total comprehensive income for the year | | - | - | - | 73,427 | 73,427 |
| Transactions with shareholders | | | | | | |
| Issuance of shares | | 157,682 | 586,317 | - | - | 743,999 |
| Redemption of shares | | (157,682) | (586,317) | - | - | (743,999) |
| Deposits for future subscriptions | | - | - | 1,367,138 | - | 1,367,138 |
| Total transactions with shareholders | 1,6 | - | - | 1,367,138 | - | 1,367,138 |
| Balance at December 31, 2021 | 6 | 6,173,722 | 22,806,081 | 4,919,539 | 1,370,232 | 35,269,574 |
| Comprehensive loss | | | | | | |
| Net loss for the year | | - | - | - | (4,296,056) | (4,296,056) |
| Other comprehensive income | | - | - | - | - | - |
| Total comprehensive loss for the year | | - | - | - | (4,296,056) | (4,296,056) |
| Transactions with shareholders | | | | | | |
| Issuance of shares | | 147,339 | 548,705 | - | - | 696,044 |
| Redemption of shares and application of deposits for future subscriptions | | (5,466,174) | (17,484,831) | (4,919,539) | - | (27,870,544) |
| Total transactions with shareholders | 1,6 | (5,318,835) | (16,936,126) | (4,919,539) | - | (27,174,500) |
| Balance at December 31, 2022 | 6 | 854,887 | 5,869,955 | - | (2,925,824) | 3,799,018 |
| Comprehensive income | | | | | | |
| Net income for the year | | - | - | - | 21,020 | 21,020 |
| Other comprehensive income | | - | - | - | - | - |
| Total comprehensive income for the year | | - | - | - | 21,020 | 21,020 |
| Transactions with shareholders | | | | | | |
| Issuance of shares | | 7,033 | 22,788 | - | - | 29,821 |
| Redemption of shares | | (89,146) | (305,387) | - | - | (394,533) |
| Total transactions with shareholders | 1,6 | (82,113) | (282,599) | - | - | (364,712) |
| Balance at December 31, 2023 | | 772,774 | 5,587,356 | - | (2,904,804) | 3,455,326 |

(The notes on pages 1 to 20 are an integral part of these financial statements)

Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)

Statements of Cash Flows
For each of the three years in the period ended December 31, 2023
(All amounts in thousands of Philippine Peso)

| | Notes | 2023 | 2022 | 2021 |
|--|-------|-----------|--------------|-------------|
| Cash flows from operating activities | | | | |
| Income (loss) before income tax | | 23,414 | (4,288,457) | 84,828 |
| Adjustments for: | | | | |
| Dividend income | 3 | (82,486) | (501,200) | (561,861) |
| (Income) loss from financial assets at fair value through profit or loss, net | 3 | (11,258) | 4,333,727 | (265,910) |
| Interest income from cash and cash equivalents | 7 | (8,961) | (6,582) | (2,160) |
| Operating loss before changes in operating assets and liabilities | | (79,291) | (462,512) | (745,103) |
| Changes in operating assets and liabilities | | | | |
| Decrease (increase) in: | | | | |
| Financial assets at fair value through profit or loss | | 190,084 | 26,975,882 | (1,410,250) |
| Other financial assets at amortized cost | | 1,287 | 22,826 | 250,284 |
| Other assets | | 1,754 | (4,105) | (8,794) |
| (Decrease) increase in: | | | | |
| Accounts payable and accrued expenses | | (36,930) | (78,314) | (115,186) |
| Due to fund manager | | (5,581) | (40,820) | (3,423) |
| Net cash generated from (absorbed by) operations | | 71,323 | 26,412,957 | (2,032,472) |
| Dividends received | 3, 4 | 159,343 | 434,280 | 561,050 |
| Income taxes paid | | (2,394) | (7,599) | (10,527) |
| Interest received | | 9,026 | 6,499 | 2,160 |
| Net cash from (used in) operating activities | | 237,298 | 26,846,137 | (1,479,789) |
| Cash flows from financing activities | | | | |
| Proceeds from issuance of shares | 6 | 29,821 | 696,044 | 743,999 |
| Payments for shares redeemed and application of deposits for future subscription | 6 | (394,533) | (27,870,544) | (743,999) |
| Proceeds from deposits for future subscriptions | 6 | - | - | 1,367,138 |
| Net cash (used in) from financing activities | | (364,712) | (27,174,500) | 1,367,138 |
| Net decrease in cash and equivalents | | (127,414) | (328,363) | (112,651) |
| Cash and cash equivalents | | | | |
| January 1 | | 195,235 | 523,598 | 636,249 |
| December 31 | 2 | 67,821 | 195,235 | 523,598 |

(The notes on pages 1 to 20 are an integral part of these financial statements)

Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)

Notes to the Financial Statements

As at December 31, 2023 and 2022 and for each of the three years in the period ended December 31, 2023
(All amounts are shown in thousands of Philippine Peso, unless otherwise stated)

1 General information

Philam Strategic Growth Fund, Inc. (the “Fund”) is an open-end mutual fund company engaged in the sale of its shares of stock, the proceeds of which are invested in equity and fixed income investments. It was registered on February 27, 2006 with the Securities and Exchange Commission (SEC) under the Investment Company Act of 1960 or Republic Act 2629 and The Revised Securities Act or Batas Pambansa Blg. 178.

The Fund aims to achieve long-term capital appreciation by investing in a diversified portfolio of fixed and equity securities. As an open-end investment company, the Fund stands ready at any time to redeem its outstanding shares at a value defined under the Fund’s prospectus (Note 6).

The Fund is registered as an issuer of securities with the SEC under Section 12 of the Securities Regulation Code (SRC). The Fund’s track record of securities registration is shown in Note 6. In compliance with the SRC, the Fund is required to file registration statements for each instance of increase in authorized shares. The last registration statement filed by the Fund for an increase in authorized shares and permit to offer securities for sale were approved by the SEC (Note 6).

The Fund’s registered office address, which is also its principal place of business, is located at 17F Philam Life Head Office, Net Lima Building, 5th Avenue corner 26th St., Bonifacio Global City, Taguig 1634, Philippines.

Fund management

The Fund has no employees. The principal management and administration functions of the Fund are outsourced from BPI Wealth, A Trust Corporation (BPI Wealth) (the “Fund Manager”) (Note 10).

Effective January 29, 2020, Philam Asset Management, Inc. (PAMI), a wholly-owned subsidiary of AIA Philippines Life and General Insurance Company Inc. (formerly “The Philippine American Life and General Insurance (Philam Life) Company”) assigned all its rights, interests, and obligations as fund manager, advisor, distributor, and transfer agent of the Fund to BPI Investment Management, Inc. (BIMI), a wholly-owned subsidiary of Bank of the Philippine Islands (BPI). Henceforth, the management, distribution and transfer agency functions are performed by BIMI over the Fund. Services, contracts and agreements are in force with BIMI at effective date.

On April 1, 2023, BIMI transferred all its rights, interest and obligations as fund manager and fund advisor to BPI Wealth. On effective date, the management functions over the Fund is performed by BPI Wealth but the distribution and transfer agency functions of the Fund were retained by BIMI.

Planned merger of the Fund with ALFM Growth Fund

On September 30, 2022, the shareholders approved the planned merger of the Fund and ALFM Growth Fund, Inc., with the latter as the surviving entity, subject to regulatory approvals. On December 18, 2023, the planned merger was acknowledged by the Philippine Competition Commission. As at reporting date, the Fund is in the process of filing its application for the planned merger with the SEC. Management will continue to operate the Fund on a going concern basis 12 months from reporting date and until the merger has been fully executed.

Approval and authorization for issuance of the financial statements

The accompanying financial statements have been approved and authorized for issue on April 8, 2024 by the Board of Directors (BOD).

2 Cash and cash equivalents

The account at December 31 consists of:

| | 2023 | 2022 |
|---------------------|--------|---------|
| Cash in banks | 6,991 | 11,235 |
| Short-term deposits | 60,830 | 184,000 |
| | 67,821 | 195,235 |

Cash in banks earn interest at prevailing bank deposit rates.

Short-term deposits as at December 31, 2023 have average maturities of four days (2022 - five days) and carry effective interest rates in 2023 of 3.50% (2022 - 5.50%).

Interest earned from cash and cash equivalents is disclosed in Note 7.

Cash and cash equivalents as at December 31, 2023 and 2022 are readily available for fund operations and classified as current.

3 Financial assets at fair value through profit or loss

The account at December 31 consists of:

| | 2023 | 2022 |
|------------------------------------|-----------|-----------|
| Listed equity securities | 3,319,782 | 3,372,396 |
| Government securities | 80,452 | 114,994 |
| Unit investment trust funds (UITF) | - | 91,670 |
| | 3,400,234 | 3,579,060 |

For the year ended December 31, 2023, dividend earned from investment in equity securities amounts to P82,486 (2022 - P501,200; 2021 - P561,861).

Government securities as at December 31, 2023 have average terms of 0.19 to 1.62 years (2022 - 0.12 to 2.62 years) and carry effective interest rates of 2.63% to 6.25% (2022 - 2.63% to 5.75%).

Movements in financial assets at fair value through profit or loss (FVTPL) are summarized as follows:

| | 2023 | 2022 |
|--------------------------------|-----------|--------------|
| At January 1 | 3,579,060 | 34,888,669 |
| Additions | 416,719 | 7,295,327 |
| Disposals | (603,576) | (34,229,611) |
| Fair value gains (losses), net | 8,249 | (4,365,141) |
| Other movements | (218) | (10,184) |
| At December 31 | 3,400,234 | 3,579,060 |

Proceeds from disposals of financial assets at FVTPL made for the year ended December 31, 2023 amount to P592,797 (2022 - P29,914,597). Realized loss on sale of financial assets at FVTPL in 2023 amounts to P10,779 (2022 - P4,315,014) and is presented in the statement of total comprehensive income.

Other movements pertain to matured corporate and government securities and collection of accrued interest income.

The composition of income (losses) from financial assets at FVTPL, net for the years ended December 31 are as follows:

| | 2023 | 2022 | 2021 |
|--|---------|-------------|-----------|
| Interest income on financial assets at FVTPL | 3,009 | 31,414 | 54,843 |
| Other changes on financial assets at FVTPL | | | |
| Net realized fair value gains (losses) | 10,779 | (4,315,014) | (342,757) |
| Net unrealized fair value (losses) gains | (2,530) | (50,127) | 553,824 |
| | 11,258 | (4,333,727) | 265,910 |

Financial assets at FVTPL are considered held for trading and classified as current assets.

3.1 Breakdown of financial assets at fair value through profit or loss

Details of listed equities held at FVTPL at December 31 are as follows:

| | 2023 | | |
|---|-----------------------|---------------|---------------|
| <i>in absolute amounts</i> | Number of shares held | Cost | Market value |
| SM Investments Corporation | 538,640 | 425,106,717 | 469,694,080 |
| SM Prime Holdings, Inc. | 10,923,339 | 337,597,085 | 359,377,853 |
| BDO Unibank Inc. | 2,416,066 | 225,728,691 | 315,296,613 |
| Ayala Land, Inc. | 8,001,233 | 257,212,984 | 275,642,477 |
| Bank of the Philippine Islands | 2,556,149 | 207,814,601 | 265,328,266 |
| Ayala Corporation | 352,420 | 257,541,391 | 239,998,020 |
| International Container Terminal Services, Inc. | 939,249 | 130,860,223 | 231,806,653 |
| Metropolitan Bank & Trust Company | 2,787,878 | 155,381,826 | 143,018,141 |
| Universal Robina Corporation | 1,180,406 | 163,264,247 | 139,523,989 |
| Jollibee Foods Corporation | 546,404 | 121,320,592 | 137,365,966 |
| JG Summit Holdings, Inc. | 3,453,804 | 194,026,007 | 131,762,623 |
| PLDT Company | 91,651 | 130,435,999 | 117,221,629 |
| Aboitiz Equity Ventures, Inc. | 2,404,243 | 139,763,064 | 107,229,238 |
| Manila Electric Company | 264,417 | 86,588,336 | 105,502,383 |
| Globe Telecom, Inc. | 55,398 | 125,112,079 | 95,284,560 |
| GT Capital Holdings, Inc. | 100,073 | 44,351,585 | 59,043,070 |
| Monde Nissin Corporation | 4,600,600 | 66,585,845 | 38,553,028 |
| Semirara Mining & Power Corporation | 898,000 | 26,580,410 | 27,164,500 |
| DMCI Holdings, Inc. | 2,000,000 | 20,792,123 | 19,540,000 |
| AC Energy Corporation | 4,294,140 | 30,058,980 | 18,808,333 |
| Bloomberry Resorts Corporation | 1,000,000 | 10,264,682 | 9,840,000 |
| Puregold Price Club, Inc. | 240,000 | 6,761,207 | 6,456,000 |
| Wilcon Depot, Inc. | 299,608 | 8,525,932 | 6,261,807 |
| Century Pacific Food, Inc. | 2,042 | 50,448 | 63,200 |
| Total | 49,945,760 | 3,171,725,054 | 3,319,782,429 |

| | 2022 | | |
|---|-----------------------|---------------|---------------|
| <i>in absolute amounts</i> | Number of shares held | Cost | Market value |
| SM Investments Corporation | 540,640 | 503,956,725 | 486,576,000 |
| SM Prime Holdings, Inc. | 11,366,639 | 393,954,434 | 403,515,685 |
| Bank of the Philippine Islands | 3,116,140 | 288,318,756 | 317,846,280 |
| BDO Unibank Inc. | 2,474,066 | 254,540,055 | 261,508,776 |
| Ayala Corporation | 375,750 | 280,038,145 | 261,146,250 |
| Ayala Land, Inc. | 8,351,233 | 275,276,213 | 257,217,976 |
| International Container Terminal Services, Inc. | 1,190,539 | 238,351,153 | 238,107,800 |
| Universal Robina Corporation | 1,290,216 | 163,609,817 | 175,469,376 |
| Aboitiz Equity Ventures, Inc. | 2,404,243 | 136,977,656 | 138,724,821 |
| Jollibee Foods Corporation | 511,904 | 115,667,552 | 117,737,920 |
| JG Summit Holdings, Inc. | 2,278,804 | 120,146,800 | 114,623,841 |
| Globe Telecom, Inc. | 52,348 | 136,989,071 | 114,118,640 |
| Metropolitan Bank & Trust Company | 2,065,478 | 114,998,342 | 111,535,812 |
| Manila Electric Company | 303,217 | 92,363,512 | 90,601,240 |
| Wilcon Depot, Inc. | 3,020,978 | 86,900,119 | 89,118,851 |
| GT Capital Holdings, Inc. | 189,973 | 84,194,574 | 82,638,255 |
| PLDT, Inc. | 57,506 | 103,812,118 | 75,735,402 |
| Century Pacific Food, Inc. | 1,402,042 | 34,637,571 | 36,172,684 |
| Total | 40,991,716 | 3,424,732,613 | 3,372,395,609 |

Details of debt securities held at FVTPL at December 31 are as follows (*in absolute amounts*):

| Description | Maturity Date | Market Value |
|--|-------------------|--------------|
| As at December 31, 2023 | | |
| <i>Philippine government debt securities</i> | | |
| GB R513 PIID0525H130 2.625% | August 12, 2025 | 60,558,120 |
| GB R512 PHY6972HDG84 6.25% | March 12, 2024 | 12,637,667 |
| GB R7-61 PHY6972HAL07 5.75% | April 12, 2025 | 6,064,075 |
| FXTN PIBD0325D270 4.25% | April 7, 2025 | 1,192,197 |
| | | 80,452,059 |
| As at December 31, 2022 | | |
| <i>Philippine government debt securities</i> | | |
| GB R513 PIID0525H130 2.625% | August 12, 2025 | 58,936,164 |
| GB R3-10 PIID0323B101 4.375% | February 11, 2023 | 36,188,688 |
| GB R512 PHY6972HDG84 6.25% | March 12, 2024 | 12,662,520 |
| FXTN PIBD0325D270 4.25% | April 7, 2025 | 1,169,661 |
| GB R7-61 PHY6972HAL07 5.75% | April 12, 2025 | 6,036,610 |
| | | 114,993,643 |

Details of investments in UITF held at FVTPL at December 31, 2022 are as follows:

| Description | Market Value |
|------------------------------------|--------------|
| <i>Unit investment trust funds</i> | |
| PHILAM MANAGED INCOME FUND, INC. | 91,671,175 |

4 Other financial assets at amortized cost

The account at December 31 consists of:

| | 2023 | 2022 |
|---------------------|-------|--------|
| Due from brokers | 4,775 | 6,062 |
| Dividend receivable | 2,126 | 78,983 |
| | 6,901 | 85,045 |

As at December 31, 2023 and 2022, the other financial assets at amortized cost are expected to be collected in the next 12 months and classified as current assets.

5 Accounts payable and accrued expenses

The account at December 31 consists of:

| | 2023 | 2022 |
|------------------|--------|--------|
| Accrued expenses | 26,073 | 65,240 |
| Accounts payable | 2,309 | 72 |
| | 28,382 | 65,312 |

Accounts payable include taxes payable and payable to investors due to redemptions that have been contracted for but not yet settled as at reporting date.

Accrued expenses mainly consist of amounts payable for fund accounting services (Note 11), registry and transfer agent fees and legal and audit fees.

As at December 31, 2023 and 2022, the Fund's accounts payable and accrued expenses are expected to be paid in the next 12 months and classified as current liabilities.

6 Net assets attributable to shareholders

On January 24, 2020, the BOD approved the increase in the Fund's authorized capital stock from 61,737,224 shares to 73,186,584 at P100 par value, increasing the capital stock from P6,173,722,400 to P7,318,658,400. On January 27, 2020, an application for an increase in authorized capital stock was filed with the SEC. Consequently, the 2,711,979 shares amounting to P1,444,888 deposits for future subscriptions (DFFS) under liability was reclassified to deposit for future subscription under equity.

On various dates in 2021, DFFS were further received from investors for 2,923,476 shares amounting to P1,367,138 (2020 - 4,740,936 shares amounting to P2,107,513). The application for the increase in authorized share capital is still awaiting approval of the SEC as at December 31, 2021.

The total DFFS presented as a separate line item in equity as of December 31, 2023 amounts to nil. (2022 - nil; 2021 - P4,919,539).

The details of net assets attributable to shareholders at December 31 are as follows:

| | 2023 | 2022 | 2021 |
|--------------------------------|-------------|-------------|------------|
| Share capital - P100 par value | | | |
| Authorized - 61,737,224 shares | | | |
| Issued and outstanding | 772,774 | 854,887 | 6,173,722 |
| Share premium | 5,587,356 | 5,869,955 | 22,806,081 |
| DFFS | - | - | 4,919,539 |
| (Deficit) retained earnings | (2,904,804) | (2,925,824) | 1,370,232 |
| | 3,455,326 | 3,799,018 | 35,269,574 |

The movements in the number of issued and outstanding shares are as follows (in absolute number of shares):

| | Note | 2023 | 2022 | 2021 |
|---|------|-----------|--------------|-------------|
| Issued and outstanding, January 1 | | 8,548,868 | 61,737,224 | 61,737,224 |
| Issuances of shares | | 70,072 | 1,473,388 | 1,652,133 |
| Redemptions of shares and application of DFFS | | (891,196) | (54,661,744) | (1,652,133) |
| Issued and outstanding, December 31 | 1 | 7,727,744 | 8,548,868 | 61,737,224 |

The movements in the amount of issued and outstanding shares follow:

| | | 2023 | | 2022 | | 2021 | |
|---|------|---------------|---------------|---------------|---------------|---------------|---------------|
| | Note | Share capital | Share premium | Share capital | Share premium | Share capital | Share premium |
| At January 1 | | 854,887 | 5,869,955 | 6,173,722 | 22,806,081 | 6,173,722 | 22,806,081 |
| Issuance of shares | | 7,033 | 22,788 | 147,339 | 548,705 | 157,682 | 586,317 |
| Redemptions of shares and application of DFFS | | (89,146) | (305,387) | (5,466,174) | (17,484,831) | (157,682) | (586,317) |
| At December 31 | 1 | 772,774 | 5,587,356 | 854,887 | 5,869,955 | - | - |

The DFFS in the statement of financial position as at December 31, 2021 was applied to the related redemptions in 2022 amounting to P4,919,539.

As at December 31, 2023, the Fund has 11,611 shareholders (2022 - 12,280 shareholders).

The Fund computes its NAV per share by dividing the net assets attributable to shareholders, including DFFS classified as liability, if any, as at reporting date by the number of issued and outstanding shares during the year, including shares for issuances covered by DFFS. The total equity as shown in the statement of financial position represents the Fund's NAV based on Philippine Financial Reporting Standards (PFRS NAV).

Issue or offer price is equivalent to the Trading NAV per share at the time of issuance.

A reconciliation of the Fund's PFRS NAV to Trading NAV is provided below:

| <i>(in millions of PHP)</i> | 2023 | 2022 | 2021 |
|---|----------|----------|-----------|
| PFRS NAV | 3,455.33 | 3,799.02 | 35,269.57 |
| Recognition of transactions which were recorded subsequent to the close of the year | 1.72 | 0.48 | 10.79 |
| DFFS classified as liability | - | - | - |
| Trading NAV | 3,457.05 | 3,799.50 | 35,280.36 |

Trading NAV per share as at December 31 follows:

| | 2023 | 2022 | 2021 |
|---|----------|----------|-----------|
| Trading NAV attributable to shareholders (in millions of PHP) | 3,457.05 | 3,799.50 | 35,280.36 |
| Number of shares outstanding (in millions), including shares for DFFS | 7.7277 | 8.5488 | 72.1136 |
| Trading NAV per share | 447.36 | 444.45 | 489.23 |

PFRS NAV per share as at December 31 follows:

| | 2023 | 2022 | 2021 |
|---|----------|----------|-----------|
| PFRS NAV attributable to shareholders (in millions of PHP) | 3,455.33 | 3,799.02 | 35,269.57 |
| Number of shares outstanding (in millions), including shares for DFFS | 7.7277 | 8.5488 | 72.1136 |
| PFRS NAV per share | 447.14 | 444.39 | 489.08 |

As disclosed in Note 1, the Fund is an open-end investment company which stands ready at any time to redeem its outstanding shares at a value defined under its prospectus. Any changes in the value of the shareholders' investment are reflected in the increase or decrease in the Fund's NAV.

The Fund's retained earnings may exceed 100% of its paid-up capital from time to time. This, however, is not construed as a compelling factor for the Fund to declare dividends considering the nature of the Fund's business. Such retained earnings may be used for reinvestment and will be converted into realized profits by the shareholders upon redemption of their shareholdings in the Fund.

Earnings (loss) per share for the years ended December 31 are computed as follows:

| | 2023 | 2022 | 2021 |
|--|--------|-------------|--------|
| Net income (loss) for the year | 21,020 | (4,296,056) | 73,427 |
| Weighted average number of shares outstanding (in thousands) during the year | 8,176 | 45,058 | 71,008 |
| Earnings (loss) per share | 2.57 | (95.35) | 1.03 |

In compliance with the SRC, the Fund is required to file registration statement for each instance of increase in authorized shares. The table below shows the Fund's track record of registration of securities under the SRC (in absolute amount).

| SEC approval date | Number of shares | Par value |
|--------------------|------------------|-----------|
| September 13, 2017 | 25,943,980 | P100 |
| August 12, 2009 | 26,589,732 | P100 |
| April 23, 2008 | 3,453,512 | P100 |
| February 27, 2006 | 5,750,000 | P100 |

Under the existing tax laws of the Philippines, a documentary stamp tax, included under Taxes and licenses in profit or loss, is payable by the Fund on original issue and subsequent sale or transfer of its redeemable shares.

7 Interest income

The interest earned from cash and cash equivalents by the Fund for the year ended December 31, 2023 amounts to P8,961 (2022 - P6,582 and 2021 - P2,160).

8 Fees and other charges

The details of the account for the years ended December 31 are as follows:

| | Notes | 2023 | 2022 | 2021 |
|----------------------------------|-------|-------|--------|--------|
| Registry and transfer agent fees | 10 | 1,832 | 10,736 | 16,973 |
| Administration fees | 11 | 1,008 | 5,905 | 9,335 |
| Fees to custodian bank | | 636 | 7,119 | 8,091 |
| Professional fees | | 185 | 1,373 | 1,383 |
| Directors' fees | | - | 909 | 864 |
| Marketing fees | | - | - | 103 |
| Other fees | | 316 | 305 | 12,190 |
| | | 3,977 | 26,347 | 48,939 |

Registry and transfer agent fees pertain to the fees paid to the transfer agent for the record keeping of individual shareholdings and the issuance and cancellation of stock certificates.

Administration fees are the amounts paid to the Fund's accountant for services rendered which include, among others, the preparation and maintenance of books of accounts and computation of NAV.

Fees to custodian bank pertain to amounts paid to a custodian bank for the safekeeping of the securities, arranging settlement of any purchases and sales and collecting information on and income from such assets.

Professional fees pertain to amounts paid to third party service providers.

Directors' fees pertain to per diem of the directors of the Fund.

Other fees pertain to various expenses incurred for website hosting and upgrades, notarial fees and reimbursements.

9 Income tax

Income tax expense mainly represents final tax withheld on interest earned from government securities and cash and cash equivalents.

Details of the Fund's net operating loss carry-over (NOLCO) which is available for offset against future taxable income follow:

| Year of Incurrence | Year of Expiration | 2023 | 2022 | 2021 |
|------------------------|--------------------|-----------|-----------|-----------|
| 2023 | 2026 | 79,291 | - | - |
| 2022 | 2025 | 462,512 | 462,512 | - |
| 2021 | 2026 | 745,103 | 745,103 | 745,103 |
| 2020 | 2025 | 679,822 | 679,822 | 679,822 |
| 2019 | 2022 | - | 821,336 | 821,336 |
| | | 1,966,728 | 2,708,773 | 2,246,261 |
| Expired NOLCO | | - | (821,336) | - |
| | | 1,966,728 | 1,887,437 | 2,246,261 |
| Income tax rate | | 25% | 25% | 25% |
| Unrecognized DIT asset | | 491,682 | 471,859 | 561,565 |

Deferred income tax asset from NOLCO has not been recognized because the Fund believes that there is limited capacity to generate sufficient taxable profit against which the benefit from NOLCO can be utilized.

On September 30, 2020, the Bureau of Internal Revenue (BIR) issued Revenue Regulations (RR) No. 25-2020, Rules and Regulations Implementing Section 4 (bbbb) of Republic Act No. 11494 (Bayanihan to Recover as One Act) relative to NOLCO under Section 34 (D)(3) of the National Internal Revenue Code, as amended, allowing qualified businesses or enterprises which incurred net operating loss for taxable years 2020 and 2021 to carry over the same as a deduction from its gross income for the next five (5) consecutive taxable years immediately following the year of such loss.

The reconciliation of statutory income tax rate to the effective income tax rate follows:

| | 2023 | 2022 | 2021 |
|--|-----------|----------|-----------|
| Statutory income tax rate | 25.00% | (25.00%) | 25.00% |
| Adjustments for tax effects of: | | | |
| NOLCO not recognized | 338.65% | 10.79% | 878.37% |
| Interest income subject to final tax | (38.27%) | (0.15%) | (2.55%) |
| Income exempt from tax | (352.29%) | (11.69%) | (662.35%) |
| Non-deductible expense (non-taxable gains) | 37.13% | 26.23% | (225.03%) |
| Effective income tax rate | 10.22% | 0.18% | 13.44% |

10 Related party transactions

The Fund had a management and distribution agreement with PAMI, whereby the latter was appointed as the Fund's investment advisor and manager. PAMI also functioned as the principal distributor of the Fund. As such, it took charge of the sales of the Fund's shares to prospective investors, and paid certain expenses on behalf of the Fund. The Fund also had a registry and transfer agency agreement with PAMI.

Effective January 29, 2020, PAMI assigned all its rights, interests, and obligations as fund manager, advisor, distributor, and transfer agent of the Fund to BIMl. Hence, on effective date, the management, distribution, and transfer agency functions were performed by BIMl over the Fund.

On April 1, 2023, BIMl transferred all its rights, interest and obligations as fund manager and fund advisor to BPI Wealth. On effective date, the management functions over the Fund is performed by BPI Wealth but the distribution and transfer agency functions of the Fund were retained by BIMl.

The table below summarizes the Fund's transactions and balances with its related parties (Fund Manager).

| | Transactions (Charges to profit or loss) | Outstanding balance (Due to fund manager) | Outstanding balance's terms and conditions |
|-------------------------------------|--|--|---|
| Fund manager | | | |
| Management fees | | | |
| December 31, 2023 | 73,290 | 16 | - Management fee is computed as 2.05% per year of the Fund's NAV determined on a daily basis. - Outstanding balance is unguaranteed, unsecured and non-interest bearing; payable in cash at gross amount within the following month |
| December 31, 2022 | 429,453 | 5,597 | |
| December 31, 2021 | 688,730 | 46,417 | |
| Transfer agent / Distributor | | | |
| Registry and transfer fees | | | |
| December 31, 2023 | 1,832 | 148 | - Registry and transfer fee is computed as one-twentieth (1/20) of one percent (1%) per year of the Fund's NAV determined on a daily basis - Outstanding balance is unguaranteed, unsecured and non-interest bearing; payable in cash at gross amount within the following month |
| December 31, 2022 | 10,736 | 38 | |
| December 31, 2021 | 16,973 | 45 | |

11 Fund accounting services

On July 1, 2008, the Fund and Deutsche Bank entered into a fund accounting agreement wherein Deutsche Bank shall perform administrative functions, which include, among others, the preparation and maintenance of books of accounts and computation of NAV. As compensation for services rendered, Deutsche Bank shall be entitled to an administration fee equivalent to 0.0275% per annum based on the NAV of the Fund.

Administration fees for the year ended December 31, 2023 amount to P1,008 (2022 - P5,905; 2021 - P9,335) and is included under fees and other charges in the statement of total comprehensive income (Note 8). As at December 31, 2023, administration fees payable to Deutsche Bank included in accounts payable and accrued expenses amount to P82 (2022 - P90).

12 Critical accounting estimate and judgments

Estimates, assumptions and judgments used in preparing the financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The accounting judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

12.1 Critical accounting judgments

Classification of financial assets (Note 3)

The Fund follows the guidance of PFRS 9 in classifying financial assets at initial recognition whether it will be subsequently measured at amortized cost, at fair value through other comprehensive income or at fair value through profit or loss. The Fund determines the classification based on the contractual cash flow characteristics of the financial assets and on the business model it uses to manage these financial assets. The Fund determines whether the contractual cash flows associated with the financial asset are solely payments of principal and interest (SPPI). If the instrument fails the SPPI test, it will be measured at fair value through profit or loss.

Recognition of deferred income tax assets (Note 9)

Deferred income tax asset from NOLCO has not been recognized because the Fund believes that there is limited capacity to generate sufficient taxable profit against which benefit from NOLCO can be utilized. The Fund assesses the unrecognized deferred income tax assets and will recognize a previously unrecognized deferred income tax asset to the extent that it has become probable that future taxable income will allow the deferred income tax assets to be recovered.

13 Capital and financial risk management

13.1 Governance framework

The primary objective of the Fund's financial risk management framework is to protect the Fund from events that hinder the sustainable achievement of the Fund's performance objectives, including failing to exploit opportunities. The Fund recognizes the critical importance of having efficient and effective risk management systems in place.

The BOD has approved the Fund's risk management policies and meets regularly to approve on any commercial, regulatory and own organizational requirements in such policies. The policies define the Fund's identification of risk and its interpretation, limit structure to ensure the appropriate quality and diversification of assets, alignment of investment strategy to the corporate goals and compliance with reporting requirements.

13.2 Capital management

The Fund's objectives for managing capital are: (a) to invest the capital in investments meeting the description and risk exposure indicated in its prospectus; (b) to achieve consistent returns while safeguarding capital; and (c) to maintain sufficient liquidity to meet the expenses of the Fund and to meet redemption requests as they arise.

As provided by the Investment Company Act of 1960, minimum required capitalization for funds amounts to P50 million. The Fund's existing capitalization is more than the amount required by the SEC.

The Fund considers the net assets attributable to shareholders as its capital (or total equity as shown in the statements of financial position). As at December 31, 2023, the net assets attributable to shareholders amount to P3,455,326 (2022 - P3,799,018) (Note 6).

13.3 Regulatory framework

The operations of the Fund are also subject to the regulatory requirements of the SEC. Such regulations not only prescribe approval and monitoring of activities but also impose certain restrictive provisions. Unless ordered otherwise by the SEC, the Fund shall not sell securities short or invest in any of the following:

- a. margin purchase of securities (investments in partially paid shares are excluded);
- b. commodity future contracts;
- c. precious metals;
- d. unlimited liability investments;
- e. short selling of currencies;
- f. short selling of investments; and
- g. other investments as the SEC shall, from time to time, prescribe.

Any changes in the Fund's investment objective should be with notice and prior approval of the SEC. An investment company shall not change its investment objective without the approval from the majority of the Fund's shareholders.

In addition, the SEC also provides maximum limits on exposure to counterparties, maintenance of a certain level of liquid assets and conditions for incurring borrowings (Note 13.5).

The Fund is fully compliant with the above regulatory requirements as at December 31, 2023 and 2022.

13.4 Fair value of financial instruments

The Fund ranks its financial instruments based on the hierarchy of valuation techniques required by PFRS 13, which is determined based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources; unobservable inputs reflect the Fund's market assumptions. These two types of inputs lead to the following fair value hierarchy:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 - Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

This hierarchy requires the use of observable market data when available. The Fund considers relevant and observable market prices in its valuations where possible.

The level in the fair value hierarchy within which the fair value measurement is categorized in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset.

The determination of what constitutes 'observable' requires significant judgement by the Fund. The Fund considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from the exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Financial instruments that trade in markets that are not considered to be active but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs are classified within Level 2.

Financial instruments classified within Level 3 have significant unobservable inputs, as they trade infrequently.

The table below shows the fair value hierarchy levels for financial assets that are measured at fair value through profit or loss as at December 31:

| 2023 | Level 1 | Level 2 | Level 3 | Total |
|-----------------------------|-----------|---------|---------|-----------|
| Listed equity securities | 3,319,782 | - | - | 3,319,782 |
| Government securities | 60,675 | 19,777 | - | 80,452 |
| | 3,380,457 | 19,777 | - | 3,400,234 |
| 2022 | Level 1 | Level 2 | Level 3 | Total |
| Listed equity securities | 3,372,396 | - | - | 3,372,396 |
| Government securities | 58,937 | 56,057 | - | 114,994 |
| Unit investment trust funds | - | 91,670 | - | 91,670 |
| | 3,431,333 | 147,727 | - | 3,579,060 |

There are no other assets or liabilities subsequently measured at fair value or that would require disclosure of fair value hierarchy.

13.5 Financial risk

The Fund's equity portfolio shall include securities listed in the primary board of the Philippine Stock Exchange (PSE). However, the Fund may also invest in companies listed on the secondary board and from time to time on shares of non-listed companies that are about to get listed within three months. The total investment in the secondary board of the PSE may not, in total, exceed (20%) of the total investments of the Fund. Furthermore, a maximum of (20%) of the Fund may be invested in foreign securities with positive track record of at least three consecutive years.

The Fund has complied with these requirements as at December 31, 2023 and 2022.

For defensive purposes, the Fund may invest in SEC-registered debt papers or other certificate of indebtedness/obligations, issuers of whom had been determined as financially sound and approved by the Investment Committee of the Fund manager.

The Fund may also trade in medium-term to long-term government securities (5-year to 20-year notes, bonds and other certificates of indebtedness) issued by the Philippine Government.

The Fund has complied with these requirements as at December 31, 2023 and 2022.

The Fund is exposed to financial risk through its financial assets. The most important components are credit risk, liquidity risk and market risk. These risks arise from open positions in interest rate and equity securities, all of which are exposed to general and specific market movements.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The Fund manages the level of credit risk it accepts through setting up of exposure limits by each counterparty or group of counterparties. The maximum investment of the Fund in any single enterprise shall not exceed an amount equivalent to 15% of the Fund's NAV except obligations of the Philippine government or its instrumentalities, provided that in no case shall the total investment of the Fund exceed 10% of the outstanding securities of any one investee company. The Fund also transacts only with institutions with high credit rating or standing. The Fund has complied with these requirements as at December 31, 2023 and 2022.

In addition, the Fund manages the level of credit risk it accepts through reporting of credit risk exposures, monitoring compliance with credit risk policy and review of credit risk policy for pertinence and changing environment. The Fund cannot lend to individual borrowers.

The fund manager's high-grade credit process combines top down and bottom-up elements reflecting the observation that the weaker the credit quality, the more security specific risk comes to dominate overall portfolio risk. The bottom-up element focuses on the analysis of individual credits. The top-down element focuses on the analysis of sectors. In order to manage risk, the high-grade portfolios combine diversification rules with a number of filters designed to help avoid downgrade and default candidates. Key to the Fund's credit process is the minimization of the impact from security default or downgrade.

The Fund's maximum credit risk exposure as at December 31 are summarized below:

| | 2023 | 2022 |
|--|---------|---------|
| Cash and cash equivalents | 67,821 | 195,235 |
| Financial assets at FVTPL | 80,452 | 206,664 |
| Other financial assets at amortized cost | 6,901 | 85,045 |
| Other assets | 8,768 | 8,900 |
| | 163,942 | 495,844 |

The credit quality of the Fund's financial assets as at December 31, 2023 and 2022 follows:

(a) Cash and cash equivalents

The Fund's cash in banks and short-term deposits are with highly reputable universal banks in the Philippines and global banks with an equivalent credit rating of Baa1 by Moody's.

(b) Financial asset at FVTPL

Debt securities classified as financial asset at FVTPL is composed of government securities, corporate debt securities and unit investment trust funds with credit rating of AA or higher and considered as investment grade securities.

(c) Other financial asset at amortised cost

Due from brokers arise from sale of investments in equity securities during the last three (3) trading days of the reporting period and are usually settled three (3) days after trade date. The Fund's brokers are registered trading participants of the PSE.

Dividend receivable arises from dividends declared but not yet received as at year-end.

(d) Other assets

Other assets comprised of receivables from third-party of which are expected to be collected within the next 12 months.

There are no collaterals held as security and other credit enhancements attached to the financial assets at amortized cost as at December 31, 2023 and 2022.

For financial assets at amortized cost, the Fund measures credit risk and expected credit losses (ECL) using probability of default, exposure at default and loss given default. Management considers both historical analysis and forward-looking information in determining any ECL. As a result, no loss allowance has been recognized based on 12-month ECL as any such impairment would be insignificant to the Fund.

As at December 31, 2023 and 2022, all of the Fund's financial assets are classified as stage 1 (performing) accounts. There are no financial assets classified under stages 2 (underperforming) and 3 (impaired).

Liquidity risk

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

The Fund is exposed to daily cash redemptions of its issued shares. It invests the majority of its assets in investments that are traded in an active market and can be readily disposed of.

The Fund manages liquidity through specifying minimum proportion of funds to meet emergency calls. Unless otherwise prescribed by the SEC, at least 10% of the Fund shall be invested in liquid/semi-liquid assets such as:

- a. Treasury notes or bills, certificates of indebtedness issued by the Bangko Sentral ng Pilipinas which are short term, and other government securities or bonds and such other evidence of indebtedness or obligations, the servicing and repayment of which are fully guaranteed by the Republic of the Philippines;
- b. Tradable Long-Term Negotiable Certificate of Time Deposits (LTNCDs);
- c. Government debt securities where the issuer or the guarantor is a foreign government, sovereign or central bank with an international long-term issuer rating of investment grade;

- d. Savings or time deposits with government-owned banks or commercial banks, provided that in no case shall any such savings or time deposits accounts be accepted or allowed under a “bearer,” “numbered” account or other similar arrangement;
- e. Money market instruments issued by Philippine regulated qualified buyers or those issued by an investment grade issuing body; and,
- f. Other collective schemes wholly invested in liquid/semi-liquid assets.

The investment company may implement a decreased investment of less than ten percent (10%) of its assets in liquid/semi-liquid assets, provided, however, that it shall submit a notarized liquidity contingency plan, signed by the president of the fund and its fund manager. The Fund, through its president and fund manager, has implemented the contingency plan submitted to the SEC. The Fund will continue to put this contingency plan in place.

The Fund may not incur any further debt or borrowings unless at the time of its occurrence or immediately thereafter, there is an asset coverage of at least 300% for all its borrowings. In the event that such asset coverage shall fall below 300%, the Fund shall, within three (3) days thereafter, reduce the amount of borrowings to an extent that the asset coverage of such borrowings shall be at least 300%. The Fund has not breached the said asset coverage requirement as at December 31, 2023 and 2022.

In addition, the Fund manages liquidity through reporting of liquidity risk exposures, monitoring compliance with liquidity risk policy and review of liquidity risk policy for pertinence and changing environment.

The Fund's financial liability pertains to management and distribution fees and other payables and accrued expenses which are contractually due in less than one (1) month. The Fund expects to settle its obligations in accordance with the maturity date through trading of its financial assets at fair value through profit or loss.

Market risk

Market risk is the risk of change in fair value of financial instruments from fluctuation in foreign exchange rates (currency risk), interest rates (interest rate risk) and market prices (price risk), whether such change in price is caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market. The Fund is not exposed to significant currency risk and cash flow interest rate risk given the nature of its financial assets and liabilities.

The Fund structures levels of market risk it accepts through a market risk policy that determines what constitutes market risk for the Fund; basis used to fair value financial assets and liabilities; sets out the net exposure limits by each counterparty or group of counterparties and industry segments; reporting of market risk exposures; monitoring compliance with market risk policy and review of market risk policy for pertinence and changing environment.

Fair value interest rate risk

Fair value interest rate risk is the risk that the value/future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Fund's market risk policy requires it to manage the maturities of interest-bearing financial assets and financial liabilities.

The following table shows the information relating to the Fund's investments in fixed income securities that are exposed to fair value interest rate risk presented by maturity profile.

| December 31, 2023 | Range of rates | Up to a year | 2-5 years | Over 5 years | No term | Total |
|---------------------------|----------------|--------------|-----------|-----------------|---------|--------|
| Financial assets at FVTPL | | | | | | |
| Government securities | 2.63% to 6.25% | 12,638 | 67,814 | - | - | 80,452 |

| December 31, 2022 | Range of rates | Up to a year | 2-5 years | Over 5 years | No term | Total |
|---------------------------|----------------|--------------|-----------|-----------------|---------|---------|
| Financial assets at FVTPL | | | | | | |
| Government securities | 2.63% to 5.75% | 36,543 | 78,451 | - | - | 114,994 |

The Fund is also indirectly exposed to fair value interest risk from the underlying debt securities of its investments in UITFs.

The analysis below is performed for reasonably possible movements in interest rate with all other variables held constant, showing the impact on pre-tax profit.

| | Change in interest rate | Impact on pre-tax profit Increase (decrease) |
|-------------------|----------------------------|---|
| December 31, 2023 | +1% | (1,014) |
| | -1% | 1,032 |
| December 31, 2022 | +1% | (1,779) |
| | -1% | 1,826 |
| December 31, 2021 | +1% | (26,682) |
| | -1% | 27,526 |

As at December 31, 2023 and 2022, the Fund determines the reasonably possible change in interest rates using the percentage changes in weighted average yield rates of outstanding securities for the past three years.

Price risks

Price risk relates to financial assets and liabilities whose values will fluctuate as a result of changes in market prices of equity securities.

The Fund is exposed to price risk primarily in respect of its investments in equities listed in the PSE which are classified as financial assets at FVTPL.

The Fund's market risk policy requires it to manage such risks by setting and monitoring objectives and constraints on investment, diversification plan and limits on investments.

The analysis below is performed for reasonably possible movements in PSE index with all other variables held constant, showing the impact on pre-tax profit.

| | Change in PSE index | Impact on pre-tax profit |
|-------------------|------------------------|--------------------------|
| December 31, 2023 | +/-1.77% | +/-58,823 |
| December 31, 2022 | +/-3.45% | +/-116,512 |

14 Summary of material accounting policies

The material accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

14.1 Basis of preparation

The financial statements of the Fund have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). The term PFRS, in general, includes all applicable PFRS, Philippine Accounting Standards (PAS) and interpretations of the Philippine Interpretations Committee (PIC), Standing Interpretations Committee (SIC) and International Financial Reporting Interpretations Committee (IFRIC) which have been approved by the Financial and Sustainability Reporting Standards Council (FSRSC) and adopted by the SEC.

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at FVTPL. The Fund's functional currency is the Philippine Peso.

The preparation of these financial statements in conformity with PFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Fund's accounting policies. There are no areas where assumptions and estimates are significant to the financial statements. The areas involving a higher degree of judgment or complexity are disclosed in Note 12.

Changes in accounting policy and disclosures

(a) Amendments to existing standards adopted by the Fund

The following amendments to existing standards have been adopted by the Fund effective January 1, 2023:

- Amendments to PAS 1, 'Presentation of Financial Statements', and PFRS Practice Statement 2

The amendment requires entities to disclose their material rather than their significant accounting policies. The amendments define what is 'material accounting policy information' (being information that, when considered together with other information included in an entity's financial statements, can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements) and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information.

To support this amendment, PFRS Practice Statement 2 Making Materiality Judgements was also amended to provide guidance on how to apply the concept of materiality to accounting policy disclosures.

(b) New standards, interpretations and amendments not yet adopted by the Fund

There are no other new standards, amendments to existing standards, or interpretations that are effective for annual periods beginning on or after January 1, 2023 that are considered relevant and have a material effect on the financial statement of the Fund.

14.2 Financial instruments

14.2.1 Classification and subsequent measurement

The Fund classifies its financial assets in the following applicable measurement categories:

- those to be measured subsequently at FVTPL, and
- those to be measured at amortized cost.

Gains and losses on sale of investments at FVTPL are included in the income (losses) from financial assets at FVTPL in the statement of total comprehensive income.

The classification requirements for equity and debt instruments are described below:

Equity investments

The Fund subsequently measures all equity investments at FVTPL. Dividends, when representing a return on such investments, continue to be recognized in profit or loss as other income when the Fund's right to receive payments is established.

Debt instruments

Classification and subsequent measurement of debt instruments depend on the Fund's business model for managing the asset and the cash flow characteristics of the asset.

Based on these factors, the Fund classifies its debt instruments into one of the following applicable measurement categories:

- *Amortized cost*

Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest (SPPI), and that are not designated at FVTPL, are measured at amortized cost. The carrying amount of these assets is adjusted by any expected credit loss allowance recognized and measured. Interest from these financial assets is included in 'Interest income' using the effective interest rate method.

The Fund's financial assets at amortized cost include cash and cash equivalents, other financial assets at amortized cost and other assets.

- *Financial assets at FVTPL*

Financial assets that do not meet the criteria for amortized cost and the collection of contractual cash flows is only incidental to achieving the Fund's business model objective are measured at fair value through profit or loss.

The Fund's financial assets at FVTPL consists of investments in government securities, and unit investment trust funds.

Business model: The business model reflects how the Fund manages the financial assets in order to generate cash flows. That is, whether the Fund's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of financial assets. If neither of these is applicable, then the financial assets are classified as part of 'other' business model and measured at FVTPL. Factors considered by the Fund in determining the business model for a group of financial assets include past experience on how the cash flows for these assets were collected, how the asset's performance is evaluated and reported to key management personnel, how risks are assessed and managed and how managers are compensated.

SPPI: Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Fund assesses whether the financial instruments' cash flows represent solely payments of principal and interest (the SPPI test). In making this assessment, the Fund considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at FVTPL.

The Fund reclassifies debt investments when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent.

14.2.2 *Impairment*

The Fund assesses on a forward-looking basis the expected credit losses (ECL) associated with its financial assets at amortized cost. The Fund recognizes a loss allowance for such losses at each reporting date. The measurement of ECL reflects:

- An unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- The time value of money; and
- Reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

At each reporting date, the Fund measures the loss allowance on financial assets at amortized cost at an amount equal to the lifetime ECL if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Fund measures the loss allowance at an amount equal to 12-month ECL. Significant financial difficulties of the counterparties, probability that the counterparties will enter bankruptcy or financial reorganization, and default in payments are all considered indicators that a loss allowance may be required. If the credit risk increases to the point that it is considered to be credit impaired, interest income will be calculated based on the gross carrying amount adjusted for the loss allowance. A significant increase in credit risk is defined by management as any contractual payment which is more than 30 days past due. Any contractual payment which is more than 90 days past due is considered credit impaired.

14.2.3 Cash and cash equivalents

Short-term deposits of the Fund pertain to highly liquid investments with original maturities of three months or less from the date of acquisition and which are subject to insignificant changes in value.

14.2.4 Classification and measurement of financial liabilities

The Fund classifies its financial liabilities as other financial liabilities at amortized cost.

After initial measurement, other financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate.

14.3 Equity

The Fund issues shares, which are redeemable at the holder's option and are classified as equity in accordance with PAS 32, Financial instruments: Presentation. Each share has the following features which support the equity classification:

- It entitles the holder to a pro rata share of the Fund's net assets in the event of the entity's liquidation;
- The share has no priority over other claims to the assets of the Fund on liquidation, and it does not need to be converted into another instrument before it is classified as such; and
- All shares impose a contractual obligation on the Fund to deliver a pro rata share of its net assets on liquidation.

In addition, the Fund has no other financial instrument or contract that has:

- total cash flows based substantially on profit or loss, the change in the recognized net assets or the change in the fair value of the recognized and unrecognized net assets of the Fund (excluding any effects of such instrument or contract); and
- the effect of substantially restricting or fixing the residual return to the shareholders.

Should the redeemable shares' terms or conditions change such that they do not comply with the strict criteria as mentioned above, the redeemable shares would be reclassified to a financial liability from the date the instrument ceases to meet the criteria. The financial liability would be measured at the instrument's fair value at the date of reclassification. Any difference between the carrying value of the equity instrument and fair value of the liability on the date of reclassification would be recognized in equity.

Redeemable shares can be put back to the Fund at any time for cash equal to a proportionate share of the Fund's trading NAV calculated in accordance with the Fund's regulations. Redeemed shares are not cancelled but may be reissued in the future.

Share premium

Sales of shares are recorded by crediting share capital at par value and share premium for the amount received in excess of the par value; redemptions are recorded by debiting those accounts. In the event that the share premium balance is exhausted as a result of redemptions, the retained earnings account is reduced by redemptions in excess of par.

Deposits for future subscriptions

Deposits for future subscriptions represent funds received by the Fund with a view to applying the same as payment for a future additional issuance of shares either from its authorized but unissued shares, from a proposed increase in authorized share capital, or as share premium. Upon application with the SEC, the amount will be credited to equity while upon the SEC's approval, the amount is transferred to Share capital for the par value of the shares and Share premium for the amount in excess of the par value.

Based on Financial Reporting Bulletin (FRB) No.006 revised on January 6, 2022, the Fund shall classify a contract to deliver its own equity instruments under equity as a separate account (e.g., DFFS) if and only if, all of the following are present at the end of the reporting period:

- (a) The unissued authorized share capital is insufficient to cover the amount of shares indicated in the contract;
- (b) There is BOD's approval on the proposed increase in authorized share capital (ACS) (for which a deposit was received);
- (c) There is stockholders' approval of said proposed increase; and
- (d) The application for the approval of the proposed increase has been proposed for filing or has been filed with the SEC.

If the criteria above are not met, the deposits for future subscriptions will be presented as liabilities in the statement of financial position.

To deter abuse of the Rule, it is expected that the approval of the application to increase ACS be obtained within one (1) year from the date the said application was presented to the Commission through Company Registration and Monitoring Department.

Following the issuance of SEC Memorandum Circular No. 33, series of 2020, which took effect on December 20, 2020, an investment company is no longer required to comply with the minimum subscribed and paid-up capital relative to the increase in its authorized capital stock. Thus, an investment company is no longer allowed to accept any deposits for future stock subscription starting December 20, 2020.

Any deposit for future subscription recognized as equity in the financial statements are still acceptable provided that all the elements above are present as of the end of the reporting period and the application for an increase in authorized capital stock has been filed with the Commission prior to December 20, 2020.

14.4 Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the loss or profit attributable to shareholders of the Fund by the weighted average number of shares outstanding and shares covered by DFFS during the year.

14.5 Current and deferred income tax

Current tax assets or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting period, that are uncollected or unpaid at the end of reporting period. All changes to current tax assets or liabilities are recognized as a component of income tax expense in profit or loss.

Deferred income tax is recognized, using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Under the liability method, deferred income tax liabilities are recognized for all taxable temporary differences. Deferred income tax assets are recognized for all deductible temporary differences and the carry-forward of unused tax losses (NOLCO) and unused tax credits (excess of minimum corporate income tax) to the extent that it is probable that taxable profit will be available against which the deferred income tax asset can be utilized.

14.6 Related party relationships and transactions

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, the other party or exercises significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities which are under common control with the reporting enterprise, or between, and/or among the reporting enterprise and its key management personnel, directors, or its shareholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

15 Supplementary information required by the Bureau of Internal Revenue (BIR)

Below is the additional information required by Revenue Regulations No. 15-2010 that is relevant to the Fund. This information is presented for purposes of filing with the BIR and is not a required part of the basic financial statements. All amounts are in thousands of Philippine Peso.

(i) All other local and national taxes

All other local and national taxes paid and accrued as at and for the year ended December 31, 2023 consist of:

| | Paid | Accrued | Total |
|------------------------------------|------|---------|-------|
| Documentary stamp tax | 64 | 1 | 65 |
| Municipal taxes and mayor's permit | 693 | - | 693 |
| Community tax | 11 | - | 11 |
| | 768 | 1 | 769 |

Accrued documentary stamp tax as at December 31, 2023 is included under accounts payable and accrued expenses in the statement of financial position.

The above local and national taxes are charged under taxes and licenses account in the statement of total comprehensive income.

(ii) Withholding taxes

Withholding taxes paid and accrued and/or withheld as at and for the year ended December 31, 2023 consist of:

| | Paid | Accrued | Total |
|--------------------------|-------|---------|--------|
| Expanded withholding tax | 9,756 | 847 | 10,603 |

Accrued expanded withholding tax is included under accounts payable and accrued expenses in the statements of financial position.

(iii) Tax assessments and cases

Taxable years 2022, 2021 and 2020 are open for tax examinations. The Fund has no pending tax cases as at December 31, 2023.

(iv) Others

The Fund did not have transactions that are subject to value added tax, excise taxes, and custom duties and tariff for the year ended December 31, 2023.

Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)

Reconciliation of Retained Earnings Available for Dividend Declaration
As at December 31, 2023
(All amounts in thousands of Philippine Peso)

| | | |
|--|---|-------------|
| Unappropriated Retained Earnings, beginning of the year/period | | (2,925,824) |
| Add: Category A: Items that are directly credited to Unappropriated retained earnings | | |
| Reversal of Retained earnings appropriation/s | - | |
| Effect of restatements or prior-period adjustments | - | |
| Others (describe nature) | - | - |
| Less: Category B: Items that are directly debited to Unappropriated retained earnings | | |
| Dividend declaration during the reporting period | - | |
| Retained earnings appropriated during the reporting period | - | |
| Effect of restatements or prior-period adjustments | - | |
| Others (describe nature) | - | - |
| Unappropriated Retained Earnings, as adjusted | | (2,925,824) |
| Add/Less: Net Income (loss) for the current year/period | | 21,020 |
| Less: Category C.1: Unrealized income recognized in the profit or loss during the year/period (net of tax) | | |
| Equity in net income of associate/joint venture, net of dividends declared | - | |
| Unrealized foreign exchange gain, except those attributable to cash and cash equivalents | - | |
| Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL) | - | |
| Unrealized fair value gain of investment property | - | |
| Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature) | - | - |

Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)

Reconciliation of Retained Earnings Available for Dividend Declaration
As at December 31, 2023
(All amounts in thousands of Philippine Peso)

| | | |
|--|---|--------|
| Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax) | | - |
| Realized foreign exchange gain, except those attributable to Cash and cash equivalents | - | |
| Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL) | - | |
| Realized fair value gain of Investment property | - | |
| Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature) | - | - |
| Add: Category C.3: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax) | | - |
| Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents | - | |
| Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL) | - | |
| Reversal of previously recorded fair value gain of investment property | - | |
| Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded (describe nature) | - | - |
| Adjusted net income/loss | | 21,020 |
| Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax) | | |
| Depreciation on revaluation increment (after tax) | | - |
| Add/Less: Category E: Adjustments related to relief granted by the SEC and BSP | | |
| Amortization of the effect of reporting relief | - | |
| Total amount of reporting relief granted during the year | - | |
| Others (describe nature) | - | - |

Philam Strategic Growth Fund, Inc.
(An Open-End Mutual Fund Company)

Reconciliation of Retained Earnings Available for Dividend Declaration
As at December 31, 2023
(All amounts in thousands of Philippine Peso)

| | |
|--|--------------------|
| Add/Less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution | |
| Net movement of treasury shares (except for reacquisition of redeemable shares) | - |
| Net movement of deferred tax asset not considered in the reconciling items under the previous categories | - |
| Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable | - |
| Adjustment due to deviation from PFRS/GAAP - gain (loss) | - |
| Others (describe nature): | |
| Redemption of redeemable shares | - |
| <hr/> | |
| Total Retained Earnings, end of the year/period available for dividend declaration | (2,904,804) |

Philam Strategic Growth Fund, Inc.
Schedule A - Financial Assets
December 31, 2023
(All amounts in Philippine Peso)

| Name of Issuing entity and association of each issue | Face value/ number of shares | Amount shown in the financial statements* | Value based on market quotation | Income received and accrued |
|--|---------------------------------|--|---------------------------------------|-----------------------------------|
| Cash and cash equivalents | | | | |
| <i>Cash in banks</i> | 6,991,152 | 6,991,152 | 6,991,152 | - |
| <i>Time deposits</i> | | | | |
| BPI TIME DEPOSIT PHP | 31,830,000 | 31,830,000 | 31,830,000 | - |
| RCBC TIME DEPOSIT PHP | 29,000,000 | 29,000,000 | 29,000,000 | - |
| <i>Total short-term deposits</i> | 60,830,000 | 60,830,000 | 60,830,000 | - |
| Total cash and cash equivalents | 67,821,152 | 67,821,152 | 67,821,152 | - |
| Financial assets at fair value through profit or loss | | | | |
| <i>Equity Securities</i> | | | | |
| SM Investments Corporation | 538,640 | 469,694,080 | 469,694,080 | - |
| SM Prime Holdings, Inc. | 10,923,339 | 359,377,853 | 359,377,853 | - |
| BDO Unibank Inc. | 2,416,066 | 315,296,613 | 315,296,613 | - |
| Ayala Land, Inc. | 8,001,233 | 275,642,477 | 275,642,477 | - |
| Bank of the Philippine Islands | 2,556,149 | 265,328,266 | 265,328,266 | - |
| Ayala Corporation | 352,420 | 239,998,020 | 239,998,020 | - |
| Int'l Container Terminal Services, Inc. | 939,249 | 231,806,653 | 231,806,653 | - |
| Metropolitan Bank & Trust Company | 2,787,878 | 143,018,141 | 143,018,141 | - |
| Universal Robina Corporation | 1,180,406 | 139,523,989 | 139,523,989 | - |
| Jollibee Foods Corporation | 546,404 | 137,365,966 | 137,365,966 | - |
| JG Summit Holdings, Inc. | 3,453,804 | 131,762,623 | 131,762,623 | - |
| PLDT Company | 91,651 | 117,221,629 | 117,221,629 | - |
| Aboitiz Equity Ventures, Inc. | 2,404,243 | 107,229,238 | 107,229,238 | - |
| Manila Electric Company | 264,417 | 105,502,383 | 105,502,383 | - |
| Globe Telecom, Inc. | 55,398 | 95,284,560 | 95,284,560 | - |
| GT Capital Holdings, Inc. | 100,073 | 59,043,070 | 59,043,070 | - |
| Monde Nissin Corporation | 4,600,600 | 38,553,028 | 38,553,028 | - |
| Semirara Mining & Power Corporation | 898,000 | 27,164,500 | 27,164,500 | - |
| DMCI Holdings, Inc. | 2,000,000 | 19,540,000 | 19,540,000 | - |
| AC Energy Corporation | 4,294,140 | 18,808,333 | 18,808,333 | - |
| Bloomerry Resorts Corporation | 1,000,000 | 9,840,000 | 9,840,000 | - |
| Puregold Price Club, Inc. | 240,000 | 6,456,000 | 6,456,000 | - |
| Wilcon Depot, Inc. | 299,608 | 6,261,807 | 6,261,807 | - |
| Century Pacific Food, Inc. | 2,042 | 63,200 | 63,200 | - |
| <i>*excluding accrued dividend income</i> | 49,945,760 | 3,319,782,429 | 3,319,782,429 | - |
| <i>Government Securities</i> | | | | |
| FXTN PIBD0325D270 4.25% DUE 07APR2025 | 1,200,000 | 1,192,197 | 1,180,297 | 11,900 |
| GB R7-61 PHY6972HAL07 5.75% DUE ON 12APR2025 | 6,000,000 | 6,064,075 | 5,988,367 | 75,708 |
| GB R512 PHY6972HDG84 6.25% DUE ON 12MAR2024 | 12,590,000 | 12,637,667 | 12,596,137 | 41,530 |
| GB R513 PIID0525H130 2.625% 12AUG2025 | 62,930,000 | 60,558,120 | 60,333,276 | 224,844 |
| | 82,720,000 | 80,452,059 | 80,098,077 | 353,982 |
| Financial assets at fair value through profit or loss | 132,665,760 | 3,400,234,488 | 3,399,880,506 | 353,982 |
| Other financial assets at amortized cost | 6,901,364 | 6,901,364 | 6,901,364 | - |
| Other assets (excluding CWT) | 8,767,927 | 8,767,927 | 8,767,927 | - |
| Total(s) | | 3,483,724,931 | 3,483,380,949 | 353,982 |

Philam Strategic Growth Fund, Inc.

Schedule B - Amounts Receivable from Directors, Officers, Employees, Related
Parties, and Principal Stockholders (Other than Related Parties)
December 31, 2023

| Name and designation of debtor | Balance at beginning of period | Additions | Amount collected | Amount written-off | Balance at end of period |
|-----------------------------------|--------------------------------------|-----------|---------------------|-----------------------|--------------------------------|
| NOTHING TO REPORT | | | | | |

Schedule C - Amounts Receivable from Related Parties which are Eliminated
during the Consolidation of Financial Statements
December 31, 2023

Philam Strategic Growth Fund, Inc.
Schedule D - Long-Term Debt
December 31, 2023

| Title of issue and type of obligation | Amount authorized by indenture | Amount shown in the statement of financial position |
|---------------------------------------|--------------------------------|---|
| NOTHING TO REPORT | | |
| | | |

Philam Strategic Growth Fund, Inc.
Schedule E - Indebtedness to Related Parties
(Long Term Loans from Related Parties)
As at December 31, 2023

| Name of related party | Balance at beginning of period | Balance at end of period |
|-----------------------|--------------------------------|--------------------------|
| NOTHING TO REPORT | | |

Philam Strategic Growth Fund, Inc.
Schedule F - Guarantees of Securities of Other Issuers
December 31, 2023

| Name of Issuing entity of securities guaranteed by the Fund for which this statement is filed | Title of issue of each class of securities guaranteed | Total amount guaranteed and outstanding | Amount owned by person for which statement is filed | Nature of guarantee |
|---|---|---|---|---------------------|
| NOTHING TO REPORT | | | | |

Philam Strategic Growth Fund, Inc.

Schedule G - Capital Stock

December 31, 2023

| Titles of Issue | Number of shares authorized | Number of shares issued and outstanding as shown under related balance sheet caption | Number of shares reserved for options, warrants, conversion and other rights | Number of shares held by related parties | Directors, officers and employees | Others |
|-------------------|-----------------------------------|---|---|--|--------------------------------------|-----------|
| Redeemable Shares | 61,737,224 | 7,727,744 | - | - | 6 | 7,727,738 |

SPECIAL FORM FOR FINANCIAL STATEMENTS OF PUBLICLY-HELD AND INVESTMENT COMPANIES

NAME OF CORPORATION: PHILAM STRATEGIC GROWTH FUND, INC.
CURRENT ADDRESS: 17/F PHILAM LIFE HEAD OFFICE, NET LIMA BLDG., 5TH AVE. COR. 26TH ST., BGC, TAGUIG 1634
TEL. NO.: (632) 521-6300 FAX NO.: (632) 528-5093
COMPANY TYPE : INVESTMENT COMPANY - MUTUAL FUND PSIC: _____

If these are based on consolidated financial statements, please so indicate in the caption.

Table 1. Balance Sheet

| FINANCIAL DATA | 2023 (in P'000) | 2022 (in P'000) |
|--|----------------------|----------------------|
| A. ASSETS (A.1 + A.2 + A.3 + A.4 + A.5 + A.6 + A.7 + A.8 + A.9 + A.10) | 3,483,724 | 3,869,927 |
| A.1 Current Assets (A.1.1 + A.1.2 + A.1.3 + A.1.4 + A.1.5) | 3,483,724 | 3,869,927 |
| A.1.1 Cash and cash equivalents (A.1.1.1 + A.1.1.2 + A.1.1.3) | 67,821 | 195,235 |
| A.1.1.1 On hand | | |
| A.1.1.2 In domestic banks/entities | 67,821 | 195,235 |
| A.1.1.3 In foreign banks/entities | | |
| A.1.2 Trade and Other Receivables (A.1.2.1 + A.1.2.2) | - | - |
| A.1.2.1 Due from domestic entities (A.1.2.1.1 + A.1.2.1.2 + A.1.2.1.3 + A.1.2.1.4) | - | - |
| A.1.2.1.1 Due from customers (trade) | | |
| A.1.2.1.2 Due from related parties | | |
| A.1.2.1.3 Others, specify (A.1.2.1.3.1 + A.1.2.1.3.2) | - | - |
| A.1.2.1.3.1 | | |
| A.1.2.1.3.2 | | |
| A.1.2.1.4 Allowance for doubtful accounts (negative entry) | | |
| A.1.2.2 Due from foreign entities, specify (A.1.2.2.1 + A.1.2.2.2 + A.1.2.2.3 + A.1.2.2.4) | - | - |
| A.1.2.2.1 | | |
| A.1.2.2.2 | | |
| A.1.2.2.3 | | |
| A.1.2.2.4 Allowance for doubtful accounts (negative entry) | | |
| A.1.3 Inventories (A.1.3.1 + A.1.3.2 + A.1.3.3 + A.1.3.4 + A.1.3.5 + A.1.3.6) | - | - |
| A.1.3.1 Raw materials and supplies | | |
| A.1.3.2 Goods in process (including unfinished goods, growing crops, unfinished seeds) | | |
| A.1.3.3 Finished goods | | |
| A.1.3.4 Merchandise/Goods in transit | | |
| A.1.3.5 Unbilled Services (in case of service providers) | | |
| A.1.3.6 Others, specify (A.1.3.6.1 + A.1.3.6.2) | - | - |
| A.1.3.6.1 | | |
| A.1.3.6.2 | | |
| A.1.4 Financial Assets other than Cash/Receivables/Equity investments (A.1.4.1 + A.1.4.2 + A.1.4.3 + A.1.4.4 + A.1.4.5 + A.1.4.6) | 3,400,234 | 3,579,060 |
| A.1.4.1 Financial Assets at Fair Value through Profit or Loss - issued by domestic entities: (A.1.4.1.1 + A.1.4.1.2 + A.1.4.1.3 + A.1.4.1.4 + A.1.4.1.5) | 3,400,234 | 3,579,060 |
| A.1.4.1.1 National Government | 80,452 | 114,994 |
| A.1.4.1.2 Public Financial Institutions | - | 91,671 |
| A.1.4.1.3 Public Non-Financial Institutions | - | - |
| A.1.4.1.4 Private Financial Institutions | | |
| A.1.4.1.5 Private Non-Financial Institutions | 3,319,782 | 3,372,396 |
| A.1.4.2 Held to Maturity Investments- issued by domestic entities: (A.1.4.2.1 + A.1.4.2.2 + A.1.4.2.3 + A.1.4.2.4 + A.1.4.2.5) | - | - |
| A.1.4.2.1 National Government | | |
| A.1.4.2.2 Public Financial Institutions | | |
| A.1.4.2.3 Public Non-Financial Institutions | | |
| A.1.4.2.4 Private Financial Institutions | | |
| A.1.4.2.5 Private Non-Financial Institutions | | |

NOTE:

This special form is applicable to Investment Companies and Publicly-held Companies (enumerated in Section 17.2 of the Securities Regulation Code (SRC), except banks and insurance companies). As a supplemental form to PHFS, it shall be used for reporting Consolidated Financial Statements of Parent corporations and their subsidiaries.

Domestic corporations are those which are incorporated under Philippine laws or branches/subsidiaries of foreign corporations that are licensed to do business in the Philippines where the center of economic interest or activity is within the Philippines. On the other hand, foreign corporations are those that are incorporated abroad, including branches of Philippine corporations operating abroad.

Financial Institutions are corporations principally engaged in financial intermediation, facilitating financial intermediation, or auxiliary financial services. Non-Financial institutions refer to corporations that are primarily engaged in the production of market goods and non-financial services.

SPECIAL FORM FOR FINANCIAL STATEMENTS OF PUBLICLY-HELD AND INVESTMENT COMPANIES

NAME OF CORPORATION: PHILAM STRATEGIC GROWTH FUND, INC.
CURRENT ADDRESS: 17/F PHILAM LIFE HEAD OFFICE, NET LIMA BLDG., 5TH AVE. COR. 26TH ST., BGC, TAGUIG 1634 PHILIPPINES
TEL. NO.: (632) 521-6300 FAX NO.: (632) 528-5093

COMPANY TYPE: INVESTMENT COMPANY - MUTUAL FUND PSIC: _____
If these are based on consolidated financial statements, please so indicate in the caption.

Table 1. Balance Sheet

| FINANCIAL DATA | 2023 (in P'000) | 2022 (in P'000) |
|---|----------------------|----------------------|
| A.1.4.3 Loans and Receivables - issued by domestic entities: (A.1.4.3.1 + A.1.4.3.2 + A.1.4.3.3 + A.1.4.3.4 + A.1.4.3.5) | - | - |
| A.1.4.3.1 National Government | | |
| A.1.4.3.2 Public Financial Institutions | | |
| A.1.4.3.3 Public Non-Financial Institutions | | |
| A.1.4.3.4 Private Financial Institutions | | |
| A.1.4.3.5 Private Non-Financial Institutions | | |
| A.1.4.4 Available-for-sale financial assets - issued by domestic entities: (A.1.4.4.1 + A.1.4.4.2 + A.1.4.4.3 + A.1.4.4.4 + A.1.4.4.5) | - | - |
| A.1.4.4.1 National Government | | |
| A.1.4.4.2 Public Financial Institutions | | |
| A.1.4.4.3 Public Non-Financial Institutions | | |
| A.1.4.4.4 Private Financial Institutions | | |
| A.1.4.4.5 Private Non-Financial Institutions | | |
| A.1.4.5 Financial Assets issued by foreign entities: (A.1.4.5.1+A.1.4.5.2+A.1.4.5.3+A.1.4.5.4) | - | - |
| A.1.4.5.1 Financial Assets at fair value through profit or loss | | |
| A.1.4.5.2 Held-to-maturity investments | | |
| A.1.4.5.3 Loans and Receivables | | |
| A.1.4.5.4 Available-for-sale financial assets | | |
| A.1.4.6 Allowance for decline in market value (negative entry) | | |
| A.1.5 Other Current Assets (state separately material items) (A.1.5.1 + A.1.5.2 + A.1.5.3) | 15,669 | 95,632 |
| A.1.5.1 Other assets | 8,768 | 10,587 |
| A.1.5.2 Other financial assets at amortized cost | 6,901 | 85,045 |
| A.1.5.3 Investment securities at amortized cost | - | - |
| A.2 Property, plant, and equipment (A.2.1 + A.2.2 + A.2.3 + A.2.4 + A.2.5 + A.2.6 + A.2.7+ A.2.8) | - | - |
| A.2.1 Land | | |
| A.2.2 Building and improvements including leasehold improvement | | |
| A.2.3 Machinery and equipment (on hand and in transit) | | |
| A.2.4 Transportation/motor vehicles, automotive equipment, autos and trucks, and delivery equipment | | |
| A.2.5 Others, specify (A.2.5.1 + A.2.5.2 + A.2.5.3 + A.2.5.4 + A.2.5.5) | - | - |
| A.2.5.1 Property, or equipment used for education purposes | | |
| A.2.5.2 Construction in progress | | |
| A.2.5.3 | | |
| A.2.5.4 | | |
| A.2.5.5 | | |
| A.2.6 Appraisal increase, specify (A.2.6.1 + A.2.6.2 + A.2.6.3 + A.2.6.4 + A.2.6.5) | - | - |
| A.2.6.1 | | |
| A.2.6.2 | | |
| A.2.6.3 | | |
| A.2.6.4 | | |
| A.2.6.5 | | |
| A.2.7 Accumulated Depreciation (negative entry) | | |
| A.2.8 Impairment Loss or Reversal (if loss, negative entry) | | |
| A.3 Investments accounted for using the equity method (A.3.1 + A.3.2 + A.3.3 + A.3.4) | - | - |
| A.3.1 Equity in domestic subsidiaries/affiliates | | |
| A.3.2 Equity in foreign branches/subsidiaries/affiliates | | |
| A.3.3 Others, specify (A.3.3.1 + A.3.3.2 + A.3.3.3 + A.3.3.4 + A.3.3.5) | - | - |
| A.3.3.1 | | |
| A.3.3.2 | | |
| A.3.3.3 | | |
| A.3.3.4 | | |
| A.3.3.5 | | |
| A.4 Investment Property | | |
| A.5 Biological Assets | | |
| A.6 Intangible Assets | - | - |
| A.6.1 Major item/s, specify (A.6.1.1 + A.6.1.2) | - | - |
| A.6.1.1 | | |
| A.6.1.2 | | |
| A.6.2 Others, specify (A.6.2.1 + A.6.2.2) | - | - |
| A.6.2.1 | | |
| A.6.2.2 | | |
| A.7 Assets Classified as Held for Sale | | |
| A.8 Assets included in Disposal Groups Classified as Held for Sale | | |

SPECIAL FORM FOR CONSOLIDATED FINANCIAL STATEMENTS OF PUBLICLY-HELD AND INVESTMENT COMPANIES

NAME OF CORPORATION: PHILAM STRATEGIC GROWTH FUND, INC.
CURRENT ADDRESS: 17/F PHILAM LIFE HEAD OFFICE, NET LIMA BLDG., 5TH AVE. COR. 26TH ST., BGC, TAGUIG 1634 PHILIPPINES
TEL. NO.: (632) 521-6300 FAX NO.: (632) 528-5093
COMPANY TYPE: INVESTMENT COMPANY - MUTUAL FUND PSIC: _____
If these are based on consolidated financial statements, please so indicate in the caption.

Table 1. Balance Sheet

| FINANCIAL DATA | 2023 (in P'000) | 2022 (in P'000) |
|--|----------------------|----------------------|
| A.9 Long-term receivables (net of current portion) (A.9.1 + A.9.2 + A.9.3) | - | - |
| A.9.1 From domestic entities, specify (A.9.1.1 + A.9.1.2 + A.9.1.3) | - | - |
| A.9.1.1 | | |
| A.9.1.2 | | |
| A.9.1.3 | | |
| A.9.2 From foreign entities, specify (A.9.2.1 + A.9.2.2 + A.9.2.3) | - | - |
| A.9.2.1 | | |
| A.9.2.2 | | |
| A.9.2.3 | | |
| A.9.3 Allowance for doubtful accounts, net of current portion (negative entry) | | |
| A.10 Other Assets (A.10.1 + A.10.2 + A.10.3 + A.10.4 + A.10.5) | - | - |
| A.10.1 Deferred charges - net of amortization | | |
| A.10.2 Deferred Income Tax | | |
| A.10.3 Advance/Miscellaneous deposits | | |
| A.10.4 Others, specify (A.10.4.1 + A.10.4.2 + A.10.4.3 + A.10.4.4 + A.10.4.5) | - | - |
| A.10.4.1 | | |
| A.10.4.2 | | |
| A.10.4.3 | | |
| A.10.4.4 | | |
| A.10.4.5 | | |
| A.10.5 Allowance for write-down of deferred charges/bad accounts (negative entry) | | |
| B. LIABILITIES (B.1 + B.2 + B.3 + B.4 + B.5) | 28,398 | 70,909 |
| B.1 Current Liabilities (B.1.1 + B.1.2 + B.1.3 + B.1.4 + B.1.5 + B.1.6 + B.1.7) | 28,398 | 70,909 |
| B.1.1 Trade and Other Payables to Domestic Entities (B.1.1.1 + B.1.1.2 + B.1.1.3 + B.1.1.4 + B.1.1.5 + B.1.1.6) | 28,398 | 70,909 |
| B.1.1.1 Loans/Notes Payables | | |
| B.1.1.2 Trade Payables | - | - |
| B.1.1.3 Payables to Related Parties | 16 | 5,597 |
| B.1.1.4 Advances from Directors, Officers, Employees and Principal Stockholders | | |
| B.1.1.5 Accruals, specify material items (B.1.1.5.1 + B.1.1.5.2 + B.1.1.5.3) | 26,073 | 65,240 |
| B.1.1.5.1 Accrued Expenses | 26,073 | 65,240 |
| B.1.1.5.2 | | |
| B.1.1.5.3 | | |
| B.1.1.6 Others, specify (B.1.1.6.1 + B.1.1.6.2 + B.1.1.6.3) | 2,309 | 72 |
| B.1.1.6.1 Accounts Payable | 2,309 | 72 |
| B.1.1.6.2 | | |
| B.1.1.6.3 | | |
| B.1.2 Trade and Other Payables to Foreign Entities (specify) (B.1.2.1 + B.1.2.2 + B.1.2.3) | - | - |
| B.1.2.1 Deposit for share subscription | - | - |
| B.1.2.2 | | |
| B.1.2.3 | | |
| B.1.3 Provisions | | |
| B.1.4 Financial Liabilities (excluding Trade and Other Payables and Provisions) (B.1.4.1 + B.1.4.2 + B.1.4.3 + B.1.4.4 + B.1.4.5) | - | - |
| B.1.4.1 | | |
| B.1.4.2 | | |
| B.1.4.3 | | |
| B.1.4.4 | | |
| B.1.4.5 | | |
| B.1.5 Liabilities for Current Tax | | |
| B.1.6 Deferred Tax Liabilities | | |
| B.1.7 Others, specify (If material, state separately; indicate if the item is payable to public/private or financial/non-financial institutions) (B.1.7.1 + B.1.7.2 + B.1.7.3 + B.1.7.4 + B.1.7.5 + B.1.7.6) | - | - |
| B.1.7.1 Dividends declared and not paid at balance sheet date | | |
| B.1.7.2 Acceptances Payable | | |
| B.1.7.3 Liabilities under Trust Receipts | | |
| B.1.7.4 Portion of Long-term Debt Due within one year | | |
| B.1.7.5 Deferred Income | | |
| B.1.7.6 Any other current liability in excess of 5% of Total Current Liabilities, specify: | - | - |
| B.1.7.6.1 | | |
| B.1.7.6.2 | | |
| B.1.7.6.3 | | |

SPECIAL FORM FOR FINANCIAL STATEMENTS OF PUBLICLY-HELD AND INVESTMENT COMPANIES

NAME OF CORPORATION: PHILAM STRATEGIC GROWTH FUND, INC.

CURRENT ADDRESS: 17/F PHILAM LIFE HEAD OFFICE, NET LIMA BLDG., 5TH AVE. COR. 26TH ST., BGC, TAGUIG 1634 PHILIPPINES

TEL. NO.: (632) 521-6300 FAX NO.: (632) 528-5093

COMPANY TYPE: INVESTMENT COMPANY - MUTUAL FUND

PSIC: _____

If these are based on consolidated financial statements, please so indicate in the caption.

Table 1. Balance Sheet

| FINANCIAL DATA | | 2023 (in P'000) | 2022 (in P'000) |
|---|--|----------------------|----------------------|
| B.2 Long-term Debt - Non-current Interest-bearing Liabilities (B.2.1 + B.2.2 + B.2.3 + B.2.4 + B.2.5) | | - | - |
| B.2.1 Domestic Public Financial Institutions | | | |
| B.2.2 Domestic Public Non-Financial Institutions | | | |
| B.2.3 Domestic Private Financial Institutions | | | |
| B.2.4 Domestic Private Non-Financial Institutions | | | |
| B.2.5 Foreign Financial Institutions | | | |
| B.3 Indebtedness to Affiliates and Related Parties (Non-Current) | | | |
| B.4 Liabilities Included in the Disposal Groups Classified as Held for Sale | | | |
| B.5 Other Liabilities (B.5.1 + B.5.2) | | - | - |
| B.5.1 Deferred Tax | | | |
| B.5.2 Others, specify (B.5.2.1 + B.5.2.2 + B.5.2.3 + B.5.2.4 + B.5.2.5) | | - | - |
| B.5.2.1 | | | |
| B.5.2.2 | | | |
| B.5.2.3 | | | |
| B.5.2.4 | | | |
| B.5.2.5 | | | |
| C. EQUITY (C.3 + C.4 + C.5 + C.6 + C.7 + C.8 + C.9+C.10) | | 3,455,326 | 3,799,018 |
| C.1 Authorized Capital Stock (no. of shares, par value and total value; show details) (C.1.1+C.1.2+C.1.3) | | 6,173,722 | 6,173,722 |
| C.1.1 Common shares | 61,737,224 shares, Php100 par value | 6,173,722 | 6,173,722 |
| C.1.2 Preferred Shares | | | |
| C.1.3 Others | | | |
| C.2 Subscribed Capital Stock (no. of shares, par value and total value) (C.2.1 + C.2.2 + C.2.3) | | 772,774 | 854,887 |
| C.2.1 Common shares | (7,727,744 shares in 2023 and 8,548,868 in 2022) | 772,774 | 854,887 |
| C.2.2 Preferred Shares | | | |
| C.2.3 Others | | | |
| C.3 Paid-up Capital Stock (C.3.1 + C.3.2) | | 772,774 | 854,887 |
| C.3.1 Common shares | (7,727,744 shares in 2023 and 8,548,868 in 2022) | 772,774 | 854,887 |
| C.3.2 Preferred Shares | | | |
| C.4 Additional Paid-in Capital / Capital in excess of par value / Paid-in Surplus | | 5,587,356 | 5,869,955 |
| C.5 Minority Interest | | | |
| C.6 Others, specify (C.6.1 + C.6.2 + C.6.3) | | - | - |
| C.6.1 Reserve for fluctuation on AFS securities | | | |
| C.6.2 Deposit for future subscriptions | | - | - |
| C.6.3 | | | |
| C.7 Appraisal Surplus/Revaluation Increment in Property/Revaluation Surplus | | | |
| C.8 Retained Earnings (C.8.1 + C.8.2) | | (2,904,804) | (2,925,824) |
| C.8.1 Appropriated | | | |
| C.8.2 Unappropriated | | (2,904,804) | (2,925,824) |
| C.9 Head / Home Office Account (for Foreign Branches only) | | | |
| C.10 Cost of Stocks Held in Treasury (negative entry) | | | |
| TOTAL LIABILITIES AND EQUITY (B + C) | | 3,483,724 | 3,869,927 |

SPECIAL FORM FOR FINANCIAL STATEMENTS OF PUBLICLY-HELD AND INVESTMENT COMPANIES

NAME OF CORPORATION: PHILAM STRATEGIC GROWTH FUND, INC.
CURRENT ADDRESS: 17/F PHILAM LIFE HEAD OFFICE, NET LIMA BLDG., 5TH AVE. COR. 26TH ST., BGC, TAGUIG 1634 PHILIPPINES
TEL. NO.: (632) 521-6300 FAX NO.: (632) 528-5093
COMPANY TYPE: INVESTMENT COMPANY - MUTUAL FUND PSIC: _____

If these are based on consolidated financial statements, please so indicate in the caption.

Table 2. Income Statement

| FINANCIAL DATA | 2023 (in P'000) | 2022 (in P'000) | 2021 (in P'000) |
|---|----------------------|----------------------|----------------------|
| A. REVENUE / INCOME (A.1 + A.2 + A.3) | 102,795 | 507,912 | 830,063 |
| A.1 Net Sales or Revenue / Receipts from Operations (manufacturing, mining, utilities, trade, services, etc.) (from Primary Activity) | | | |
| A.2 Share in the Profit or Loss of Associates and Joint Ventures accounted for | | | |
| A.3 Other Revenue (A.3.1 + A.3.2 + A.3.3 + A.3.4 + A.3.5) | 11,258 | - | 265,910 |
| A.3.1 Rental Income from Land and Buildings | | | |
| A.3.2 Receipts from Sale of Merchandise (trading) (from Secondary Activity) | | | |
| A.3.3 Sale of Real Estate or other Property and Equipment | | | |
| A.3.4 Royalties, Franchise Fees, Copyrights (books, films, records, etc.) | | | |
| A.3.5 Others, specify (A.3.5.1 + A.3.5.2 + A.3.5.3 + A.3.5.4 + A.3.5.5 + A.3.5.6 + A.3.5.7 + A.3.5.8) | 11,258 | - | 265,910 |
| A.3.5.1 Fair value gains (losses), net | | | |
| A.3.5.2 Income from financial assets at FVPL, net | 11,258 | - | 265,910 |
| A.3.5.3 | | | |
| A.3.5.4 | | | |
| A.3.5.5 | | | |
| A.3.5.6 | | | |
| A.3.5.7 | | | |
| A.3.5.8 | | | |
| A.4 Other Income (non-operating) (A.4.1 + A.4.2 + A.4.3 + A.4.4) | 91,537 | 507,912 | 564,153 |
| A.4.1 Interest Income | 8,961 | 6,582 | 2,160 |
| A.4.2 Dividend Income | 82,486 | 501,200 | 561,861 |
| A.4.3 Gain / (Loss) from selling of Assets, specify (A.4.3.1 + A.4.3.2 + A.4.3.3 + A.4.3.4) | - | - | - |
| A.4.3.1 | | | |
| A.4.3.2 | | | |
| A.4.3.3 | | | |
| A.4.3.4 | | | |
| A.4.4 Others, specify (A.4.4.1 + A.4.4.2 + A.4.4.3 + A.4.4.4) | 90 | 130 | 132 |
| A.4.4.1 Other Income (Loss) | 90 | 130 | 132 |
| A.4.4.2 | | | |
| A.4.4.3 | | | |
| A.4.4.4 | | | |
| B. COST OF GOODS SOLD (B.1 + B.2 + B.3) | - | - | - |
| B.1 Cost of Goods Manufactured (B.1.1 + B.1.2 + B.1.3 + B.1.4 + B.1.5) | - | - | - |
| B.1.1 Direct Material Used | | | |
| B.1.2 Direct Labor | | | |
| B.1.3 Other Manufacturing Cost / Overhead | | | |
| B.1.4 Goods in Process, Beginning | | | |
| B.1.5 Goods in Process, End (negative entry) | | | |
| B.2 Finished Goods, Beginning | | | |
| B.3 Finished Goods, End (negative entry) | | | |
| C. COST OF SALES (C.1 + C.2 + C.3) | - | - | - |
| C.1 Purchases | | | |
| C.2 Merchandise Inventory, Beginning | | | |
| C.3 Merchandise Inventory, End (negative entry) | | | |
| D. GROSS PROFIT (A - B - C) | 102,795 | 507,912 | 830,063 |

NOTE: Pursuant to SRC Rule 68.1 (as amended in Nov. 2005), for fiscal years ending December 31, 2005 up to November 30, 2006, a comparative format of only two (2) years may be filed to give temporary relief for covered companies as the more complex PFRSs will be applied for the first time in these year end periods. After these first time applications, the requirement of three (3) year comparatives shall resume for year end reports beginning December 31, 2006 and onwards.

SPECIAL FORM FOR FINANCIAL STATEMENTS OF PUBLICLY-HELD AND INVESTMENT COMPANIES

NAME OF CORPORATION: PHILAM STRATEGIC GROWTH FUND, INC.

CURRENT ADDRESS: 17/F PHILAM LIFE HEAD OFFICE, NET LIMA BLDG., 5TH AVE. COR. 26TH ST., BGC, TAGUIG 1634 PHILIPPINES

TEL. NO.: (632) 521-6300

FAX NO.: (632) 528-5093

COMPANY TYPE : INVESTMENT COMPANY - MUTUAL FUND

PSIC: _____

If these are based on consolidated financial statements, please so indicate in the caption.

Table 2. Income Statement

| FINANCIAL DATA | 2023 (in P'000) | 2022 (in P'000) | 2021 (in P'000) |
|---|----------------------|----------------------|----------------------|
| E. OPERATING EXPENSES (E.1 + E.2 + E.3 + E.4) | 79,381 | 4,796,369 | 745,235 |
| E.1 Selling or Marketing Expenses | | | |
| E.2 Administrative Expenses | | | |
| E.3 General Expenses | 79,381 | 4,796,369 | 745,235 |
| E.4 Other Expenses, specify (E.4.1 + E.4.2 + E.4.3 + E.4.4 + E.4.5 + E.4.6 + E.4.7 + E.4.8 + E.4.9 + E.4.10) | - | - | - |
| E.4.1 Fair value losses, net | | | |
| E.4.2 Losses from financial assets at FVTPL, net | - | - | - |
| E.4.3 | | | |
| E.4.4 | | | |
| E.4.5 | | | |
| E.4.6 | | | |
| E.4.7 | | | |
| E.4.8 | | | |
| E.4.9 | | | |
| E.4.10 | | | |
| F. FINANCE COSTS (F.1 + F.2 + F.3 + F.4 + F.5) | - | - | - |
| F.1 Interest on Short-Term Promissory Notes | | | |
| F.2 Interest on Long-Term Promissory Notes | | | |
| F.3 Interest on bonds, mortgages and other long-term loans | | | |
| F.4 Amortization | | | |
| F.5 Other interests, specify (F.5.1 + F.5.2 + F.5.3 + F.5.4 + F.5.5) | - | - | - |
| F.5.1 | | | |
| F.5.2 | | | |
| F.5.3 | | | |
| F.5.4 | | | |
| F.5.5 | | | |
| G. NET INCOME (LOSS) BEFORE TAX (D - E - F) | 23,414 | (4,288,457) | 84,828 |
| H. INCOME TAX EXPENSE (negative entry) | 2,394 | 7,599 | 11,401 |
| I. INCOME (LOSS) AFTER TAX | 21,020 | (4,296,056) | 73,427 |
| J. Amount of (i) Post-Tax Profit or Loss of Discontinued Operations; and (ii) Post-Tax Gain or Loss Recognized on the Measurement of Fair Value less Cost to Sell or on the Disposal of the Assets or Disposal Group(s) constituting the Discontinued Operation (if any) | | | |
| J.1 Reserve for fluctuation on available for sale | | | |
| J.2 | | | |
| K. PROFIT OR LOSS ATTRIBUTABLE TO MINORITY INTEREST | | | |
| L PROFIT OR LOSS ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT | 21,020 | (4,296,056) | 73,427 |
| M. EARNINGS (LOSS) PER SHARE | 2.5700 | (95.3400) | 1.0300 |
| M.1 Basic | 2.5700 | (95.3400) | 1.0300 |
| M.2 Diluted | | | |

SPECIAL FORM FOR FINANCIAL STATEMENTS OF PUBLICLY-HELD AND INVESTMENT COMPANIES

NAME OF CORPORATION: PHILAM STRATEGIC GROWTH FUND, INC.

CURRENT ADDRESS: 17/F PHILAM LIFE HEAD OFFICE, NET LIMA BLDG., 5TH AVE. COR. 26TH ST., BGC, TAGUIG 1634 PHILIPPINES

TEL. NO.: (632) 521-6300

FAX NO.: (632) 528-5093

COMPANY TYPE : INVESTMENT COMPANY - MUTUAL FUND

PSIC: _____

If these are based on consolidated financial statements, please so indicate in the caption.

Table 3. Cash Flow Statements

| FINANCIAL DATA | 2023 (in P'000) | 2022 (in P'000) | 2021 (in P'000) |
|---|----------------------|----------------------|----------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net Income (Loss) Before Tax and Extraordinary Items | 23,414 | (4,288,457) | (4,288,457) |
| Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities | | | |
| Depreciation | | | |
| Amortization, specify Premium amortization on available-for-sale financial assets | | | |
| Others, specify: | | | |
| Interest Income | (8,961) | (6,582) | (2,160) |
| Dividend Income | (82,486) | (501,200) | (561,861) |
| Interest Received | 9,026 | 6,499 | 2,160 |
| Dividends Received | 159,343 | 434,280 | 561,050 |
| Loss from financial assets at FVTPL, net | (11,258) | 4,333,727 | (265,910) |
| Write-down of Property, Plant, and Equipment | | | |
| Changes in Assets and Liabilities: | | | |
| Decrease (Increase) in: | | | |
| Financial assets at fair value through profit or loss | 190,084 | 26,975,882 | (1,410,250) |
| 0 | | | |
| 0 | | | |
| Other assets | 1,754 | (4,105) | (8,794) |
| Investment at amortized cost | | | - |
| Other financial assts at amortized cost | 1,287 | 22,826 | 250,284 |
| Increase (Decrease) in: | | | |
| Accounts payable and accrued expenses | (36,930) | (78,314) | (115,186) |
| Due to fund manager | (5,581) | (40,820) | (3,423) |
| Others, specify: Income taxes paid | (2,394) | (7,599) | (10,527) |
| | | | |
| A. Net Cash Provided by (Used in) Operating Activities (sum of above rows) | 237,298 | 26,846,137 | (1,479,789) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| (Increase) Decrease in Long-Term Receivables | | | |
| (Increase) Decrease in Investment | | | |
| Reductions/(Additions) to Property, Plant, and Equipment | | | |
| Others, specify | | | |
| | | | |
| B. Net Cash Provided by (Used in) Investing Activities (sum of above rows) | - | - | - |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Proceeds from: | | | |
| Loans | | | |
| Long-term Debt | | | |
| Issuance of Securities | | | |
| Others, specify: Proceeds from issuance of shares | 29,821 | 696,044 | 743,999 |
| Payments for shares redeemed | (394,533) | (27,870,544) | (743,999) |
| Proceeds from deposit for share subscriptions | - | - | 1,367,138 |
| Payments of: | | | |
| (Loans) | | | |
| (Long-term Debt) | | | |
| (Stock Subscriptions) | | | |
| Others, specify (negative entry): | | | |
| | | | |
| | | | |
| C. Net Cash Provided by (Used in) Financing Activities (sum of above rows) | (364,712) | (27,174,500) | 1,367,138 |
| NET INCREASE IN CASH AND CASH EQUIVALENTS (A + B + C) | (127,414) | (328,363) | (112,651) |
| Cash and Cash Equivalents | | | |
| Beginning of year | 195,235 | 523,598 | 636,249 |
| End of year | 67,821 | 195,235 | 523,598 |

NOTE: Pursuant to SRC Rule 68.1 (as amended in Nov. 2005), for fiscal years ending December 31, 2005 up to November 30, 2006, a comparative format of only two (2) years may be filed to give temporary relief for covered companies as the more complex PFRSs will be applied for the first time in these year end periods. After these first time applications, the requirement of three (3) year comparatives shall resume for year end reports beginning December 31, 2006 and onwards.

SPECIAL FORM FOR FINANCIAL STATEMENTS OF PUBLICLY-HELD AND INVESTMENT COMPANIES

NAME OF CORPORATION: PHILAM STRATEGIC GROWTH FUND, INC.

CURRENT ADDRESS: 17/F PHILAM LIFE HEAD OFFICE, NET LIMA BLDG., 5TH AVE. COR. 26TH ST., BGC, TAGUIG 1634 PHILIPPINES

TEL. NO.: (632) 521-6300

FAX NO.: 0

COMPANY TYPE: INVESTMENT COMPANY - MUTUAL FUND

PSIC: _____

If these are based on consolidated financial statements, please so indicate in the caption.

Table 4. Statement of Changes in Equity

| FINANCIAL DATA | (Amount in P'000) | | | | | | |
|---|-------------------|----------------------------|---|-----------------------------------|-------------------------|-------------------|--------------|
| | Capital Stock | Additional Paid-in Capital | Reserve for fluctuation on AFS securities | Deposits for future subscriptions | Translation Differences | Retained Earnings | TOTAL |
| A. Balance, 2021 | 6,173,722 | 22,806,081 | - | 4,919,539 | - | 1,370,232 | 35,269,574 |
| A.1 Correction of Error(s) | | | | | | | - |
| A.2 Changes in Accounting Policy | | | | | | | - |
| B. Restated Balance | | | | | | | - |
| C. Surplus | | | | | | | - |
| C.1 Surplus (Deficit) on Revaluation of Properties | | | | | | | - |
| C.2 Surplus (Deficit) on Revaluation of Investments | | | | | | | - |
| C.3 Currency Translation Differences | | | | | | | - |
| C.4 Other Surplus (specify) | | | | | | | - |
| C.4.1 | | | | | | | - |
| C.4.2 | | | | | | | - |
| C.4.3 | | | | | | | - |
| C.4.4 | | | | | | | - |
| C.4.5 | | | | | | | - |
| D. Net Income (Loss) for the Period | | | | | | (4,296,056) | (4,296,056) |
| E. Dividends (negative entry) | | | | | | | - |
| F. Appropriation for (specify) | | | | | | | - |
| F.1 | | | | | | | - |
| F.2 | | | | | | | - |
| F.3 | | | | | | | - |
| F.4 | | | | | | | - |
| F.5 | | | | | | | - |
| G. Issuance of Capital Stock | | | | | | | - |
| G.1 Issuance of Shares | 147,339 | 548,705 | | (4,919,539) | | | 696,044 |
| G.2 Redemption of Shares | (5,466,174) | (17,484,831) | | | | | (27,870,544) |
| G.3 Deposits for Future Subscriptions | | | | - | | | - |
| H. Balance, 2022 | 854,887 | 5,869,955 | - | - | - | (2,925,824) | 3,799,018 |
| H.1 Correction of Error (s) | | | | | | | - |
| H.2 Changes in Accounting Policy | | | | | | | - |
| I. Restated Balance | | | | | | | - |
| J. Surplus | | | | | | | - |
| J.1 Surplus (Deficit) on Revaluation of Properties | | | | | | | - |
| J.2 Surplus (Deficit) on Revaluation of Investments | | | | | | | - |
| J.3 Currency Translation Differences | | | | | | | - |
| J.4 Other Surplus (specify) | | | | | | | - |
| J.4.1 Impact of PFRS 9 adoption | | | | | | | - |
| J.4.2 | | | | | | | - |
| J.4.3 | | | | | | | - |
| J.4.4 | | | | | | | - |
| J.4.5 | | | | | | | - |
| K. Net Income (Loss) for the Period | | | | | | 21,020 | 21,020 |
| L. Dividends (negative entry) | | | | | | | - |
| M. Appropriation for (specify) | | | | | | | - |
| M.1 | | | | | | | - |
| M.2 | | | | | | | - |
| M.3 | | | | | | | - |
| M.4 | | | | | | | - |
| M.5 | | | | | | | - |
| N. Issuance of Capital Stock | | | | | | | - |
| N.1 Issuance of Shares | 7,033 | 22,788 | | | | | 29,821 |
| N.2 Redemption of Shares | (89,146) | (305,387) | | | | | (394,533) |
| N.3 Deposits for Future Subscriptions | | | | - | | | - |
| O. Balance, 2023 | 772,774 | 5,587,356 | - | - | - | (2,904,804) | 3,455,326 |

Table 4a. Statement of Recognized Gains and Losses

| FINANCIAL DATA | (Amount in P'000) | | |
|--|-------------------|-------------|--------|
| | 2023 | 2022 | 2021 |
| A. Surplus (Deficit) on Revaluation of Properties | | | |
| B. Surplus (Deficit) on Revaluation of Investments | | | |
| C. Exchange Differences on Translation of the Financial Statements of Foreign Entities | | | |
| D. Net Gains (Losses) not recognized in the Income Statement | | | |
| E. Net Income for the Period | 21,020 | (4,296,056) | 73,427 |
| Total Recognized Gains (Losses) (A + B + C + D + E) | 21,020 | (4,296,056) | 73,427 |
| Effect of Changes in Accounting Policy | | | |

PHILAM STRATEGIC GROWTH FUND INC.
ATTACHMENT TO FINANCIAL STATEMENTS
(All amounts in thousands of Philippine Peso)

SCHEDULE A

Total investment in a single enterprise to NAV

TOTAL ASSETS- January 1 to December 31, 2023 **3,483,724**
NET ASSET VALUE- January 1 to December 31, 2023 **3,455,326**

| Security Name | Shares/Par | Total Market Value | Percentage to Total Asset | Percentage to Net Asset Value | Outstanding Securities of an Investee Co. | Percentage to Outstanding Securities of an Investee Co. |
|---|------------|--------------------|---------------------------|-------------------------------|---|---|
| FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS: | | | | | | |
| GOVERNMENT SECURITIES | | | | | | |
| FXTN PIBD0325D270 4.25% DUE 07APR2025 | 1,200 | 1,192 | 0.03% | 0.03% | 70,096,000 | 0.00% |
| GB R7-61 PHY6972HAL07 5.75% DUE ON 12APR2025 | 6,000 | 6,064 | 0.17% | 0.18% | 96,513,000 | 0.01% |
| GB R512 PHY6972HDG84 6.25% DUE ON 12MAR2024 | 12,590 | 12,638 | 0.36% | 0.37% | 235,916,440 | 0.01% |
| GB R513 PIID0525H130 2.625% 12AUG2025 | 62,930 | 60,558 | 1.74% | 1.75% | 516,340,790 | 0.01% |
| TOTAL GOVERNMENT SECURITIES | | 80,452 | | | | |
| EQUITIES: | | | | | | |
| BDO UNIBANK, INC. - Common Shares | 2,416 | 315,297 | 9.05% | 9.12% | 682,779,107 | 0.05% |
| BANK OF THE PHIL ISLANDS - Common Shares | 2,556 | 265,328 | 7.62% | 7.68% | 545,379,173 | 0.05% |
| METROPOLITAN BANK & TRUST COMPANY - Common Shares | 2,788 | 143,018 | 4.11% | 4.14% | 240,611,732 | 0.06% |
| AYALA CORPORATION - Common Shares | 352 | 239,998 | 6.89% | 6.95% | 439,753,368 | 0.05% |
| ABOITIZ EQUITY VENTURES, INC. - Common Shares | 2,404 | 107,229 | 3.08% | 3.10% | 277,898,406 | 0.04% |
| DMCI HOLDINGS, INC. - Common Shares | 2,000 | 19,540 | 0.56% | 0.57% | 132,774,700 | 0.01% |
| GT CAPITAL HOLDINGS, INC. - Common Shares | 100 | 59,043 | 1.69% | 1.71% | 129,601,321 | 0.05% |
| JG SUMMIT HOLDINGS, INC. - Common Shares | 3,454 | 131,763 | 3.78% | 3.81% | 304,599,838 | 0.04% |
| SM INVESTMENTS CORPORATION - Common Shares | 539 | 469,694 | 13.48% | 13.59% | 1,085,767,754 | 0.04% |
| AC Energy Corporation - Common Shares | 4,294 | 18,808 | 0.54% | 0.54% | 169,819,250 | 0.01% |
| MANILA ELECTRIC COMPANY "A" - Common Shares | 264 | 105,502 | 3.03% | 3.05% | 440,695,594 | 0.02% |
| CENTURY PACIFIC FOOD, INC. | 2 | 63 | 0.00% | 0.00% | 108,570,226 | 0.00% |
| JOLLIBEE FOODS CORPORATION - Common Shares | 546 | 137,366 | 3.94% | 3.98% | 283,113,571 | 0.05% |
| Monde Nissin Corporation - Common Shares | 4,601 | 38,553 | 1.11% | 1.12% | 155,608,176 | 0.02% |
| UNIVERSAL ROBINA CORPORATION - Common Shares | 1,180 | 139,524 | 4.01% | 4.04% | 265,210,118 | 0.05% |
| SEMIRARA MINING & POWER CORPORATION. - Common | 898 | 27,165 | 0.78% | 0.79% | 127,303,901 | 0.02% |
| AYALA LAND, INC. - Common Shares | 8,001 | 275,642 | 7.91% | 7.98% | 514,010,845 | 0.05% |
| SM PRIME HOLDINGS, INC.- Common Shares | 10,923 | 359,378 | 10.32% | 10.40% | 971,786,147 | 0.04% |
| BLOOMBERRY RESORTS CORPORATION | 1,000 | 9,840 | 0.28% | 0.28% | 117,046,970 | 0.01% |
| PUREGOLD PRICE CLUB, INC. - Common Shares | 240 | 6,456 | 0.19% | 0.19% | 78,339,743 | 0.01% |
| Wilcon Depot, Inc. | 300 | 6,262 | 0.18% | 0.18% | 95,113,599 | 0.01% |
| GLOBE TELECOM, INC. - Common Shares | 55 | 95,285 | 2.74% | 2.76% | 248,505,885 | 0.04% |
| PLDT COMPANY - Common Shares | 92 | 117,222 | 3.36% | 3.39% | 275,687,169 | 0.04% |
| INTL CONTAINER TRMNL SRVCS, INC. - Common Shares | 939 | 231,807 | 6.65% | 6.71% | 504,745,969 | 0.05% |
| TOTAL EQUITIES | | 3,319,782 | | | | |
| TOTAL FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS: | | 3,400,234 | | | | |

INVESTMENT IN SEMI LIQUID/ LIQUID INVESTMENTS:

| | | | |
|---------------------------|----------------|--------------|--------------|
| CASH AND CASH EQUIVALENTS | 67,821 | 1.95% | 1.96% |
| GOVERNMENT SECURITIES | 80,452 | 2.31% | 2.33% |
| TOTAL | 148,273 | 4.26% | 4.29% |

NO BORROWINGS FOR THE QUARTER

TOTAL OPERATING EXPENSES

AVERAGE DAILY NET ASSET VALUE - January 1 to December 31, 2023 **3,612,124**

| NATURE OF EXPENSES | AMOUNT | PERCENTAGE TO NET ASSET VALUE |
|------------------------|---------------|-------------------------------|
| Management fees | 73,290 | 2.03% |
| Fees and other charges | 3,977 | 0.11% |
| Taxes and licenses | 769 | 0.02% |
| Others | 1,345 | 0.04% |
| TOTAL | 79,381 | 2.30% |

PHILAM STRATEGIC GROWTH FUND INC.
ATTACHMENT TO FINANCIAL STATEMENTS
(All amounts in thousands of Philippine Peso)

SCHEDULE A

Total investment in a single enterprise to NAV

TOTAL ASSETS- January 1 to December 31, 2022 **3,869,927**
NET ASSET VALUE- January 1 to December 31, 2022 **3,799,018**

| Security Name | Shares/Par | Total Market Value | Percentage to Total Asset | Percentage to Net Asset Value |
|---|------------|--------------------|---------------------------|-------------------------------|
| FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS: | | | | |
| GOVERNMENT SECURITIES | | | | |
| FXTN PIBD0325D270 4.25% DUE 07APR2025 | 1,200 | 1,170 | 0.03% | 0.03% |
| GB R3-10 PIID0323B101 4.375% DUE ON 11FEB2023 | 35,960 | 36,189 | 0.94% | 0.95% |
| GB R512 PHY6972HDG84 6.25% DUE ON 12MAR2024 | 12,590 | 12,663 | 0.33% | 0.33% |
| GB R513 PIID0525H130 2.625% 12AUG2025 | 62,930 | 58,936 | 1.52% | 1.55% |
| GB R7-61 PHY6972HAL07 5.75% DUE ON 12APR2025 | 6,000 | 6,037 | 0.16% | 0.16% |
| TOTAL GOVERNMENT SECURITIES | | 114,994 | | |
| EQUITIES: | | | | |
| BDO UNIBANK, INC. - Common Shares | 2,474 | 261,509 | 6.76% | 6.88% |
| BANK OF THE PHIL ISLANDS - Common Shares | 3,116 | 317,846 | 8.21% | 8.37% |
| METROPOLITAN BANK & TRUST COMPANY - Common Shares | 2,065 | 111,536 | 2.88% | 2.94% |
| AYALA CORPORATION - Common Shares | 376 | 261,146 | 6.75% | 6.87% |
| ABOITIZ EQUITY VENTURES, INC. - Common Shares | 2,404 | 138,725 | 3.58% | 3.65% |
| GT CAPITAL HOLDINGS, INC - Common Shares | 190 | 82,638 | 2.14% | 2.18% |
| JG SUMMIT HOLDINGS, INC. - Common Shares | 2,279 | 114,624 | 2.96% | 3.02% |
| SM INVESTMENTS CORPORATION - Common Shares | 541 | 486,576 | 12.57% | 12.81% |
| MANILA ELECTRIC COMPANY "A" - Common Shares | 303 | 90,601 | 2.34% | 2.38% |
| CENTURY PACIFIC FOOD, INC. | 1,402 | 36,173 | 0.93% | 0.95% |
| JOLLIBEE FOODS CORPORATION - Common Shares | 512 | 117,738 | 3.04% | 3.10% |
| UNIVERSAL ROBINA CORPORATION - Common Shares | 1,290 | 175,469 | 4.53% | 4.62% |
| AYALA LAND, INC. - Common Shares | 8,351 | 257,218 | 6.65% | 6.77% |
| SM PRIME HOLDINGS, INC.- Common Shares | 11,367 | 403,516 | 10.43% | 10.62% |
| Wilcon Depot, Inc. | 3,021 | 89,119 | 2.30% | 2.35% |
| GLOBE TELECOM, INC. - Common Shares | 52 | 114,119 | 2.95% | 3.00% |
| PLDT COMPANY - Common Shares | 58 | 75,735 | 1.96% | 1.99% |
| INT'L CONTAINER TRMNL SRVCS, INC. - Common Shares | 1,191 | 238,108 | 6.15% | 6.27% |
| TOTAL EQUITIES | | 3,372,396 | | |
| UNIT INVESTMENT TRUST FUND | | | | |
| Investment in PHILAM MANAGED INCOME FUND, INC. | 69,458 | 91,671 | 2.37% | 2.41% |
| TOTAL UNIT INVESTMENT TRUST FUND | | 91,671 | | |
| TOTAL FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS: | | 3,579,060 | | |

INVESTMENT IN SEMI LIQUID/ LIQUID INVESTMENTS:

CASH AND CASH EQUIVALENTS 195,235 5.04% 5.14%
GOVERNMENT SECURITIES 114,994 2.97% 3.03%

NO BORROWINGS FOR THE QUARTER

TOTAL OPERATING EXPENSES

AVERAGE DAILY NET ASSET VALUE - January 1 to December 31, 2022 **21,025,589**

| NATURE OF EXPENSES | AMOUNT | PERCENTAGE TO NET ASSET VALUE |
|------------------------|----------------|-------------------------------|
| Management fees | 429,453 | 2.04% |
| Fees and other charges | 26,347 | 0.13% |
| Taxes and licenses | 5,567 | 0.03% |
| Others | 1,275 | 0.01% |
| TOTAL | 462,642 | 2.20% |

Philam Strategic Growth Fund Inc.
Financial Statement Ratios

| | January 1 to December 31, 2023 | January 1 to December 31, 2022 |
|------------------------------|--------------------------------|--------------------------------|
| Current Asset | 3,483,724 | 3,869,928 |
| Current Liabilities | 28,398 | 70,909 |
| Current /Liquidity Ratio | 122.67 | 54.58 |
| Total Liabilities | 28,398 | 70,909 |
| Total Equity | 3,455,326 | 3,799,019 |
| Debt-to-Equity Ratio | 0.0082 | 0.0187 |
| Total Assets | 3,483,724 | 3,869,928 |
| Total Equity | 3,455,326 | 3,799,019 |
| Asset-to-Equity Ratio | 1.01 | 1.02 |
| Earnings Before Income Tax | 23,414 | (4,288,457) |
| Interest Expense | - | - |
| Interest Rate Coverage Ratio | n.a. | n.a. |
| Net Income | 21,020 | (4,296,056) |
| Total Equity | 3,455,326 | 3,799,019 |
| Return on Equity | 0.0061 | (1.1308) |

PHILAM STRATEGIC GROWTH FUND, INC.
MANUAL ON CORPORATE GOVERNANCE
(Revised July 2020)

Philam Strategic Growth Fund, Inc.

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ARTICLE 1: CORPORATE GOVERNANCE PHILOSOPHY

The Board of Directors of the Philam Strategic Growth Fund, Inc. (the “Fund”), working closely with the Fund’s Investment Manager, and in compliance with the recommendations by the Securities and Exchange Commission (“SEC”),¹ hereby commit itself to the principles and best practices contained in this Manual (“Manual”), and acknowledge that the same shall guide the attainment of the Fund’s corporate goals.

This Manual shall institutionalize the principles of good corporate governance in the entire organization.

The Board of Directors and Shareholders believe that corporate governance is a necessary component of what constitutes sound strategic business management and will, therefore, undertake every effort necessary to create awareness within the organization as soon as possible. Compliance with the principles of good corporate governance starts with the Board of Directors.

ARTICLE 2: DEFINITION OF TERMS

1. **Affiliate** – an entity that holds directly or indirectly at least ten percent (10%) or more of the total number of issued shares in the Fund, Fund Manager, or vice versa, or have a common Shareholder that holds directly or indirectly 10% or more of the total number of the issued share capital of the Fund or the Fund Manager.
2. **Annual Corporate Governance Report** – or “ACGR” is a comprehensive report containing all of the Fund’s pertinent corporate governance information.
3. **Audio Conferencing** – a conference in which people at different locations speak to each other via telephone or Internet connections.
4. **Corporate Governance** – the system of stewardship and control to guide organizations in fulfilling their long-term economic, moral, legal and social obligations thereby creating sustainable value for its Shareholders, Stakeholders, and the nation.

Corporate governance is a system of direction, feedback and control using regulations, performance standards and ethical guidelines to hold the Board of Directors and Senior Management accountable for ensuring ethical behavior and reconciling long-term customer satisfaction with Shareholder value to the benefit of all Stakeholders and the society.

5. **Board of Directors** – or the “Board” is the governing body elected by the Shareholders that exercises the corporate powers of the Fund, conducts all its business, and controls its properties.
6. **Board Risk Oversight Committee** – or the “BRO” is a committee responsible for the oversight of the Fund’s Enterprise Risk Management System to ensure its functionality and effectiveness.
7. **Computer Conferencing** – is teleconferencing supported by one or more computers.
8. **Enterprise Risk Management** – or “ERM” is a process, effected by the Board of Directors, Management and other personnel, applied in strategy setting and across the enterprise that is designed to identify potential events that may affect the entity, manage risks to be within

¹ SEC Memorandum Circular No. 24; series of 2019 on the Manual of Corporate Governance for Public Companies and Registered Issuers

its risk appetite, and provide reasonable assurance regarding the achievement of entity objectives. ERM is integral to an effective corporate governance process and the achievement of a company's value creation objectives.

9. **Management** – a group of Executives given the authority by the Board of Directors to implement the policies it has laid down in the conduct of the business of the Fund;
10. **Manual on Corporate Governance** – or “MCG” is a reference document containing all the policies, programs, and procedures that would ensure transparency and better protection of Shareholders and Stakeholders.
11. **Independent Director** – a person who is independent of Management and the controlling Shareholder, and is free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a Director;
12. **Executive Director** – or “ED” is a Director who has executive responsibility of day-to-day operations of a part or the whole of the Fund;
13. **Non-executive Director** – or “NED” is a Director who has no executive responsibility and does not perform any work related to the day-to-day operations of the Fund;
14. **Internal control** – a process designed and effected by the Board of Directors, Senior Management, and all levels of personnel to provide reasonable assurance on the achievement of objectives through efficient and effective operations; reliable, complete and timely financial and management of corporate information; and compliance with applicable laws, regulations and the organization's policies and procedures.
15. **Independent Oversight Entity or Committee** – or “IOE” is an impartial entity or committee tasked to monitor the transactions and functions carried out by the Fund Manager.²
16. **Related parties** – covers the Fund's Directors, Officers, substantial Shareholders and their spouses and relatives within the fourth civil degree of consanguinity or affinity, legitimate or common-law, and other persons if these persons have control, joint control or Significant Influence over the Fund. It also covers the Fund's parent, subsidiary, fellow subsidiary, associate, affiliate, joint venture or an entity that is controlled, jointly controlled or significantly influenced or managed by a person who is a related party.
17. **Related Party Transactions** – or “RPT” is a transfer of resources, services or obligations between a reporting entity and related party, regardless of whether a price is charged. It shall be interpreted broadly to include not only transactions that are entered into with related parties, but also outstanding transactions that are entered with an unrelated party that subsequently becomes a related party;
18. **Remote Communication** – the transfer of data between two or more devices not located at the same site³.
19. **Significant Influence** – the power to participate in the financial and operating policy decisions of the Fund but has no control or joint control of those policies

² SEC Memorandum Circular No. 21; series of 2019 on the Rules on the Appointment of Independent Oversight Entity, Independent Net Asset Value Calculation, Qualifications of Key Officers of Fund Managers, and Liquidation of Assets and Winding Up of Investment Companies

³ SEC Memorandum Circular No. 6; series of 2020 on the Guidelines on the Attendance and Participation of Directors, Trustees, Stockholders, Members, and Other Persons of Corporations in Regular and Special Meetings Through Teleconferencing, Video Conferencing and Other Remote or Electronic Means of Communication

20. **Stakeholders** – any individual, organization or society at large who can either affect and/or be affected by the Fund’s strategies, policies, business decisions and operations, in general. This includes, among others, non-proprietary certificate holders, customers, creditors, employees, suppliers, investors, as well as the government and the community in which the Fund operates.
21. **Teleconferencing** – the holding of a conference among people remote from one another by means of telecommunication devices such as telephone or computer terminals. It refers to an interactive group communication between three (3) or more people in two (2) or more locations through an electronic medium. In general terms, teleconferencing can bring people together under one roof even though they are separated by hundred miles.
22. **Videoconferencing** – the holding of a conference among people in remote locations by means of transmitted audio and video signals.

ARTICLE 3: RULES OF INTERPRETATION

All references to the masculine gender in the salient provisions of this Manual shall likewise cover the feminine gender.

All doubts or questions that may arise in the interpretation or application of this Manual shall be resolved in favor of promoting transparency, accountability and fairness to the Shareholders and investors of the Fund.

ARTICLE 4: BOARD GOVERNANCE

The Board is primarily responsible for the governance of the Fund. Corollary to setting the policies for the accomplishment of the corporate objectives, it shall provide an independent check on Management. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions, and responsibilities.

It must ensure the Fund’s ability to satisfy the needs of its customers, sustain its leadership and competitiveness, and uphold its reputation in order to maintain the Fund’s long-term success and viability as a business entity. Its mandate consists of setting the strategic business directions of the Fund, appointing its Senior Executive Officers, approving all major strategies and policies, overseeing all major risk-taking activities, monitoring the financial results, and generating a reasonable investment return to Shareholders.

Directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Fund and all Shareholders and all other Stakeholders.

A) Composition of the Board

The Board shall be composed of Directors with a collective working knowledge, experience or expertise that is relevant to the Fund’s industry/sector. The Board shall always ensure that it has an appropriate mix of competence and expertise and that its members remain qualified for their positions individually and collectively, to enable it to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction

The Fund as covered by this Manual shall have at least two (2) IDs or such number of Independent Directors that constitutes twenty percent (20%) of the members of the Board, whichever is lesser, but in no case less than two (2).

The membership of the Board may be a combination of EDs and NEDs, which include IDs, in order that no Director or small group of Directors can dominate the decision-making process.

NEDs shall not concurrently serve as Directors to more than ten (10) public companies and/or registered issuers. However, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers if the NED also sits in at least three (3) publicly-listed companies. NEDs shall possess such qualifications and stature that would enable them to effectively participate in the deliberations of the Board.

There shall be diversity in the composition of the Board in order to avoid groupthink and ensure that optimal decision-making is achieved and the efficiency of collective problem solving within such group

B) The Chairperson and Chief Executive Officer / President

The Board shall be headed by a competent and qualified Chairperson (“Chair”).

The roles of Chair and Chief Executive Officer (“CEO”) shall, as much as practicable, be separate to foster an appropriate balance of power, increased accountability, and better capacity for independent decision-making by the Board. A clear delineation of functions shall be made between the Chair and CEO upon their election.

If the positions of Chair and CEO are unified, the proper checks and balances shall be laid down to ensure that the Board gets the benefit of independent views and perspectives.

The Board shall designate a lead director among the IDs if the Chairperson of the Board is not independent, including if the positions of the Chair and CEO or its equivalent are held by one (1) person.

The duties and responsibilities of the Chair in relation to the Board may include, among others, the following:

1. Makes certain that the meeting’s agenda focuses on strategic matters, including the overall risks appetite of the Fund, taking into account the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations;
2. Guarantees that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions;
3. Facilitates discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual Directors;
4. Ensures that the Board sufficiently challenges and inquires on reports submitted and representations made by Management;
5. Assures the conduct of proper orientation for first-time Directors and continuing training opportunities for all Directors; and
6. Makes sure that performance of the Board is evaluated at least once a year and discussed or followed up on if necessary.

C) Qualifications of Directors

In addition to the qualifications for membership in the Board provided for in the Revised Corporation Code (“RCC”)⁴, the Securities Regulation Code (“SRC”), and other relevant laws, a Director must have the following additional qualifications:

1. Holds at least PhP 5,000.00 worth of shares at cost of stock of the Fund;
2. At least twenty-five (25) years old;
3. At least a college graduate or its equivalent or adequate competence and understanding of the fundamentals of doing business or membership in good standing in relevant industry, and membership in business or professional organizations or sufficient experience and competence in managing a business to substitute for such formal education;
4. Possesses integrity, probity and shall be diligent and assiduous in the performance of his functions;
5. Has adequate physical health and mental stamina to withstand the rigors of his responsibilities;
6. Has no potential conflict of time and attention due to competing Officerships, Directorships, or memberships in other companies/Funds;
7. Has attended or will attend an accredited corporate governance seminar, as required by the SEC;
8. Possesses no disqualifications as provided for in the RCC, Bangko Sentral ng Pilipinas (“BSP”) Circulars, and SEC rules and regulations;
9. Has practical understanding of the business of the Fund;
10. A member in good standing in relevant industry, business, or professional organizations; and
11. Has previous business experience.

D) Qualifications of Independent Directors

The IDs shall possess a good general understanding of the industry that the Fund engages in, qualifications and stature that would enable them to effectively and objectively participate in the deliberations of the Board.

An ID refers to a person who:

1. Shall not or has not been a Senior Officer or employee of the Fund unless there has been a change in the controlling ownership therein;
2. Is not, and has not been in the two (2) years immediately preceding the election, a director of the Fund; a Director, Officer, employee of the Fund's subsidiaries, associates, affiliates or related companies; or a director, Officer, employee of the Fund's substantial Shareholders and its related companies;

⁴ Republic Act No. 11232 or the Revised Corporation Code of 2018

3. Has not been appointed in the Fund, its subsidiaries, associates, affiliates or related companies as Chairperson "Emeritus," "Ex-Officio" Director/Officer of any Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities within two (2) years immediately preceding his election;
4. Is not an owner of more than two percent (2%) of the outstanding shares of the Fund, its subsidiaries, associates, affiliates, or related companies;
5. Is not a relative of a director, Officer, or substantial Shareholder of the Fund or any of its related companies or of any of its substantial Shareholders;
6. For this purpose, relatives include spouse, parent, child, brother, sister and the spouse of such child, brother or sister; and
7. Is not acting as a nominee or representative of any Director of the Fund or any of its Related Companies.

Related companies, as used in this section, refer to:

1. The Fund's holding/parent company;
2. Its subsidiaries; and
3. Subsidiaries of its holding/parent company.

IDs shall serve for a maximum cumulative term of nine (9) years. After which, the ID shall be perpetually barred from reelection as such, but may continue to qualify for nomination and election as a non-independent director.

In the instance that Fund seeks to retain an ID who has served for nine (9) years, the Board shall provide meritorious justification and seek Shareholders approval during the annual Shareholders' meeting.

E) Disqualification of Directors

1. Permanent Disqualification

The following shall be grounds for the permanent disqualification of a Director:

1. Any person convicted by final judgment or order by a competent judicial or administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the SRC; (b) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures SEC merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;
2. Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the SEC or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as Director or Officer of a bank, quasibank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in subparagraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities. The disqualification shall also apply if such person is currently the

- subject of an order of the SEC or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the RCC, SRC, or any other law administered by the SEC or BSP, or under any rule or regulation issued by the SEC or BSP, or has otherwise been restrained to engage in any activity involving securities and banking; or such person is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization;
3. Any person convicted by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, *estafa*, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;
 4. Any person who has been adjudged by final judgment or order of the SEC, court, or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Fund Code, Securities Regulation Manual or any other law administered by the SEC or BSP, or any of its rule, regulation or order;
 5. Any person judicially declared as insolvent;
 6. Any person found guilty by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct similar to any of the acts, violations, or misconduct enumerated above;
 7. Conviction by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the RCC and SRC committed within five (5) years prior to the date of his election or appointment; and
 8. Other grounds as the SEC may provide pursuant to the provisions of the RCC, SRC, and other related laws.

2. Temporary Disqualification

The Board may provide for the temporary disqualification of a Director for any of the following reasons:

1. Refusal to comply with the disclosure requirements of the SRC and its implementing rules and regulations. The disqualification shall be in effect as long as the refusal persists;
2. Absence in more than fifty percent (50%) of all regular and special meetings of the Board during his incumbency, or any twelve (12) month period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. The disqualification shall apply for purposes of the succeeding election;
3. Dismissal or termination for cause as Director of any publicly-listed company, public company, registered issuer of securities and holder of a secondary license from the SEC. The disqualification shall be in effect until he has cleared himself from any involvement in the cause that gave rise to his dismissal, termination, or removal;
4. If the beneficial equity ownership of an ID in the Fund or its affiliates exceeds two percent (2%) of its subscribed capital stock. The disqualification from being elected as an ID shall be lifted if the limit is later complied with; and

5. If any of the judgments or orders cited in the grounds for permanent disqualification has not yet become final.

A temporarily disqualified Director shall, within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.

F) Nomination of Directors

The Board shall have a formal and transparent board nomination and election process that shall include how it accepts nominations from its Shareholders and reviews the qualifications of nominated candidates ("Candidates"). The process shall be assessed according to its effectiveness in the proper nomination, election, or replacement/removal of a Director. The process shall be aligned with the strategic direction of the Fund.

1. Process of Nomination

1. All Shareholders, regardless of their shareholdings, shall have the right to nominate, elect, remove and replace Directors and vote on certain corporate acts in accordance with the RCC.
2. The Nomination Committee itself may likewise identify and recommend qualified individuals for nomination and election to the Board. For this purpose, the Committee may make use of professional search firms or other External sources of Candidates to search for qualified Candidates to the Board.
3. All written nominations for election of Directors by the Shareholders are to be received by the Nominations Committee not later than the date prescribed by law, rules, and regulations or at such earlier or later date as the Board of Directors may fix before the date of the next annual meeting of the Shareholders. All recommendations shall be signed by the nominating Shareholders together with the written acceptance and conformity of the would-be nominees. No nominee shall qualify to be elected as Director unless this requirement is complied with.
4. The Committee shall screen and shortlist qualified individuals for election as Directors to ensure that only those that possess all the qualifications and none of the disqualifications from Directorship as provided in the Fund's By-Laws, this Manual and relevant laws, rules and regulations may be elected to the Board.
5. In case of a vacancy in the Board other than removal of a Director or expiration of term, the Committee shall determine and identify the qualified nominee and recommend to the Board, if the remaining Directors still constitute a quorum, to elect such qualified nominee to fill the vacancy.
6. The Committee shall prepare a final list of qualified nominees, recommend for final approval of the Board such final list, and recommend to the Shareholders the qualified nominees included in the final list for election in the annual meeting of Shareholders.
7. The final list of Candidates shall contain all the information about all the nominees and shall be made available to the SEC and to all Shareholders through the filing and distribution of the Information Statement, or in such other reports the Fund is required to submit to SEC. The name of the person or group of persons who recommended the nomination of the Director shall also be identified in such report including any relationship with the nominee.

8. Only nominees whose names appear on the final list of Candidates shall be eligible for election as a Director. No other nominations shall be entertained after the final list of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual annual Shareholders' meeting.
9. The aforementioned process and requirements shall also apply to nominations for IDs.

G) Responsibilities, Duties and Functions of the Board

It shall likewise be the Board's responsibility to foster the long-term success of the Fund and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interests of the Fund, its Shareholders, and Stakeholders.

The Board shall formulate the Fund's vision, mission, and strategic objectives that shall guide the Investment Manager's activities, including the means to effectively monitor the latter's performance.

To ensure a high standard of best practices for the Fund, its Shareholders and its Stakeholders, the Board, in close coordination with the Fund's duly registered Investment Manager, shall conduct itself with honesty and integrity in the performance of, among others, the following duties and functions:

1. Act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Fund and all Shareholders and all other Stakeholders;
2. Oversee the development of and approve the Fund's business and strategy, and monitor its implementation, in order to sustain the company's long-term viability and strength;
3. Ensure and adopt an effective succession planning program for Directors, key Officers, and Management to ensure the continuous and consistent growth of the Fund. This should include adopting a retirement policy for Directors and key Officers;
4. Align the remuneration of key Officers and Board members with the long-term interests of the Fund. In doing so, it should formulate and adopt a policy specifying the relationship between remuneration and performance;
5. Install a process of selection to ensure a mix of competent Directors and Officers who can add value and contribute independent judgment to the formulation of sound corporate strategies;
6. Appoint competent, professional, honest and highly-motivated management Officers;
7. Ensure that the Fund complies with all relevant laws, regulations and codes of best business practices;
8. Establish and maintain an investor relations program that will keep the Shareholders informed of important developments in the Fund. If feasible, the Fund's President or Treasurer shall exercise oversight responsibility over this program;
9. Identify the Fund's major and other Stakeholders and formulate a clear policy on communicating or relating with them through an effective investor-relations program;
10. Ensure that the Fund has an adequate internal control system with proper checks and balances, to be carried out by its management directly or through its duly appointed Investment Manager;

11. Identify key risk areas and key performance indicators and monitor these factors with due diligence to enable its duly appointed Investment Manager to anticipate and prepare for possible threats to its operational and financial viability;
12. Constitute an Audit Committee and such other Committees it deems necessary to assist the Board in the performance of its duties and responsibilities;
13. Establish and maintain an alternative dispute resolution system in the Fund that can amicably settle conflicts or differences between the Fund and its Shareholders, and the Fund and third parties, including the regulatory authorities;
14. Properly discharge Board functions by meeting regularly. Independent views during Board meetings shall be given due consideration and all such meetings shall be duly recorded in the minutes;
15. Keep Board authority within the powers of the Fund as prescribed in the Articles of Incorporation, By-Laws, and existing laws, rules and regulations;
16. Appoint a Compliance Officer who shall have the rank of at least Senior Vice President or an equivalent position with adequate stature and authority in the Fund;
17. Conduct an annual self-assessment of its performance, including the performance of the Chair, individual members and Committees;
18. Establish a system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual Directors, Committees and such system should allow for a feedback mechanism from the Shareholders;
19. Adopt a Code of Business Conduct and Ethics ("Code of Ethics"), which would provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the Board. The Code of Ethics shall be properly disseminated to all the members of the Board and be made available to the public through the Fund's website;
20. Ensure the proper and efficient implementation and monitoring of compliance with the Code of Ethics; and
21. Approve the selection and assessing the performance of the Management led by the CEO or his equivalent, and control functions led by their respective heads of the internal audit, compliance and risk functions, as may be applicable.

H) Specific Duties and Responsibilities of Directors

A Director's office is one of trust and confidence. A Director shall act in the best interest of the Fund in a manner characterized by transparency, accountability and fairness. He shall also exercise leadership, prudence and integrity in directing the Fund towards sustained progress.

A Director shall observe the following norms of conduct:

1. To conduct fair business transactions with the Fund and to ensure that personal interest does not bias Board decisions and does not conflict with the interest of the Fund;
2. To devote time and attention necessary to properly and effectively perform his duties and responsibilities;
3. To act judiciously;

4. To exercise independent judgment;
5. To have a working knowledge of the statutory and regulatory requirements affecting the Fund, including the contents of its Articles of Incorporation and By-Laws, the rules and regulations of the SEC, and where applicable, the requirements of other regulatory agencies;
6. To observe confidentiality;
7. To ensure the continuing soundness, effectiveness, and adequacy of the Fund's internal control environment;
8. Notify the Board before accepting a directorship in another company; and
9. To fully disclose his adverse interest, abstain from taking part in the deliberations for the same and recuse from voting on the approval of the transaction in case there is material or potential interest in any transaction affecting the Fund.

I) Specific Duties and Responsibilities of Non-Executive Directors

The NEDs shall have separate periodic meetings with the External Auditor and heads of the internal audit, compliance and risk functions, without any EDs present to ensure that proper checks and balances are in place within the corporation. The meetings should be chaired by the lead ID director, if applicable.

J) Orientation and Continuing Training Program

An orientation program and annual continuing training for first-time Directors shall be in place to promote effective Board performance and continuing qualification of the Directors in carrying out their duties and responsibilities. The orientation program ensures that new Directors are appropriately apprised of their duties and responsibilities, before beginning their directorships, and throughout their tenure. The orientation program shall cover SEC-mandated topics on corporate governance and shall include an introduction to the Fund's business, Articles of Incorporation and By-Laws, and Code of Ethics. The orientation program shall be for at least eight (8) hours.

The annual continuing training program shall ensure that Directors are continuously informed of the developments in the business and regulatory environments, including emerging risks relevant to the Fund. The training can be on any matter relevant to the Fund, which may include training on audit, internal controls, risk management, sustainability, and strategy. Training for corporate governance shall be conducted by SEC-accredited institutional training providers. The annual continuing training shall be for at least four (4) hours.

K) Internal Control Responsibilities of the Board

The control environment of the Fund consists of:

1. The Board which ensures that the Fund is properly and effectively managed and supervised;
2. Management that actively manages and operates the Fund in a sound and prudent manner;

3. The organizational and procedural controls supported by effective management information and risk management reporting systems; and
4. An independent audit mechanism to monitor the adequacy and effectiveness of the Fund's governance, operations, and information systems, including the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations, the safeguarding of assets, and compliance with laws, rules, regulations, and contracts.

The minimum internal control mechanisms for the performance of the Board's oversight responsibility includes:

1. The definition of the duties and responsibilities of the CEO/President who is ultimately accountable for the Fund's organizational and operational controls; and
2. The selection of the person who possesses the ability, integrity, and expertise essential for the position of CEO/President;

L) Board Meetings and Quorum Requirement

The members of the Board shall attend and actively participate in its regular and special meetings in person or through teleconferencing, computer conferencing, audio conferencing, video conferencing, and other remote or electronic means of communication conducted in accordance with the rules and regulations of the SEC⁵, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent them from doing so.

In Board and Committee meetings, the Directors shall review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations.

The IDs shall always attend Board meetings. Unless otherwise provided in the By-Laws, their absence shall not affect the quorum requirement. However, the Board may, to promote transparency, require the presence of at least one (1) ID in all its meetings.

To monitor the Directors' compliance with the attendance requirements, the Fund shall submit to the SEC, on or before January 30 of the following year, a sworn certification on the Directors' record of attendance in Board meetings. The certification may be submitted through SEC Form 17-C or in a separate filing.

M) Remuneration of Directors and Officers

The levels of remuneration of the Fund shall be sufficient to be able to attract and retain the services of qualified and competent Directors and Officers. The Board shall align the remuneration of key Officers and Board members with the long-term interests of the Fund.

The Board shall have a formal and transparent procedure for the development of a policy on executive remuneration or determination of remuneration levels for individual Directors and Officers depending on the particular needs of the Fund.

No Director shall participate in the determination of his own per diem or compensation.

⁵ SEC Memorandum Circular No. 6; series of 2020 on the Guidelines on the Attendance and Participation of Directors, Trustees, Stockholders, Members, and Other Persons of Corporations in Regular and Special Meetings Through Teleconferencing, Video Conferencing and Other Remote or Electronic Means of Communication

The Fund's annual reports and information and proxy statements shall include a clear, concise and understandable disclosure of all fixed and variable compensation that may be paid, directly or indirectly, to its Directors and top four (4) management Officers during the preceding fiscal year.

To protect the Fund, the SEC may, in exceptional cases, e.g., when a Fund is under receivership or rehabilitation, regulate the payment of the compensation, allowances, fees and fringe benefits to its Directors and Officers.

ARTICLE 5: BOARD COMMITTEES

The Board may carry out its various responsibilities through Committees that shall be set up to support the effective performance of the Board's functions.

The Committees shall be composed only of Board members.

All Committees shall have Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, resources and other relevant information. The Charters should provide the standards for evaluating the performance of the Committees and its members.

A) Nomination Committee

The Board shall create a Nomination Committee which shall consist of at least three (3) members of the Board, one of whom must be an ID.

Duties and Responsibilities of the Nomination Committee

1. Determine the nomination and election process for the Directors and defines the general profile of Board members that the Fund may need, and ensures that appropriate knowledge, competencies and expertise that complement the existing skills of the Board are adopted as standards and criteria for nomination and election;
2. Establishes a formal and transparent procedure for determining the remuneration of Directors and Officers that is consistent with the Fund's culture and business strategy as well as the business environment in which it operates.
3. Assess the effectiveness of the Board's processes and procedures in the election or replacement of Directors;
4. In consultation with the Executive or Management Committees, re-define the role, duties and responsibilities of the CEO/President by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance at all times.
5. Consider the following guidelines in the determination of Directorship in the Board:
 1. The nature of the business of the Fund;
 2. Age of the Director;
 3. Number of Directorships and active memberships and Officerships in other Funds or organizations; and

4. Possible conflict of interest.

B) Audit Committee

The Board should establish an Audit Committee to enhance its oversight capability over the Fund's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.

The Committee shall be composed of at least three (3) appropriately qualified NEDs, the majority of whom, including the Chair, shall be IDs. All of the members of the Committee must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing, and finance. The Chair of the Committee shall not be the Chair of the Board or of any other committees.

In order to ensure independence and prevent conflict of interest, the members of the Audit Committee shall not be allowed to hold interlocking directorships in other entities involved in the operation of the Fund such as the Fund Manager, Fund Distributor, Fund Advisor, Transfer Agent, and Custodian.

Duties and Responsibilities of the Audit Committee

1. Ensure a reliable and strong internal audit control system with the duly appointed / registered Investment Manager's own internal corporate set-up. A well-designed internal audit control system provides a system of checks and balances in order to:
 1. Safeguard the Fund's resources and ensure their effective utilization;
 2. Prevent occurrence of fraud and other irregularities;
 3. Protect the accuracy and reliability of the company's financial data; and
 4. Ensure compliance with applicable laws and regulations;
2. Monitor Management's responsiveness to the internal auditor's findings and recommendations;
3. Prior to the commencement of the audit, discuss with the External Auditor the nature, scope and expenses of the audit, and ensures the proper coordination if more than one (1) audit firm is involved in the activity to identify proper coverage and minimize duplication of efforts;
4. Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid and the corporation's overall consultancy expenses. The Audit Committee shall disallow any non-audit work that will conflict with the duties of an External Auditor or may pose a threat to his independence. The non-audit work, if allowed, shall be disclosed in the Fund's Annual Report and ACGR;
5. Review and approve the Interim and Annual Financial Statements before their submission to the Board, with particular focus on the following matters:
 1. Any change/s in accounting policies and practices;
 2. Areas where a significant amount of judgment has been exercised;
 3. Significant adjustments resulting from the audit;

4. Going concern assumptions;
 5. Compliance with accounting standards; and
 6. Compliance with tax, legal and regulatory requirements;
6. Review the recommendations in the External Auditor's management letter;
 7. Perform oversight functions over the Fund's Internal and External Auditors and ensures their independence and unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions taking into consideration relevant Philippine professional and regulatory requirements;
 8. Coordinate, monitor and facilitate compliance with laws, rules and regulations;
 9. Recommend to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the SEC, who undertakes an independent audit of the corporation, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the Shareholders;
 10. Evaluate on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, the Related Party Registry is updated to capture subsequent changes in relationships with counterparties from non-related to related and vice versa;
 11. Perform the functions of the IOE Committee, as provided under, in the absence thereof;
 12. Perform the functions of the Corporate Governance Committee, as provided under, in the absence thereof;
 13. Perform the functions of the RPT Committee, as provided under, in the absence thereof;
 14. Perform the functions of the BRO Committee, as provided under, in the absence thereof; and
 15. Meets internally and with the Board at least once every quarter without the presence of the CEO/President or other Management team members, and periodically meets with the head of the Independent Audit.

C) Independent Oversight Committee

The Fund shall perform oversight over its Fund Manager. Pursuant to this, the Audit Committee shall also function as an impartial Committee or IOE, as recommended by SEC regulation⁶, to monitor the transactions and functions carried out by the Fund Manager.

Duties and Responsibilities of the Independent Oversight Committee

1. Exercise care and diligence when monitoring the transactions and functions of the Fund Manager;
2. Oversee the transactions and functions of the Fund Manager to ensure compliance with the disclosures made in the Registration Statement, prospectus, the ICA, SRC, and their

⁶ SEC Memorandum Circular No. 21; series of 2019 on the Rules on the Appointment of Independent Oversight Entity, Independent Net Asset Value Calculation, Qualifications or Key Officers of Fund Managers, and Liquidation of Assets and Winding Up of Investment Companies

implementing rules and regulations. For cross-border offerings or transactions, in addition to the abovementioned, oversee the transactions of the Fund Manager in order to ensure that it also complies with the standards and requirements of bilateral or multilateral agreements allowing cross-border offerings and transactions that the Philippines is a party to;

3. Oversee the subscription and redemption of shares or units facilitated by the Fund Manager and to approve the request of the Fund Manager in the case of suspension of redemption of shares or units whenever necessary for the protection of investors subject to the rules on Suspension of Redemption provided under Rule 10.4 of the ICA implementing rules and regulations;
4. Oversee the activities of the Fund Manager in order to ensure that it complies with the rules on investment restrictions and limitations, liquidity requirements, and other regulations involving the operationalization of the investment objectives, investment policy or strategy of the Fund;
5. Oversee the transactions of the Fund Manager to ensure that delegation will not result in unnecessary fees to be paid by the Fund and ensure that it will not delegate its function to the extent that it becomes a letter box such as when it no longer has the power to take decisions in the implementation of the investment policy and strategies nor retain the suitable process to monitor, control the activities and evaluate the performance of the delegatee;
6. If, in the reasonable opinion of the IOE, the Fund Manager has not complied with any of the laws, rules or regulations applicable to the Fund, and/or it failed to report to the SEC the said non-compliance, notify the SEC of its opinion, including particulars of the non-compliance, not later than five (5) business days after forming the opinion or upon knowledge of the non-compliance. The notification shall be done by filing an SEC Form 17-C. It shall notify, without delay, the members of the Board of its opinion so that the Board can apprise the Fund Manager of the said non-compliance and address any resulting breach;
7. Report to the SEC any act of the Fund Manager, which in its opinion may be detrimental to the interests of the shareholders even if the said act is not in violation of any law, rule or regulation, not later than five (5) business days from knowledge thereof; and
8. If necessary, recommend to the Board that the Fund Manager be removed due to its inability to fulfill its functions.

D) Corporate Governance Committee

The Corporate Governance Committee is tasked with ensuring compliance with and proper observance of corporate governance principles and practices.

Duties and Responsibilities of the Corporate Governance Committee

1. Oversee the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the Fund's size, complexity of operations and business strategy, as well as its business and regulatory environment;
2. Oversee the periodic performance evaluation of the Board and its Committees as well as the executive management, and conducts an annual evaluation of the said performance;

3. Ensure that the results of the Board evaluation are discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
4. Recommend the continuing education/training programs for Directors, assignment of tasks/projects to Committees, succession plan for the Board members and Senior Officers, and remuneration packages for and individual performance;
5. Adopt corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance; and
6. Propose and plan relevant trainings for the members of the Board.

E) Related Party Transactions Committee

Duties and Responsibilities of the RPT Committee

1. Evaluate all RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the company are misappropriated or misapplied;
2. Determine any potential reputational risk issues that may arise as a result of or in connection with RPTs. In evaluating RPTs, the Committee takes into account, among others, the following:
 1. The related party's relationship to the Fund and interest in the transaction;
 2. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
 3. The benefits to the Fund of the proposed RPT;
 4. The availability of other sources of comparable products or services; and
 5. An assessment of whether the proposed RPT is undertaken on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The Fund should have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs.
3. Ensures that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Fund's RPT exposures, and policies on potential and/or actual conflicts of interest. The disclosure should include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of the company's affiliation or transactions with other related parties;
4. Report to the Board on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;
5. Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process;
6. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures.

F) Board Risk Oversight Committee

The BRO Committee shall be responsible for the oversight of the Fund's ERM System to ensure its functionality and effectiveness. The BRO Committee should be composed of at least three (3) directors, the majority of whom should be IDs, including the Chairperson. At least one (1) member of the committee must have relevant thorough knowledge and experience on risk and risk management.

The BRO Committee has the responsibility to assist the Board in ensuring that there is an effective and integrated risk management process in place in order that the Board and Senior Management will be in a position to make well-informed decisions, having taken into consideration risks related to significant business activities, plans and opportunities.

Duties and Responsibilities of the BRO Committee

1. Develop a formal ERM plan which contains the following:
 1. Common language or register of risks,
 2. Well-defined risk management goals and objectives,
 3. Uniform processes of assessing risks and developing strategies to manage prioritized risks,
 4. Designing and implementing risk management strategies, and
 5. Continuing assessments to improve risk strategies, processes and measures;
2. Oversee the implementation of the ERM plan and conduct regular discussions on the Fund's prioritized and residual risk exposures based on regular risk management reports and assessing how these risks are addressed or managed;
3. Evaluate the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. The Committee shall revisit defined risk management strategies, looks for emerging or changing material exposures, and keeps abreast of significant developments that seriously impact the likelihood of harm or loss;
4. Advise the Board on its risk appetite levels and risk tolerance limits;
5. Review at least annually the Fund's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and major events which may have occurred affecting the Fund;
6. Assesses the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the Funds and its Stakeholders;
7. Oversee the Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Fund. This function includes regularly receiving information on risk exposures and risk management activities from Management; and
8. Report to the Board on a regular basis, or as deemed necessary, the Fund's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary.

ARTICLE 6: RELATED PARTY TRANSACTIONS

The Board should have the overall responsibility in ensuring that there is a policy and system governing RPTs and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality. The policy should include the appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.

Ensuring the integrity of RPTs is an important fiduciary duty of the Director. It is the Board's role to initiate policies and measures geared towards promotion of transparency, prevention of abuse, and protection of the interest of all Shareholders by:

1. Requiring material RPTs to be approved by at least two-thirds (2/3) of the Board, with majority of the IDs approving the transaction, in accordance with the provisions of the RCC, SEC issuances, and other related laws; and
2. Ensuring that transactions occur at market prices, at arm's-length basis and under conditions that protect the rights of all shareholders.

An RPT Policy shall be in place, which shall contain:

1. Identification of related parties;
2. Coverage of RPT policy;
3. Guidelines in ensuring arm's-length terms;
4. Identification and prevention or management of potential or actual conflicts of interest which may arise;
5. Adoption of materiality thresholds, as well as internal limits for individual and aggregate exposures;
6. Approval of material RPTs based on the Fund's materiality threshold;
7. Disclosure requirement of material RPTs;
8. Self-assessment and periodic review of policy;
9. Whistle-blowing mechanisms; and
10. Restitution of losses and other remedies for abusive RPTs.

The Fund may set its materiality threshold at a level where omission or misstatement of the transaction could pose a significant risk to the Fund and influence its economic decision.

Depending on the materiality threshold, the approval of Management, the Board, or the Shareholders may be required. In cases where the Board and/or Shareholders' approval is required, the interested Directors and/or Shareholders, respectively, shall abstain and let the disinterested parties decide.

ARTICLE 7: ACCOUNTABILITY AND AUDIT

The Board is primarily accountable to the Shareholders. It shall provide them with a balanced and comprehensible assessment of the Fund's performance, position and prospects on a

regular basis, including interim and other reports that could adversely affect its business, as well as reports to regulators that are required by law.

Thus, it is essential that Management provide all members of the Board with accurate and timely information that would enable the Board to comply with its responsibilities to the Shareholders.

A) Internal Auditor

Due to the nature of an Investment Fund set-up where the Fund does not have any employees of its own and where all the daily business transactions are undertaken by the Fund's Investment Manager, the Fund does not intend to employ its own Internal Auditor but in return, the Board shall ensure a reliable and strong internal audit control system with the duly appointed / registered Investment Manager's own internal corporate set-up.

Functions of the Internal Auditor

1. Provide an independent risk-based assurance service to the Board, Audit Committee and Management, focusing on reviewing the effectiveness of the governance and control processes in:
 1. Promoting the right values and ethics,
 2. Ensuring effective performance management and accounting in the Fund,
 3. Communicating risk and control information, and
 4. Coordinating the activities and information among the Board, External and Internal auditors, and Management,
2. Perform regular and special audit as contained in the annual audit plan and/or based on the Fund's risk assessment;
3. Perform consulting and advisory services related to governance and control as appropriate for the organization;
4. Perform compliance audit of relevant laws, rules and regulations, contractual obligations and other commitments, which could have a significant impact on the organization;
5. Review, audit and assess the efficiency and effectiveness of the internal control system of all areas of the Fund;
6. Evaluate operations or programs to ascertain whether results are consistent with established objectives and goals, and whether the operations or programs are being carried out as planned;
7. Evaluate specific operations at the request of the Board or Management, as appropriate; and
8. Monitor and evaluate governance processes.

B) External Auditor

An External Auditor shall enable an environment of good corporate governance as reflected in the financial records and reports of the Fund. The Board, after consultations with the Audit Committee, shall recommend to the Shareholders an External Auditor duly accredited by the

SEC who shall undertake an independent audit of the Fund, and shall provide an objective assurance on the manner by which the financial statements shall be prepared and presented to the Shareholders.

Dismissal / Resignation / Cessation from Service

If the External Auditor resigns, is dismissed or ceases to perform his services, the reason/s for and the date of effectivity of such action shall be reported in the Fund's annual and current reports. The report shall include a discussion of any disagreement between him and the Fund on accounting principles or practices, financial disclosures or audit procedures which the former Auditor and the Fund failed to resolve satisfactorily. A preliminary copy of the said report shall be given by the Fund to the External Auditor before its submission.

The Audit Committee should have a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditor. The appointment, reappointment, removal, and fees of the External Auditor should be recommended by the Audit Committee and approved by the Directors and the Shareholders. For the removal or change in the External Auditor, the reasons for removal or change should be disclosed to the SEC, the shareholders, and the public through the Fund website and other required disclosures.

Limitations of the Functions of the External Auditor

The External Auditor shall not, at the same time, provide internal audit services to the Fund. Non-audit work may be given to the External Auditor, provided it does not conflict with his duties as an Independent Auditor, or does not pose a threat to his independence.

The Fund should disclose the nature of non-audit services performed by its External Auditor in the Annual Report in the interest of managing potential conflict of interest cases. The Audit Committee should be alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the External Auditor's objectivity.

Duration / Term of Service

The External Auditor shall be rotated or changed every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the Fund, shall be changed with the same frequency.

Duty to Report Incorrect or Incomplete Statements on Report, etc.

If the External Auditor believes that any statement made in an annual report, information statement or any report filed with the SEC or any regulatory body during the period of his engagement is incorrect or incomplete, he shall give his comments or views on the matter in the said reports.

The Audit Committee Charter should include the Audit Committee's responsibility on assessing the integrity and independence of External Auditors and exercising effective oversight to review and monitor the External Auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. The Charter should also contain the Audit Committee's responsibility on reviewing and monitoring the External Auditor's suitability and effectiveness on an annual basis.

C) INDEPENDENT NET ASSET VALUE CALCULATION

The Fund shall engage an independent entity, as required by SEC regulation⁷, to calculate or cross-check its Net Asset Value every dealing day. The entity shall be duly licensed by the BSP, provided that it does not hold directly or indirectly ten percent (10%) or more of the total number of issued shares in the Fund, Fund Manager, or vice versa, nor have a common shareholder that holds directly or indirectly ten percent (10%) or more of the total number of issued share capital of the Fund or Fund Manager; and the entity shall not be the same as the one auditing the Fund and Fund Manager.

ARTICLE 8: CORPORATE SECRETARY

The Board should ensure that it is assisted in its duties by a Corporate Secretary, who should be a separate individual from the Compliance Officer. The Corporate Secretary should not be a member of the Board of Directors and should annually attend a training on corporate governance.

Qualifications of the Corporate Secretary

1. The Corporate Secretary shall be a Filipino citizen and a resident of the Philippines;
2. Considering his varied functions and duties, he must possess administrative and interpersonal skills, and if he is not the general counsel, then he must have adequate legal skills; and
3. He must also have a working knowledge of the operations of the Fund.

Duties and Responsibilities of the Corporate Secretary

1. Assists the Board and the Committees in the conduct of their meetings (i.e. agenda setting, preparation of annual schedule of meetings and board calendar);
2. Safekeeps and preserves the integrity of the minutes of the meetings of the Board, Committees and Shareholders, as well as other official records of the Fund;
3. Keeps abreast of relevant laws, regulations, all governance issuances, industry developments and operations of the Fund, and advises the Board and the Chairperson on all relevant issues as they arise;
4. Works fairly and objectively with the Board, Management and Shareholders and contributes to the flow of information between the Board and Management, the Board and its Committees, and the Board and its Shareholders as well as other Stakeholders;
5. Advises on the establishment of Committees and their terms of reference;
6. Informs members of the Board, in accordance with the By-Laws, of the agenda of their meetings at least five (5) working days before the date of the meeting, and ensures that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;

⁷ SEC Memorandum Circular No. 21; series of 2019 on the Rules on the Appointment of Independent Oversight Entity, Independent Net Asset Value Calculation, Qualifications or Key Officers of Fund Managers, and Liquidation of Assets and Winding Up of Investment Companies

7. Attends all Board meetings, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent him from doing so;
8. Performs all required administrative functions;
9. Oversees the drafting of the By-laws and ensures that they conform with regulatory requirements; and
10. Performs such other duties and responsibilities as may be provided by the Board and the SEC.

ARTICLE 9: COMPLIANCE OFFICER

The Compliance Officer is a member of the Fund's Management team in charge of the compliance function. Similar to the Corporate Secretary, he is primarily liable to the Fund and its shareholders and not to the Chair or President.

The appointment of the Compliance Officer shall be immediately disclosed to the SEC on SEC Form 17-C. All correspondence relative to his functions as such shall be addressed to said Officer.

Duties and Responsibilities of the Compliance Officer

1. Ensures proper onboarding of new Directors (i.e., orientation on the Fund's business, charter, Articles of Incorporation and By-Laws, among others);
2. Monitors, reviews, evaluates and ensures the compliance by the Fund, its Officers and Directors the relevant laws, this Manual, rules and regulations and all governance issuances of regulatory agencies;
3. Reports to the Board if violations are found and recommends the imposition of appropriate disciplinary action;
4. Ensures the integrity and accuracy of all documentary and electronic submissions as may be allowed under SEC rules and regulations;
5. Appears before the SEC when summoned in relation to compliance with this Manual and other relevant rules and regulations;
6. Collaborates with other departments within the Fund to properly address compliance issues, which may be subject to investigation;
7. Identifies possible areas of compliance issues and works towards the resolution of the same; and
8. Ensures the attendance of Directors and key Officers to relevant trainings;

ARTICLE 10: ADEQUATE AND TIMELY INFORMATION

To enable the members of the Board to properly fulfill their duties and responsibilities, the Investment Manager shall provide them with complete, adequate and timely information about the matters to be taken in their meetings.

Reliance on information furnished by Investment Manager may not be sufficient in all circumstances and further inquiries may be made by a member of the Board to enable him to properly perform his duties and responsibilities. Hence, the Directors shall be given independent access to Investment Manager and the Corporate Secretary.

The information may include the background or explanation on matters brought before the Board, disclosures, budgets, forecasts, and internal financial documents.

The Directors, either individually or as a Board, and in furtherance of their duties and responsibilities, shall have access to independent professional advice at the Fund's expense.

ARTICLE 11: DISCLOSURE AND TRANSPARENCY

The essence of corporate governance is transparency. The more transparent the internal workings of the Fund are, the more difficult it will be for Management and dominant Shareholders to mismanage the Fund or misappropriate its assets.

It is therefore essential that all material information about the Fund which could adversely affect its viability or the interests of its Shareholders and other Stakeholders shall be publicly and timely disclosed. Such information shall include, among others, earnings results, acquisition or disposition of assets, off-balance sheet transactions, RPTs, and direct and indirect remuneration of members of the Board and Management. All such information shall be disclosed through the appropriate Exchange mechanisms and submissions to the SEC.

The Board shall therefore commit at all times to full disclosure of material information dealings. It shall cause the filing of all required information and submissions to the SEC for the interest of its Shareholders and other Stakeholders.

The Board shall establish corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to Shareholders and other Stakeholders that gives a fair and complete picture of a Fund's financial condition, results, and business operations.

The Fund should have a policy requiring all Directors and Officers to disclose/report to the Fund any dealings in the Fund's shares by the said Directors and Officers within five (5) business days.

The Fund should disclose all relevant information on its corporate governance policies and practices in the ACGR, which shall be submitted to the SEC, and continuously updated and posted on the Fund's website.

Contents of the ACGR

1. A policy on disclosure of all relevant and material information on Directors and key Officers to evaluate their experience and qualifications, and assess any potential and/or actual conflicts of interest that might affect their judgment.⁸
2. Board and Executive remuneration, as well as the level and mix of the same;
3. Accurate disclosure to the public of every material fact or event that occurs in the Fund, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its Shareholders and other Stakeholders, which includes policy on the appointment of an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets;

⁸ "Annex C", as amended, SRC Rule 12 on Non-Financial Disclosure Requirements

4. The non-audit work, if any, of the External Auditor, the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the Fund's overall consultancy expenses;
5. The attendance record of the Fund's directors for the previous year; and
6. Other information that the SEC or other regulatory agencies, may, from time to time require disclosure of.

This Manual shall be submitted to and made available at the SEC. It shall also be available for inspection by any Shareholder of the Fund at its principal office during reasonable hours on a business day. The Manual shall, likewise, be posted on the Fund's website.

Reportorial or Disclosure System of the Fund's Corporate Governance Policies

1. The reports or disclosures required under this Manual shall be prepared and submitted to the SEC by the responsible Committee or Officer through the Fund's Compliance Officer.
2. All material information, i.e., anything that could potentially affect share price, shall be publicly disclosed. Such information shall include earnings results, acquisition or disposal of assets, Board changes, related party transactions, shareholdings of Directors, and changes to ownership.
3. Other information that shall always be disclosed includes remuneration (including stock options) of all Directors and Senior Management, corporate strategy, and off-balance sheet transactions.
4. All disclosed information shall be released through announcements and annual reports.
5. The Board shall commit at all times to fully disclose material information dealings. It shall cause the filing of all required information for the interest of the Stakeholders.

ARTICLE 12: SHAREHOLDERS' RIGHTS AND PROTECTION

The Fund recognizes that the most cogent proof of good corporate governance is that which is visible to the eyes of its investors. Therefore, the following provisions are issued for the guidance of all internal and External parties concerned, as governance covenant between the Fund and all its investors:

Rights of Shareholders

The Board shall be committed to respect the rights of the Shareholders, namely:

1. Voting Rights
 1. Shareholders shall have the right to elect, remove and replace Directors and vote on certain corporate acts in accordance with the RCC.
 2. Cumulative voting shall be used in the election of Directors.
 3. A Director shall not be removed without cause if it will deny minority Shareholders representation in the Board.

4. Right to vote on all matters that require Shareholders' consent or approval

2. Pre-emptive Rights

All Shareholders shall have pre-emptive rights, unless the same is denied in the Articles of Incorporation or amendments thereto. They shall have the right to subscribe to the capital stock of the Fund. The Articles of Incorporation shall lay down the specific rights and powers of Shareholders with respect to the particular shares they hold, all of which shall be protected by law so long as they shall not be in conflict with the RCC.

3. Power of Inspection

All Shareholders shall be allowed to inspect corporate books and records including minutes of Board meetings and stock registries in accordance with the Manual and shall be furnished with annual reports, including financial statements, without costs or restrictions.

4. Right to Information

1. The Shareholders shall be provided, upon request, with periodic reports which disclose personal and professional information about the Directors and Officers and certain other matters such as their holdings of the Fund's shares, dealings with the Fund, relationships among Directors and key Officers, and the aggregate compensation of Directors and Officers.
2. The minority Shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.
3. The minority Shareholders shall have access to any and all information relating to matters for which Management is accountable for and to those relating to matters for which Management shall include such information and, if not included, then the minority Shareholders shall be allowed to propose to include such matters in the agenda of Shareholders' meetings, being within the definition of "legitimate purposes."

5. Right to Dividends

The Fund shall be compelled to declare dividends when its retained earnings shall be in excess of 100% of its paid-in capital stock, except when:

1. Justified by definite corporate expansion projects or programs approved by the Board;
2. The Fund is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or
3. When it can be clearly shown that such retention is necessary under special circumstances obtaining in the Fund, such as when there is a need for special reserves for probable contingencies.

6. Appraisal Right

The Shareholders' shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 81 of the RCC, under any of the following circumstances:

1. In case of any amendment to the Articles of Incorporation which has the effect of changing or restricting the rights of any Shareholders or class of shares, or of

authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;

2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the Fund's property and assets as provided in the RCC;
3. In case of merger or consolidation; and
4. In case of investment of corporate Funds for any purpose other than the primary purpose of the Fund.

The Board shall be transparent and fair in the conduct of the Annual and Special Shareholders' Meetings. The Shareholders shall be encouraged to personally attend such meetings. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy shall be resolved in the Shareholder's favor.

It is the duty of the Board to promote the rights of the Shareholders, remove impediments to the exercise of those rights and provide an adequate avenue for them to seek timely redress for breach of their rights.

Remedies For Infringement of Shareholders' Rights

The Board shall encourage the exercise of Shareholders' voting rights and the solution of collective action problems through appropriate mechanisms or alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.

Management shall ensure constant engagement and communication with Shareholders through a designated investor or customer relations officer. The Officer shall be present in Annual or Special Shareholders' Meetings and have a designated email address and telephone number to receive feedback, complaints, and queries.

Meetings of Shareholders

The Board shall take the appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the Shareholders' meaningful participation in meetings, whether in person or by proxy. In furtherance thereof, poll voting shall be highly encouraged as opposed to the show of hands. Proxy voting may be considered, including the electronic distribution of proxy materials. The right to vote may also be exercised through remote communication or *in absentia*⁹.

In cases where the Shareholders cannot physically attend Shareholders' meetings, they may do so through remote communications or other alternative modes of communication. If the Shareholder intends to participate in a meeting through remote communication, he shall notify the Corporate Secretary

Although all Shareholders shall be treated equally or without discrimination, the Board shall give minority Shareholders the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the Fund. However, to prevent the abuse of this right, the Fund may require that the proposal be made by Shareholders holding a specified percentage of shares or voting rights. To ensure that minority Shareholders are not effectively prevented from exercising this right the degree of ownership concentration shall be considered in determining the threshold.

⁹ SEC Memorandum Circular No. 6; series of 2020 on the Guidelines on the Attendance and Participation of Directors, Trustees, Stockholders, Members, and Other Persons of Corporations in Regular and Special Meetings Through Teleconferencing, Video Conferencing and Other Remote or Electronic Means of Communication

All Shareholders shall be given the opportunity to nominate candidates to the Board, and/or cause the removal of any member thereof in accordance with the existing laws. The procedures of the nomination and removal process shall be discussed clearly by the Board. The Fund shall fully and promptly disclose all information regarding the expertise, experience and background of the candidates to enable the shareholders to study and conduct their own background check as to the candidates' qualification and credibility.

The result of the votes on matters taken during the most recent Annual or Special Shareholders' Meeting shall be made publicly available on the next working day. In addition, the Minutes of the Annual and Special Shareholders' Meeting shall be available on the website.

Notice to Shareholders

Accurate and timely information shall be made available to the Shareholders to enable them to make a sound judgment on all matters brought to their attention for consideration or approval at least 21 days before the meeting. The Directors shall pave the way for the electronic filing and distribution of Shareholder information necessary to make informed decisions subject to legal constraints. In order for the Shareholders to plan their participation in the meeting, the notice shall also be posted on the Fund's website.

ARTICLE 13: STAKEHOLDERS' RIGHTS AND PROTECTION

The Board shall identify the Fund's various Stakeholders and promote cooperation in creating wealth, growth and sustainability. These Stakeholders shall include, among others, the Fund's customers, resource providers, creditors, holders of proprietary and non-proprietary rights. and the community in which it operates.

The Board shall ensure that fair, professional, and objective dealings, as well as clear, timely and regular communication with the Stakeholders ensure fair treatment and protection of their rights.

Clear policies and programs shall be in place to provide a mechanism on the fair treatment, protection, and enforcement of the rights of Stakeholders.

ARTICLE 14: COMPREHENSIVE AND COST-EFFICIENT ACCESS TO INFORMATION

The Fund shall maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for an informed decision-making by investors, Stakeholders and other interested users.

Contents of the Website:

1. Manual on Corporate Governance;
2. Annual Corporate Governance Report;
3. Board Charter;
4. Committee Charters, and
5. The Code of Business Conduct and Ethics.

ARTICLE 15: LIQUIDATION OF ASSETS AND WINDING UP OF THE FUND¹⁰

The Fund Manager shall carry out the liquidation of assets on behalf of the Fund. In all cases of revocation of the Registration Statement and Certificate of Permit to Offer Securities for Sale, the Fund Manager must liquidate the assets within a period of six (6) months from the receipt of the Fund of the Order revoking the Registration Statement or Certificate. The Fund shall wind up or amend its business purposes within one (1) year from receipt of the same.

The Fund or the Fund Manager shall inform the SEC of the status of the redemption of securities every 30th of January until all the shares have been fully redeemed¹¹.

ARTICLE 16: ADMINISTRATIVE SANCTIONS

1. To strictly observe and implement the provisions of this Manual, the following penalties shall be imposed, after notice and hearing, on the Fund's Directors, Officers, staff, and affiliates and their respective Directors, Officers and staff in case of violation of any of the provisions of this Manual:
 1. In case of first violation, the subject person shall be reprimanded.
 2. Suspension from office shall be imposed in case of second violation. The duration of the suspension shall depend on the gravity of the violation.
 3. For the third violation, the maximum penalty of removal from office shall be imposed.
2. The Compliance Officer shall be responsible for determining violation/s through notice and hearing and shall recommend to the Chairman the imposable penalty for such violation, for further review and approval of the Board.

ARTICLE 17: ADOPTION AND EFFECTIVITY OF REVISED MANUAL

Pursuant to the requirement of the SEC under Memorandum Circular No. 24; s. 2019, this amended Manual on Corporate Governance is signed on behalf of the registrant by the undersigned, thereunto duly authorized.

- Signature Page Follows -

¹⁰ SEC Memorandum Circular No. 21; series of 2019 on the Rules on the Appointment of Independent Oversight Entity, Independent Net Asset Value Calculation, Qualifications or Key Officers of Fund Managers, and Liquidation of Assets and Winding Up of Investment Companies

¹¹ Rule 13.1.8 of the ICA IRR on the Residual Obligation of the Investment Company with a Revoked Registration Statement.

SIGNATURES

ROBERTO F. DE OCAMPO
Chairman

ATTY. PAOLO JOHN D. PURGANAN
Compliance Officer

Philam Strategic Growth Fund, Inc.

AMENDED PROSPECTUS

PHILAM STRATEGIC GROWTH FUND, INC.

TWENTY FIVE MILLION NINE HUNDRED FORTY THREE THOUSAND NINE HUNDRED EIGHTY (25,943,980) PHILAM STRATEGIC GROWTH FUND, INC. (PSGF) SHARES OF COMMON AND VOTING STOCKS AMOUNTING TO PHP2,594,398,000.00 AT A PAR VALUE OF PHP100.00 PER SHARE WILL BE OFFERED TO THE PUBLIC AT THE CURRENT NET ASSET VALUE PER SHARE ("NAVPS"). THE FUND SHALL BE READY TO BUY AND SELL SHARES TO THE PUBLIC IN ANY OF ITS OFFICES AND BRANCHES.

THE FUND'S SHARES WILL BE SOLD OVER THE COUNTER. PHILAM ASSET MANAGEMENT, INC. IS THE FUND'S DISTRIBUTOR AND INVESTMENT MANAGER.

May 26, 2017

THE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE SECURITIES AND EXCHANGE COMMISSION.

THE PHILAM STRATEGIC GROWTH FUND, INC.

This Prospectus pertains to the registration and offer to the public of an additional 25,943,980 new shares pursuant to the application for increase in authorized capital from 35,793,244 to 61,737,224 which was approved by the Securities and Exchange Commission ("SEC") on October 06, 2016.

The registration of the additional shares in the Company's authorized capital stock, approved by the SEC on October 06, 2016, was brought about by the Fund's successful distribution activities which is a direct result of the Fund's impressive performance in 2015. With the registration of the additional 25,943,980 shares with the SEC, the offering of the same to the public will allow the Fund to further improve its diversification and overall performance.

PSGF's shares will be offered to the public based on its net asset value per share, with a minimum investment of Php5,000.00¹ and a minimum additional investment of Php1,000¹ unless the SEC prescribes otherwise. All sales shall be on a cash basis and installment sales are prohibited.

Estimated gross proceeds of the 25,943,980 shares, if sold at net asset value per share ("NAVPS") (i.e., Php511.01) as of March 22, 2017, is Php13,257,633,219.80. All proceeds will be held by the custodian bank.

The Company plans to use the proceeds from the sale of PSGF shares to build up its investment in equities of companies listed in the primary and secondary boards of the Philippine Stock Exchange ("PSE"). PSGF is a stock fund and is moderate to high in risk. The Fund's investments are made pursuant to the Investment Restrictions and Guidelines, which are set out in detail in the body of this Prospectus.

The Fund is exposed to financial risk through its financial assets and financial liabilities. The more important components of this financial risk are, in order of importance, credit risk, liquidity risk and market risk. These risks arise from open positions in interest rate which are exposed to general and specific market movements. This risk that PSGF primarily faces due to the nature of its investments is interest rate risk and liquidity risk due to the open-end nature of the Fund. More details are discussed in the "Risk Factors" section of this Prospectus.

The Fund does not plan to invest in foreign securities. However, the SEC, pursuant to SEC Memorandum Circular No. 7, series of 2005, or the "Guidelines on the Evaluation of Foreign Investments by Mutual Fund Companies" allows mutual fund companies to invest up to 100% of its assets in foreign securities.

Aside from market conditions, timing will also be a critical area of consideration in the purchase or sale of the Fund's securities.

The Company does not plan to declare cash dividends². Surplus profits of the Company (if any), will be used as additional proceeds to invest in eligible securities.

Under the Investment Company Act, it shall be unlawful for the Company to pay any dividend, or make any distribution in the nature of a dividend payment, wholly or partly

¹ As amended by a majority vote of the Board of Directors during its Regular Meeting on 27 October 2016 at Net Lima Building, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig City and subject for approval by its stockholders during the Annual Shareholders' Meeting on 27 July 2017.

² As amended by a majority vote of the Board of Directors during its Regular Meeting on 27 October 2016 at Net Lima Building, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig City and subject for approval by its stockholders during the Annual Shareholders' Meeting on 27 July 2017.

from any source other than: (i) from the Company's accumulated undistributed net income, determined in accordance with good accounting practice and including profits or losses realized upon the sale of securities or properties; or (ii) from the Fund's earned surplus so determined for the current or preceding fiscal year, unless such payment is accompanied by a written statement which adequately discloses the source or sources of such payment. The SEC may prescribe the form of such statement by rules or regulations or by order in the public interest and for the protection of investors. It shall also be unlawful to advertise such dividends in terms of centavos or pesos per share without also stating the percentage they bear to the par value per share.

The Company is a domestic corporation, incorporated on April 27, 1998, with principal business office address at:

17th FLOOR NET LIMA BUILDING
5th AVENUE CORNER 26th STREET
BONIFACIO GLOBAL CITY, TAGUIG 1634
TELEPHONE NUMBERS: (632) 5216300
FAX NUMBERS: (632) 5285093

The Company acquired its secondary license as an open-end investment company or "mutual fund" from the SEC on April 27, 1998. It is engaged primarily in the business of investing, reinvesting and trading in securities and the sale of its shares. As a licensed open-end investment company, it offers to the public, on a continuing basis, redeemable shares of stock, at the current Net Asset Value Per Share.

The Investment Manager (or "Fund Manager") of the Fund is Philam Asset Management, Inc. (PAMI). As investment manager and principal distributor, PAMI is entitled to a monthly management fee equivalent to 1/6 of 1% of the average net value of the Company's assets, computed on a daily basis or not more than 2.0% of the average net value of the Company's assets per year. Furthermore, PAMI is entitled to an incentive fee equivalent to 1/10 of the increase in NAVPS, if any, multiplied by the average daily number of shares outstanding of the Company for such year.

The Fund Manager will also receive from the Fund a sales load fee based on the following schedule:

| Total Relationship Amount (in Php) | Sales Load | Sales Load with VAT |
|---|-------------------|----------------------------|
| less than 100,000 | 3% | 3.36% |
| 100,000 – 499,999.99 | 2.5% | 2.80% |
| 500,000 – 999,999.99 | 2% | 2.24% |
| 1 M – 4.99M | 1.5% | 1.68% |
| 5 M – 9.99M | 1% | 1.12% |
| 10M & up | 0.5% | 0.56% |

This Prospectus includes forward-looking statements. The Company has based these forward-looking statements largely on its current expectations and projections about future events and financial trends affecting its business and operations. Words including, but not limited to "believes", "may", "will", "estimates", "continues", "anticipates", "intends", "expects" and similar words are intended to identify forward-looking statements. In light of the risks and uncertainties associated with forward-looking statements, investors should be aware that the forward-looking events and circumstances in this Prospectus may not

occur. The Company's actual results could differ significantly from those anticipated in the Company's forward-looking statements.

The PSGF shares are offered solely on the basis of the information contained and the representations made in this Prospectus. No dealer, salesman or other person has been authorized by the Company or the Fund Manager to issue any advertisement or to give any information or make any representation in connection with the offering other than those contained in this Prospectus and, if issued, given or made, such advertisement, information or representation must not be relied upon as having been authorized by the Company or the Issue Manager.

This Prospectus does not constitute an offer of, or an invitation by or on behalf of, the Company or the Fund Manager to subscribe for or purchase any of the PSGF Shares. Neither may this Prospectus be used as an offer to, or solicitation by, anyone in any jurisdiction or in any circumstance in which such offer or solicitation is not authorized or lawful. The distribution of this Prospectus and the offer in certain jurisdictions may be restricted by law. Persons who come into possession of this Prospectus are required by the Company and the Fund Manager to inform themselves about, and to observe any, such restrictions.

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THE PHILAM STRATEGIC GROWTH FUND, INC.

The Philam Strategic Growth Fund, Inc. ("PSGF") is an open-end investment company incorporated on April 27, 1998 and established in accordance with Republic Act No. 2629, otherwise known as the Investment Company Act ("RA 2629"), and duly registered with and regulated by the Securities and Exchange Commission.

PSGF's shares will be offered to the public based on its net asset value per share. All sales shall be on a cash basis and installment sales are prohibited.

PSGF is a stock fund and is moderate to high in risk. The investment objective of the Fund is capital growth with returns and inflows derived out of investments in equity securities. PSGF considers a medium to long-term investment horizon for its shareholders. The Fund will be positioned to compete directly with other stock mutual funds and unit investment trust funds offered by commercial banks.

The Net Asset Value of the Fund will fluctuate with changes in the market value of the Fund's investments. Such changes in market value may occur as a result of various factors, including material changes in the Fund, general economic conditions or interest rate policy changes.

PAMI is the Investment Manager. PAMI, through its Treasury Manager, will handle all investments of the Fund with the guidance from PAMI's Asset Liability Committee (ALCO) and the officers of the Treasury Division of Philamlife.

RISKS OF INVESTING

GENERAL RISK WARNING

- The price of securities can and does fluctuate, and any individual security may experience upward or downward movements, and may even become valueless. There is an inherent risk that losses may be incurred rather than profit made as a result of buying and selling securities.
- Past performance is not a guide to future performance.
- There is an extra risk of losing money when securities are bought from smaller companies. There may be a big difference between the buying price and the selling price of these securities.
- An investor deals in a range of investments each of which may carry a different level of risk.

PRUDENCE REQUIRED

This risk does not purport to disclose all the risks and other significant aspects of investing in these securities. An investor should undertake his or her own research and study on the trading of securities before commencing any trading activity. He/she may request information on the securities and issuer thereof from the Commission which are available to the public.

PROFESSIONAL ADVICE

An investor should seek professional advice if he or she is uncertain of, or has not understood any aspect of the securities to invest in or the nature of risks involved in trading securities specially those high risk securities.

For a description of the additional risk factors associated with the purchase of PSGF shares, see "Risk Factors" and other information.

PHILAM STRATEGIC GROWTH FUND, INC. FINANCIAL HIGHLIGHTS

| | Interim Year for the Period Ending March 31, 2017 (Unaudited) | For the Year Ending December 31, 2016 (Audited) | For the Year Ending December 31, 2015 (Audited) | For the Year Ending December 31, 2014 (Audited) |
|------------------------------|---|---|---|---|
| Gross Investment Income | 1,352,113 | 498,624 | 382,804 | 2,523,546 |
| Operating Expenses | 167,897 | 1,255,800 | 2,011,645 | 357,981 |
| Provision for Income Tax | 3,920 | 17,935 | 15,934 | 14,822 |
| NET INVESTMENT INCOME (LOSS) | 1,180,296 | (775,111) | 1,644,775 | 2,150,743 |
| | | | | |
| TOTAL ASSETS | 27,818,344 | 25,595,495 | 23,113,180 | 17,586,704 |
| TOTAL LIABILITIES | 71,488 | 166,334 | 5,447,806 | 635,979 |
| NET ASSETS | 27,746,856 | 25,429,161 | 17,665,374 | 16,950,725 |
| NAVPS | 512.9284 | 490.24 | 391.01 | 540.57 |

GLOSSARY

| Term | Definition |
|--|--|
| BSP | Bangko Sentral ng Pilipinas |
| NAV | Net Asset Value |
| NAVPS | Net Asset Value Per Share |
| PAMI or Fund Management Company or Fund Manager | Philam Asset Management, Inc. |
| PHP or Php | Philippine Pesos |
| Philamlife | The Philippine American Life and General Insurance Company |
| PSE | Philippine Stock Exchange |
| PSGF or Fund or Company | Philam Strategic Growth Fund, Inc. |
| R.A. 2629 | Republic Act No. 2629 or the Investment Company Act |
| SEC | Securities and Exchange Commission |

A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION BUT HAS NOT YET BEEN DECLARED EFFECTIVE. NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED AND NO PART OF THE PURCHASE PRICE CAN BE ACCEPTED OR RECEIVED UNTIL THE REGISTRATION STATEMENT HAS BECOME EFFECTIVE, AND ANY SUCH OFFER MAY BE WITHDRAWN OR REVOKED, WITHOUT OBLIGATION OR COMMITMENT OF ANY KIND, AT ANY TIME PRIOR TO NOTICE OF ITS ACCEPTANCE GIVEN AFTER THE EFFECTIVE DATE. AN INDICATION OF INTEREST IN RESPONSE HERETO INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY.

RISK FACTORS

The Net Asset Value of the Fund will fluctuate with changes in the market value of the Fund's investments. With the adoption of Philippine Accounting Standards (PAS) 39 that requires all assets to be valued on a mark-to-market basis, PSGF's NAVPS will experience volatility due to changes in local interest rates.

The Fund is exposed to financial risk through its financial assets and financial liabilities. The more important components of this financial risk are, in order of importance, credit risk, liquidity risk and market risk. These risks arise from open positions in interest rate which are exposed to general and specific market movements. This risk that PSGF primarily faces due to the nature of its investments is interest rate risk and liquidity risk due to the open-end nature of the Fund.

A summary of each Risk Factor is listed by order of importance below:

- ❖ **Credit Risk:** Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The Fund manages the level of credit risk it accepts through the following: setting up of exposure limits by each counterparty or group of counterparties and industry segments; right of offset where counterparties are both debtors and creditors; guidelines on obtaining collateral and guarantees; reporting of credit risk exposures; monitoring compliance with credit risk policy and review of credit risk policy for pertinence and changing environment.

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

The Fund is exposed to daily cash redemption of its issued shares. It therefore invests the majority of its assets in investments that are traded in an active market and can be readily disposed of.

The Fund manages liquidity through the following activities: specifies minimum proportion of funds to meet emergency calls; sets up contingency funding plans; specifies the sources of funding and the events that would trigger the plan; determines concentration of funding sources; reports liquidity risk exposures; monitors compliance with liquidity risk policy and reviews the liquidity risk policy for pertinence and changing environment.

- ❖ **Market Risk:** Market risk is the risk of change in fair value of financial instruments from fluctuation in foreign exchange rates (currency risk), market interest rates (interest rate risk) and market prices (price risk), whether such change in price is caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market

The Fund structures levels of market risk it accepts through a market risk policy that determines the following: what constitutes market risk for the Fund; basis used to fair value financial assets and liabilities; asset allocation and portfolio limit structure; diversification benchmarks by type of instrument; the net exposure limits by each counterparty or group of counterparties and industry segments; control over hedging activities; reports market risk exposures; compliance with market risk policy and review of market risk policy for pertinence and changing environment.

Since the transactions of the Fund are generally carried out in its functional currency, its exposure to currency risk is minimal. Likewise, since the Fund is established to invest in fixed-income securities, it is not exposed to cash flow interest rate risk and price risk.

- ❖ **Interest Rate Risk:** Interest rate risk is the risk that the value/future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Floating rate instruments exposed the Fund to cash flow interest risk, whereas fixed interest rate instruments expose the Fund to fair value risk. PSGF's fixed rate investments in particular are exposed to fair value risk.

The Fund's market risk policy requires it to manage interest rate risk by maintaining appropriate mix of fixed and variable rate instruments. The policy also requires it to manage the maturities of interest bearing financial assets and interest bearing financial liabilities.

Please find below additional risk control techniques that PAMI employs in the process:

1. Team approach to decision making: PAMI applies a team approach to account management. PAMI always assigns two portfolio managers per account to have a back-up in case of absence. Decisions on most trades involve an analyst, trader, and two portfolio managers, therefore enforcing quality and consistency in our decisions.
2. Industry review: Once a quarter, every industry in the investment grade universe is reviewed. The objective is to formulate an outlook for each industry. The portfolio managers in conjunction with the traders will then determine from this review what the appropriate industry weightings will be for the next 3 months. This way we maintain consistency in industry weightings across portfolios and time.
3. Investment Committee: The Committee meets monthly and reviews all new purchases. Written and oral presentations are given on new issuers added to the portfolios. Also, even though PAMI's clients' portfolios are constrained by their investment guidelines, PAMI applies a consistent investment process across all accounts. This practice further ensures the alignment of interest with our clients.
4. Performance risk: This is managed through the independent production of performance data by a separate performance department. That data is distributed monthly to all portfolio managers, as well as senior management. Pricing of portfolios is carried out by the back office, independently of the portfolio managers. The PAMI Performance Team runs performance attribution for the investment teams using Wilshire Axiom. These reports help PAMI analyze the sources of our return and value added.

The Team uses the following portfolio analytical systems to monitor existing positions and risk exposures.

Risk Management System is a proprietary system fed by the Investment DataBase (IDB). It allows portfolio managers to view a group of portfolios and answer the following questions related to credit default risks:

- How much exposure do we have to a specific industry?
- How much exposure do we have to a specific credit?
- What securities of the credit do we own and how much of each?

- Which accounts have the exposure?
- What are our analysts' current outlook and recommendations for the credit?
- When was the outlook last changed?

All holdings and individual security characteristics, including duration, call data, book value, and yield are analyzed for each portfolio. This system is used to view the key structural parameters of a portfolio. The system provides on a daily basis: index weightings; summary statistics; access to specific holdings; and comparisons between each portfolio and its index benchmark.

Investment risk (for example, tracking error, position size, diversification, etc.) is tracked utilizing a number of external systems as well as internal proprietary systems and frameworks. PAMI uses an approach whereby total tracking error at any given time is subdivided in a variety of sources. The aim is to ensure the ordering of tracking error contributions reflects both diversification and the confidence level in the views that prompt us to take on each source of risk.

☐ **Fiduciary duty**

In managing client portfolios, PAMI has a fiduciary responsibility to treat clients fairly. This duty requires a course of conduct, consistent with other statutory and regulatory obligations, that seeks to be prudent and in the client's best interest. When there is a conflict of interest between PAMI and a client, PAMI must make full disclosure to the client, and in certain instances, obtain the client's informed consent prior to pursuing a course of action.

Accordingly, employees and officers of PAMI are required to report to Compliance any activities that appear to violate any laws or the Compliance Manual. PAMI has a policy of non-retaliation, so employees may report apparent violations without fear that such action will have a negative impact on their career in the company. Reports of apparent violations may be made anonymously with Compliance.

FUND FEATURES

Investment Objective

PSGF is an aggressive type of investment dealing with equity securities. An adequate portion of the portfolio will be invested in cash or near cash assets to ensure that redemptions will be adequately and immediately serviced.

Investment Plans

PSGF will invest in a combination of stocks with large and medium capitalization that can provide good value and capital appreciation over the medium term. Management, earnings potential, strong balance sheet, and attractive valuations will be the primary criteria for stock selection. Changes in the macroeconomic conditions can dictate the equities that the Fund will invest in. Temporary shifts to cash or fixed-income instruments may be done as a defensive move.

The minimum investment amount is Php5,000.00³, unless the SEC shall prescribe otherwise.

Shares Offered

The investor may choose to buy shares of the Funds on a “front-end” (Option A) or a “back-end” (Option B) basis.

INVESTMENT RESTRICTIONS

1. Unless ordered otherwise by the Securities and Exchange Commission, the Fund shall not sell securities short or invest in any of the following:
 - a. Margin purchase of securities (investments in partially paid shares are excluded);
 - b. Commodity future contracts;
 - c. Precious metals;
 - d. Unlimited liability investments;
 - e. Other investments as the SEC shall, from time to time, prescribe.
2. The Fund shall not incur any further debt or borrowings unless at the time of its occurrence or immediately thereafter there is an asset coverage of at least three hundred percent (300%) for all its borrowings. In the event that such asset coverage shall fall below three hundred percent (300%), the Fund shall, within three (3) days thereafter, reduce the amount of its borrowings to an extent that the asset coverage of such borrowings shall be at least three hundred percent (300%).
3. The Fund shall not participate in an underwriting or selling group in connection with public distribution of securities except for its own capital stock.
4. The Fund shall not purchase from or sell to any of its officers or directors or the officers or directors of the Fund Management Company, managers or distributors or firms of which any of them are members any security other than the capital stock of the Fund.
5. The Fund shall not make any investment for the purpose of exercising control of management.

³ As amended by a majority vote of the Board of Directors during its Regular Meeting on 27 October 2016 at Net Lima Building, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig City and subject for approval by its stockholders during the Annual Shareholders' Meeting on 27 July 2017.

6. Total operational expenses of the Fund shall not exceed ten percent (10%) of its average investment fund or net worth as shown in the previous year's audited financial statements of the Fund. The formula shall be as follows:

$$\text{Expense Ratio (\%)} = \frac{\text{Total Operating Expenses}}{\text{Average Net Asset Value}} * 100$$

The average daily net asset value shall be indicated in the investment company's Quarterly and Annual Reports.

7. The maximum investment of the Fund in any single enterprise shall not exceed an amount equivalent to fifteen percent (15%) of the Fund's net asset value except obligations of the Philippine government or its instrumentalities; provided that in no case shall the total investment of the Fund exceed ten percent (10%) of the outstanding securities of any one investee company.
8. For liquidity purposes, unless otherwise prescribed by the SEC, in case of open-end companies, at least five percent (5%) of its fund shall be invested in liquid/semi-liquid assets such as:
- a. Treasury notes or bills, BSP Certificates of Indebtedness which are short term, and other government securities or bonds and such other evidences of indebtedness or obligations, the servicing and repayment of which are fully guaranteed by the Republic of the Philippines.
 - b. Savings or time deposits with government owned banks or commercial banks, provided that in no case shall any such savings or time deposits account be accepted or allowed under a "bearer", "numbered" account or other similar arrangement.

Provided that, the open-end company fund shall submit a liquidity contingency plan to the Commission before it implements a decreased investment of less than ten percent (10%) in liquid/semi-liquid assets.

9. The Fund does not plan to invest in foreign securities. However, SEC Memorandum Circular #7 Series of 2005 "Guidelines on the Evaluation of Foreign Investments by Mutual Fund Companies" allows mutual fund companies to invest up to 100% of its assets in foreign securities.
10. The Fund may not lend to individual borrowers.
11. Change in the Fund's investment objective should be with notice and prior approval of the SEC. An investment company shall not change its investment objective without the approval from the majority of the Fund's shareholders
12. The Fund's equity portfolio shall be invested in securities listed in the primary board of the PSE. However, the Fund may also invest on companies listed on the secondary board and from time to time on shares of non-listed companies that are about to get listed within three months. The total investment in the secondary board of the PSE may not, in total, exceed twenty percent (20%) of the fund.

Portfolio Mix

The Fund's equity portfolio shall be invested in securities listed in the primary board of the PSE. However, the Fund may also invest in companies listed on the secondary board and

from time to time in shares of non-listed companies that are about to get listed within three months. The total investment in the secondary board of the PSE may not, in total, exceed twenty percent (20%) of the fund.

For defensive purposes, the Fund may invest in SEC-registered debt papers or other certificate of indebtedness/obligations, issuers of whom had been determined as financially sound and approved by the investment committee of the Fund Management Company.

The Fund shall also trade in medium to long-term government securities⁴ (notes, bonds, and other certificate of indebtedness issued by the Philippine Government).

Under normal circumstances, the Fund will invest up to 90% of its assets in equity securities. However, the Manager may, at its discretion, and when in its judgment the conditions so warrant, invest a substantial amount of the Fund's assets in equity securities up to the maximum allowed under prevailing Philippine laws, subject to any existing liquidity requirements as may be required by law.

Eligible Applicant

Shares of the Fund may be held by any person of legal age or any duly organized and existing corporation, partnership, or any other legal entity regardless of citizenship or nationality. If the applicant is a corporation, partnership or other legal entity, copies of the Articles of Incorporation and By-Laws, Certificate of Registration, and the Resolution of the applicant's Board of Directors authorizing the investment, all duly certified, must be submitted with the application.

Offering Price

At Net Asset Value (NAV) per share for the banking day, if payment is made within the daily cut-off time; otherwise, the NAV per share on the following banking day will be used for payment made after the daily cut-off time. The daily cut-off time will be 12:00 noon of a banking day. A banking day is defined as a day when commercial banks in Metro Manila are not required or authorized to close by law.

Sales Load

The investor may choose to buy shares of the Funds on a "front-end" (Option A) or a "back-end" (Option B) basis.

Option A or A-shares

Sales commission will be paid to the investor's mutual fund dealer when shares of the Fund are bought. Under this purchase option, the investor may redeem his shares free of charge after the minimum holding period of 6 months has been satisfied. The commission shall not exceed 3% of the investor's total purchase.

| Total Relationship Amount (in Php) | Sales Load | Sales Load with VAT |
|---|-------------------|----------------------------|
| less than 100,000 | 3% | 3.36% |
| 100,000 – 499,999.99 | 2.5% | 2.80% |
| 500,000 – 999,999.99 | 2% | 2.24% |
| 1 M – 4.99M | 1.5% | 1.68% |
| 5 M – 9.99M | 1% | 1.12% |
| 10M & up | 0.5% | 0.56% |

⁴ Disclosure of tenor of government securities is deleted subject to PSGF Board Approval during the Regular Meeting scheduled on July 27, 2017.

Option B or B-shares

Allows investments with no initial sales commission deducted. PAMI pays a commission to the dealer on the investor's purchase. In return, the investor agrees to "repay" PAMI a deferred sales charge ("DSC") plus VAT, if he sells the investment, or a portion thereof, within 5 years. The DSC rate decreases as an investor holds on to the investment, and approaches zero by year five (5). In order to reduce the DSC payable, treatment of redemptions of the shares of the fund will be "first in, first out".

| Placement Period | Exit Fee | 12% VAT on Exit | Exit Fee + 12% |
|-----------------------------------|-----------------|------------------------|-----------------------|
| Less than 1 year | 5.00% | 0.60% | 5.60% |
| More than 1 year but less than 2 | 4.00% | 0.48% | 4.48% |
| More than 2 years but less than 3 | 3.00% | 0.36% | 3.36% |
| More than 3 years but less than 4 | 2.00% | 0.24% | 2.24% |
| More than 4 years but less than 5 | 1.00% | 0.12% | 1.12% |

The management fee to be charged by PAMI is a maximum of 2.0% per year.

Income Distribution Policy

Surplus profits of the Company (if any), will be used as additional proceeds to invest in eligible securities. The Company does not plan to declare cash dividends.

PROCEDURES IN THE SUBSCRIPTION AND REDEMPTION OF SECURITIES

Opening an Account

Any qualified investor may purchase PSGF shares, through the principal distributor, PAMI, or through any authorized investment solicitor.

1. Individual Accounts

- Client Information Sheet (CIS) for the primary, secondary and principal investors, including Bureau of Internal Revenue (BIR) Tax Identification Number (TIN)
- Subscription Transaction Form (STF)
- Photocopy of one (1) valid ID with photo from each “AND” and “OR” joint investors (authenticated copy).

Examples of acceptable IDs issued by an official authority as contained in the CIS are listed below:

1. Bureau of Internal Revenue (BIR) Tax Identification No. (TIN) I.D.
 2. Department of Foreign Affairs I.D.
 3. Social Security System (SSS) I.D.
 4. Government Service Insurance System (GSIS) I.D.
 5. Philippine Health Insurance Corp. (Philhealth) I.D.
 6. Home Development Mutual Fund (PAG-IBIG) I.D.
 7. Commission on Election (COMELEC) Voters I.D.
 8. Philippine Regulatory Commission (PRC) I.D.
 9. Philippine Postal Office I.D.
 10. Land Transportation Office (LTO) Driver's License
 11. Philippine Passport
 12. Barangay Office or Center I.D.
- Copy of Trust Agreement in case of ITF account

The receiving agent, PAMI sales or sales & administrative assistant personnel should confirm that the original IDs were personally shown to him by writing in the STF the statement: *ID authenticated by “name of receiving personnel”* and affixing his signature after the statement.

2. Corporate Accounts

- Client Information Sheet (CIS) for corporate accounts, including Bureau of Internal Revenue (BIR) Tax Identification Number (TIN)
- Subscription Transaction Form (STF)
- Articles of Incorporation or Partnership
- By-laws
- Board Resolution or Secretary's Certificate to invest in the Fund
- Board Resolution or Secretary's Certificate on the authorized signatories
- Latest General Information Sheet
- Contact numbers
- Sworn statement as to the existence or non-existence of beneficial owners
- Verification of the authority and identification of the person purporting to act on behalf of the client

The receiving agent, PAMI sales or sales & administrative assistant personnel should confirm that he has verified the authority and identification of the person transacting in

behalf of the corporate client by writing in the STF: *“Capacity of Mr. X to transact in behalf of “name of company” authenticated by “name of receiving”* and affixing his signature after the statement.

Additional Investment

To add to an existing account, a STF is accomplished and, together with the check or payment order, submitted to the account manager. For existing joint, any one of the investors can add to the investment and sign the documents. To add to an existing account, an STF should be accomplished and, together with the cash, check or payment order, submitted to a PAMI Certified Investment Solicitor or thru any of the PAMI branches nationwide. For existing joint accounts, any one of the investors may add to the investment and sign the STF documents.

Additional investments can also be made over-the-counter and via online thru any of the cash management banks designated as such by PAMI.

Acceptance of Applications

Applications to purchase are subject to confirmation by PAMI as to the amount of shares, the applicable NAVPS and the final approval by the investment manager. Applications that do not comply with the purchase terms, rules and regulations may be rejected at the sole discretion of the Fund Manager.

PAMI reserves the right to reject subscriptions, or to restrict purchases by an investor, when such purchase is disruptive to the interests of the other shareholders and management of the Fund as determined by the Fund Manager. The subscription amount will be returned to the investor without interest and after deducting applicable bank charges, within five business days.

Determination of NAVPS

The offering price of one share is the Fund's NAVPS plus an entry fee or sales load and any applicable taxes. The NAVPS is normally calculated as of 8:00 P.M. of each banking day. It is determined by taking the fair value of the Fund's total assets less all liabilities and divided by the total number of shares outstanding. Other trades which do not meet the custodian's cut-off time are deemed to have been received the following banking day. Income and expenses are accrued daily and applied when computing for the NAVPS.

Issuance of Stock Certificates

A letter confirming the investment will be given to the shareholder upon approval of the investment application. Stock certificates evidencing ownership of shares shall only be issued by the transfer agent upon the written request of the shareholder and delivered after approval of the application to purchase and receipt of payment, at the address of the investor indicated in the official application to purchase or, upon instruction, to PAMI. Costs of issuance of stock certificates shall be borne by the shareholder.

Should shareholders opt not to receive stock certificates, these shall remain in the custody of the transfer agent.

Statements and Reports

Investors will receive a statement of account on a periodic basis. PAMI shall also send reports, fund updates, fund manager reports and various information materials on a periodic basis to apprise investors of the outlook and performance of the Company and its

funds. Upon the request of the investor, PAMI shall issue certifications, for a fee, and annual reports, which can also be viewed or downloaded from the PAMI website.

NAVPS Computation

NAVPS is defined as the difference of total assets of the Fund less its total liabilities, divided by the number of shares outstanding. The Fund shall compute the NAVPS daily. The price of the Fund will be posted on a conspicuous place in the principal office of the Company and published daily in at least two newspapers of general circulation in the Philippines.

MANNER & METHOD OF REDEMPTION

How to Redeem

Shareholders can file their redemption request forms in any PAMI office. Redemption from the Fund requires filling-out, disclosing and presenting the following information and documents:

- Redemption Request Form (RRF)
- Reason for Redemption (monitoring form)
- 2 Valid IDs (for walk-in redemptions)

The receiving agent, PAMI sales or sales & administrative assistant personnel should make sure that the forms are completely filled-out with the client's signature affixed on the RRF and SAF. If the redemption is coursed thru fax, the original redemption documents must be submitted before the proceeds will be released. Redemption proceeds will be available three days after the transaction date.

Amount of Redemption

Shareholders can redeem their shares in partial or in full. Partial redemption is allowed if number of shares do not go below the prescribed minimum investment.

Redemption

The redemption price of the securities surrendered before the daily cut-off time shall be the same banking day's NAV per share after the request for redemption is received, while those surrendered after the daily cut-off time shall be deemed to have been received on the following banking day. The daily cut-off time shall be 12:00 noon. Payments for securities redeemed shall be effected within seven (7) banking days from receipt of the request for redemption.

Claim of Payment for Redeemed Shares

A shareholder must bring a proper ID. In case of a proxy, an authorization letter should accompany the ID of the duly authorized person.

- Submit stock certificate(s) and fill-up an original redemption request form and/or stock assignment(s), if the redemption order was made through phone.
- Together with the check, shareholders may be given a copy of the redemption request form upon request.

Redemption Fee

For Option A or A-Shares

The applicable holding period for option A or A-shares is six (6) months. Redemptions made within six (6) months are subject to an exit fee of no more than 1% (exclusive of twelve percent VAT) of the redemption proceeds. Redemption fee is based on the following schedule:

| Placement Period | Exit Fee | 12% VAT on Exit Fee | Exit Fee + 12% VAT |
|--------------------------|----------|---------------------|--------------------|
| Less than six (6) months | 1.00% | 0.12% | 1.12% |
| Six months and above | 0.00% | 0.00% | 0.00% |

For option B or B-shares

The applicable holding period for option B or B-shares is five (5) years. Redemptions made before 5 years are subject to an exit fee of no more than 5% (exclusive of twelve percent VAT) of the redemption proceeds. Redemption fee is based on the following schedule:

| Placement Period | Exit Fee | 12% VAT on Exit Fee | Exit Fee + 12% VAT |
|---|----------|---------------------|--------------------|
| Less than 1 year | 5.00% | 0.60% | 5.60% |
| More than 1 year but less than 2 years | 4.00% | 0.48% | 4.48% |
| More than 2 years but less than 3 years | 3.00% | 0.36% | 3.36% |
| More than 3 years but less than 4 years | 2.00% | 0.24% | 2.24% |
| More than 4 years but less than 5 years | 1.00% | 0.12% | 1.12% |

Special Considerations

PSGF shall not suspend the right of redemption or postpone the date of payment or satisfaction upon redemption of any redeemable security for more than seven banking days after the tender of such security to the Company, except on the following cases:

1. for any period during which banks are closed other than customary weekend and holiday closings;
2. for any period during which an emergency exists as a result of which (a) disposal by the Company of securities owned by it is not reasonably practicable or (b) it is not reasonably practicable for the Company to determine the value of its net assets; or
3. For such other periods as the SEC may, by order, permit for the protection of security holders of the Company.
4. The Commission may, whenever necessary or appropriate in the public interest and for the protection of investors, suspend the redemption of securities of open-end investment companies.

Note: Shareholders can file their redemption request forms in any PAMI office.

USE OF PROCEEDS

The Company plans to use the proceeds from the sale of the PSGF shares to build up its investment in equities of companies listed in the primary and secondary boards of the PSE. The Fund does not plan to invest in foreign securities. SEC Memorandum Circular #7 Series of 2005 or the "Guidelines on the Evaluation of Foreign Investments by Mutual Fund Companies" nevertheless allows mutual fund companies to invest up to 100% of its assets in foreign securities.

The company may also invest in fixed-income instruments including but not limited to treasury bills, BSP Certificate of Indebtedness, other government securities or bonds and such other evidences of obligations issued by the BSP or guaranteed by the Philippine Government. The proceeds from the sale of securities, including the original subscription of payments at the time of incorporation including the original paid-in capital of the investment company shall be held by the custodian bank.

Estimated gross proceeds of the additional 25,943,980 PSGF shares, if sold at NAVPS (i.e., Php511.01) as of March 22, 2017, is Php13,257,633,219.80. In accordance with the SEC's Investment Restrictions and Guidelines, the following table lists the estimated expenses pertaining to the Fund's issuance and distribution as well as the estimated net proceeds from the sale of the PSGF shares.

| PARTICULARS | AMOUNT |
|---------------------------------|--------------------------|
| Estimated Gross Proceeds | 13,257,633,219.80 |
| Less Estimated Expenses: | |
| SEC Registration & Filing Fees | 3,915,677.38 |
| Documentary Stamp Taxes | 439,734.50 |
| Legal Fees | 150,000.00 |
| Management Fees | 198,864,498.30 |
| Directors Fees | 200,000.00 |
| Advertising (Print) | 150,000.00 |
| Sales & Marketing | 100,000.00 |
| Prospectus, Letters & Envelopes | 50,000.00 |
| Postage | 5,000.00 |
| <i>Total Estimated Expenses</i> | <i>203,874,910.18</i> |
| Estimated Net Proceeds | 13,053,758,309.62 |

No material amount of the proceeds will be used to acquire or finance the acquisition of other businesses. The proceeds will not be used to discharge debt or reimburse any officer, director or shareholder for services rendered, assets previously transferred, money advanced or otherwise, or any other expenses. The proceeds derived by the Fund from the sale of its shares, will be held by the custodian bank.

DETERMINATION OF OFFERING PRICE

The offering price of one share is its NAVPS plus the entry fee or sales load together with twelve percent (12%) Value Added Tax (V.A.T.). The Fund's investing and trading activities on the trade date shall be included in the NAVPS calculation on the same day. Other trades which do not meet the custodian's cut-off time are included in the NAVPS calculation one business day from trade date (T+1). Total number of shares subscribed to and redeemed from the Fund will be included in the NAVPS calculation one (1) day after

the day of transaction. The daily cut-off time shall be 12 o'clock noon of a banking day. A banking day is defined as a day when commercial banks in Metro Manila are not required or authorized to close by law.

PLAN OF DISTRIBUTION

Based on Portion II Section 7 and 8 of the Management & Distribution Agreement, PAMI functions only as the principal distributor of the Fund and will sell on a best efforts basis. PAMI does not have any arrangement to designate or nominate a member or members of the board of directors of PSGF. Similarly, PAMI does not have the right to designate or sell shares to specified persons.

The Market Regulation Department of SEC issued PAMI its license to operate as an Investment Company Adviser on November 27, 2015, subject to the provisions of the Investment Company Act, the Securities Regulation Code and its implementing rules and regulations, as well as other pertinent laws, rules and regulations applicable. The Confirmation of the Payment of Annual Fees was issued by the same SEC Department last November 29, 2016 with the provision that the terms and conditions imposed upon the original/amended registration of the company shall continuously apply and their licenses shall remain valid unless otherwise revoked for cause or suspended or voluntarily surrendered or cancelled by the Commission.

Also licensed by the SEC to engage in the distribution of securities to the public, PAMI will directly distribute Fund shares through its licensed account managers and sales officers. Campaigns will utilize print media, direct mailers, and telemarketing. Promotions will be directed at both the distribution channels and the retail investor.

As investment manager and principal distributor, PAMI is entitled to Management fees pegged at an equivalent to 1/6 of 1% of the average net value of the Company's assets per month computed on a daily basis or not more than 2.0% of the average net asset of the Company's assets per year. The sales load, which will be directly used for commissions, will not be more than three percent (3%) of the amount invested.

DESCRIPTION OF SECURITIES TO BE REGISTERED

PSGF was incorporated with an authorized capital stock of Five Hundred Seventy Five Million Pesos (Php575,000,000.00), divided into five million seven hundred fifty thousand 5,750,000 redeemable common shares with par value of One Hundred Pesos (Php100.00) for each share.

During the annual meeting on May 30, 2002, the stockholders owning or representing at least two-thirds of the outstanding capital stock of the Fund approved the recommendation of the Board of Directors of the Fund to (a) increase the authorized capital stock of PSGF from Five Hundred Seventy Five Million Pesos (Php575,000,000.00) to Ten Billion Pesos (Php10,000,000,000.00) to be implemented in tranches and (b) to amend, from time to time as determined by the Board of Directors, the Seventh Article of Incorporation to reflect each partial increase in the authorized capital stock. All actions are in compliance with Section 38 of the Corporation Code of the Philippines and the Investment Company Act.

On February 20, 2008, the Board of Directors of the Fund, by a vote of the majority of all its members, resolved to increase PSGF's authorized capital stock from Nine Hundred Twenty Million Three Hundred Fifty One Thousand Two Hundred Pesos (Php920,351,200.00) to Three Billion Five Hundred Seventy Nine Million Three Hundred Twenty Four Thousand Four Hundred Pesos (Php3,579,324,400.00) as the second

tranche. On July 16, 2008, the SEC approved the Amended Articles of Incorporation of PSGF thereby increasing its authorized capital stock to Three Billion Five Hundred Seventy Nine Million Three Hundred Twenty Four Thousand Four Hundred Pesos (Php3,579,324,400.00), divided into thirty five million seven hundred ninety three thousand two hundred forty four shares (35,793,244) with par value of One Hundred Pesos (Php100.00) per share and registered on August 12, 2009. Of the increase in the authorized capital stock, twenty six million five hundred eighty nine thousand seven hundred thirty two (26,589,732) new shares were offered to the public with an offer price equivalent to the Net Asset Value per Share (“NAVPS”) plus an entry fee or sales load.

On December 10, 2015, the Board of Directors of the Fund, by a vote of the majority of its members, resolved to increase PSGF's authorized capital stock from Three Billion Five Hundred Seventy Nine Million Three Hundred Twenty Four Thousand Four Hundred Pesos (Php3,579,324,400.00) divided into Thirty Five Million Seven Hundred Ninety Three Thousand Two Hundred Forty Four (35,793,244) shares with par value of One Hundred Pesos (Php100.00) each to Six Billion One Hundred Seventy Three Million Seven Hundred Twenty Two Thousand Four Hundred Pesos (Php6,173,722,400.00) divided into Sixty One Million Seven Hundred Thirty Seven Thousand Two Hundred Twenty Four (61,737,224) shares with par value of One Hundred Pesos (Php100.00), representing the third tranche of the increase in the authorized capital stock of the Corporation to up to Ten Billion Pesos (Php10,000,000,000.00). The Application for the Increase in Authorized Capital Stock for PSGF was filed on February 23, 2016 and approved by the SEC on 06 October 2016.

Each share of PSGF stock is a voting stock with voting rights equal to every other outstanding stock. Furthermore, each share of stock is subject to the following rights:

1. Right of Redemption at NAVPS
2. Power of Inspection
3. Right to Information
4. Right to Dividends
5. Appraisal Right

However, each share of PSGF stock is subject to the following restrictions:

1. Waiver of pre-emptive rights – No stockholder shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the Corporation.
2. Restriction on transfer – No transfer of stock of the Corporation which would reduce the stock ownership or equity interest of Filipino citizens to less than the percentage required by applicable laws or regulations shall be caused or allowed to be recorded in the proper books of the Corporation.

There is no provision in the Company's Articles of Incorporation or By-Laws that would delay, deter, or prevent a change in control of the registrant.

The Company has not sold any unregistered or exempt securities and is prohibited from selling these types of securities. Hence, no exceptions from registration were claimed nor were there any dealings with underwriters to that effect.

CORPORATE PROFILE OF PSGF

PSGF is a stock corporation incorporated on April 27, 1998. The company's sole product is shares (securities) of PSGF. PAMI will directly distribute the PSGF shares. For the fiscal year ending December 31, 2015, PSGF's net investment loss was Php1.64 billion. This is Php506 million or 76.47% lower as compared with Php2.16 billion of net investment income for the period ended December 31, 2014. The movement is highly characterized by the performance of the market for the period.

There are currently 57 registered mutual funds in the industry with over Php257B in assets under management⁵. The principal method of competition within the mutual fund industry is performance and service. Distributed nationwide, PSGF belongs to the peso-denominated stock fund segment with 13 other competitors.

The following table summarizes a comparison of PSGF against its competitors for January to December 2016⁶:

| FUND NAME | SALES | REDEMPTIONS | NET SALES |
|--|------------------|--------------------|--------------------|
| ALFM Growth Fund, Inc. | 654,665,242.87 | 1,299,748,208.45 | (645,082,965.58) |
| ATRAM Alpha Opportunity Fund, Inc. | 33,178,690.49 | 14,285,764.26 | 18,892,926.23 |
| ATRAM Phil. Equity Opportunity Fund, Inc. | 192,439,686.75 | 1,396,345,535.04 | (1,203,905,848.29) |
| First Metro Save and Learn Equity Fund, Inc. | 400,004,609.08 | 1,278,440,669.74 | (878,436,060.66) |
| One Wealthy Nation Fund, Inc. | 1,128,462.97 | 13,802,891.39 | (12,674,428.42) |
| PAMI Equity Index Fund, Inc. | 1,008,792,902.69 | 403,830,305.43 | 604,962,597.26 |
| Philam Strategic Growth Fund, Inc. | 3,840,184,703.82 | 1,956,213,639.64 | 1,883,971,064.18 |
| Philequity Dividend Yield Fund, Inc. | 297,203,192.98 | 251,047,714.06 | 46,155,478.92 |
| Philequity Fund, Inc. | 1,146,475,336.46 | 1,769,438,619.65 | (622,963,283.19) |
| Philequity PSE Index Fund, Inc. | 473,221,929.13 | 172,469,025.23 | 300,752,903.90 |
| Philippine Stock Index Fund Corp. | 2,476,678,421.82 | 2,689,380,279.86 | (212,701,858.04) |
| Soldivo Strategic Growth Fund, Inc. | 209,485,743.79 | 51,373,287.53 | 158,112,456.26 |
| Sun Life Prosperity Philippine Equity Fund, Inc. | 1,343,742,357.74 | 4,466,222,214.73 | (3,122,479,856.99) |
| Sun Life Prosperity Phil. Stock Index Fund, Inc. | 1,128,009,113.61 | 257,867,775.03 | 870,141,338.58 |
| United Fund, Inc. | 2,925,974.07 | 53,301,913.86 | (50,375,939.79) |

The following table summarizes a comparison of PSGF against its competitors for January to December 2015⁷:

⁵ Source: Philippine Investment Fund Association (PIFA)

⁶ Source: Philippine Investment Fund Association (PIFA)

⁷ Source: Philippine Investment Fund Association (PIFA)

| FUND NAME | SALES | REDEMPTIONS | NET SALES |
|--|-------------------|--------------------|--------------------|
| ALFM Growth Fund, Inc. | 998,836,512.51 | 1,127,613,732.88 | (128,777,220.37) |
| ATRAM Alpha Opportunity Fund, Inc. | 46,131,336.99 | 126,744,354.69 | (80,613,017.70) |
| ATRAM Phil. Equity Opportunity Fund, Inc. | 989,085,108.45 | 2,769,512,842.15 | (1,780,427,733.70) |
| First Metro Save and Learn Equity Fund, Inc. | 1,386,512,812.94 | 1,407,974,532.54 | (21,461,719.60) |
| PAMI Equity Index Fund, Inc. | 1,567,617,832.45 | 2,668,227.43 | 1,564,949,605.02 |
| Philam Strategic Growth Fund, Inc. | 10,867,097,242.16 | 3,268,773,113.81 | 7,598,324,128.35 |
| Philequity Dividend Yield Fund, Inc. | 1,425,519,745.78 | 384,737,220.05 | 1,040,782,525.73 |
| Philequity Fund, Inc. | 3,709,210,636.63 | 2,843,633,541.42 | 865,577,095.21 |
| Philequity PSE Index Fund, Inc. | 539,220,533.47 | 70,091,408.19 | 469,129,125.28 |
| Philippine Stock Index Fund Corp. | 2,190,497,354.31 | 5,215,748,535.88 | (3,025,251,181.57) |
| Soldivo Strategic Growth Fund, Inc. | 327,311,172.39 | 8,205,065.99 | 319,106,106.40 |
| Sun Life Prosperity Philippine Equity Fund, Inc. | 5,220,836,375.87 | 4,802,476,325.84 | 418,360,050.03 |
| Sun Life Prosperity Phil. Stock Index Fund, Inc. | 1,527,092,993.59 | 28,787,649.45 | 1,498,305,344.14 |
| United Fund, Inc. | 80,742,939.23 | 28,863,345.67 | 51,879,593.56 |

The following table summarizes a comparison of PSGF against its competitors for January to December 2014⁸:

| FUND NAME | SALES | REDEMPTIONS | NET SALES |
|--|------------------|--------------------|--------------------|
| ALFM Growth Fund, Inc. | 4,697,971,981.02 | 2,369,111,122.14 | 2,328,860,858.88 |
| ATRAM Alpha Opportunity Fund, Inc. | 158,162,194.80 | 170,977,547.74 | (12,815,352.94) |
| ATRAM Phil. Equity Opportunity Fund, Inc. | 2,460,748,713.80 | 4,745,239,489.32 | (2,284,490,775.52) |
| First Metro Save and Learn Equity Fund, Inc. | 1,521,883,649.31 | 2,641,154,744.98 | (1,119,271,095.67) |
| PAMI Equity Index Fund, Inc. | 6,954,670,744.92 | 3,353,948,541.29 | 3,600,722,203.63 |
| Philam Strategic Growth Fund, Inc. | 4,304,772,411.51 | 1,492,995,761.69 | 2,811,776,649.82 |
| Philequity Dividend Yield Fund, Inc. | 2,844,035,602.31 | 1,105,596,014.30 | 1,738,439,588.01 |
| Philequity Fund, Inc. | 16,353,910.57 | 8,275,757.18 | 8,078,153.39 |
| Philequity PSE Index Fund, Inc. | 9,207,274,941.67 | 3,861,361,628.06 | 5,345,913,313.61 |
| Philippine Stock Index Fund Corp. | 119,539,062.46 | 296,500.77 | 119,242,561.69 |
| Soldivo Strategic Growth Fund, Inc. | 4,751,419,100.34 | 5,649,524,713.37 | (898,105,613.03) |
| Sun Life Prosperity Philippine Equity Fund, Inc. | 65,147,654.19 | 169,292,364.27 | (104,144,710.08) |
| Sun Life Prosperity Phil. Stock Index Fund, Inc. | 4,697,971,981.02 | 2,369,111,122.14 | 2,328,860,858.88 |
| United Fund, Inc. | 158,162,194.80 | 170,977,547.74 | (12,815,352.94) |

The major competitor of PSGF is the Sun Life Prosperity Philippine Equity Fund, Inc. (the "Sun Life Equity Fund"). Sold by distribution agents, the Sun Life Equity Fund has over Php15 Billion in assets (as of end-Dec 2015). Other competitors include the Philequity Fund, Inc., Philippine Stock Index Fund Corp., and ALFM Growth Fund, Inc., as well as another PAMI-managed fund, PAMI Equity Index Fund, Inc.

⁸ Source: Philippine Investment Fund Association (PIFA)

PSGF competes very well with all the other stock funds given PAMI's financial muscle and distribution capabilities. PAMI's main distribution channels are the Philamlife agency force, which has over 8,000 agents. A major distribution channel is the third party distributor group which grows their customer relationships by expanding their product and service offerings.

Hence, based on the above discussion, we believe that the Fund will perform well in terms of both yield and sales. Furthermore, the Fund's cash flow facility will be a major differential advantage that will attract long-term investors.

As investment manager, PAMI is tasked to provide and render management and technical services to PSGF. PAMI also functions as the principal distributor of PSGF. As such, it takes charge of sales of the PSGF shares to prospective investors. Through its Management and Distribution Agreement with PSGF, the guidelines for the management of the resources and operations of PSGF by PAMI are set. PAMI is wholly owned by Philamlife.

PAMI will charge a monthly management fee equivalent to 1/6 of 1% of the average net value of the Company's assets computed on a daily basis or not more than 2.0% per year, of the average net value of the Fund's assets. A sales load of not more than three percent (3%) of the investment will also be charged. Waiver of sales loads can be negotiated with institutional investors on a case-to-case basis. PAMI is also entitled to an incentive fee equivalent to 1/10 of the increase in net asset value multiplied by the average daily number of shares outstanding of the Company for such year. These rates have been arrived at after a study of the fees currently charged by bank CTFs, the most logical competitor benchmark.

The Custodial Agreement establishes the relationship among PSGF, PAMI, and Citibank N.A. ("Citi"), as the custodian bank. The Custodial Agreement covers the custodian bank's duties on receipt of securities, identification and segregation of assets, registration of assets, reports and records to be accomplished by the custodian bank, custody of PSGF investments and fees of the custodian bank. Based on the Fund's Assets Under Management, Citibank N.A. custodian fees are computed at 1.35 bps per annum. The bank fee of Php100 is charged per transaction.

The transfer agent of PSGF is the Philam Asset Management, Inc. (PAMI), pursuant to a Transfer Agency Agreement executed by PSGF and PAMI. The primary responsibility of the transfer agent is the accurate record keeping of individual shareholdings and the issuance and cancellation of stock certificates. PAMI charges PSGF a fee computed at the rate of 5 bps per annum based on the Fund's Assets Under Management.

COMPLIANCE WITH REGULATIONS

Investment Company Act of 1960

Investment companies are primarily regulated by Republic Act No. 2629, the Investment Company Act of 1960, and its implementing rules and regulations. Subject to exceptions under RA 2629, an investment company is any issuer which is or holds itself out as being engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting, or trading in securities. Investment companies may be either open-end or closed-end. An open-end company is an investment company that offers for sale, or has outstanding, any redeemable security of which it is the issuer. A closed-end company is any investment company other than an open-end company.

Investment companies must be organized as stock corporations and must comply with the requirements of the Corporation Code of the Philippines, as well as with the following additional requirements under RA 2629:

1. Minimum subscribed and paid-in capital of at least PhP50,000,000.00;
2. All members of the Board of Directors must be Filipino citizens;
3. All shares of its capital stock must be common and voting shares; and
4. In the case of open-end companies, the Articles of Incorporation shall provide for the waiver of pre-emptive rights of shareholders.

The Company has complied with the above requirements.

RA 2629 requires every investment company organized or created under Philippine laws to register by filing with the SEC a registration statement, which shall set forth such information that the SEC may require. Furthermore, any securities proposed to be issued and distributed or sold by the investment company must likewise be registered with the SEC.

For the protection of its investors, every registered investment company is required to place and maintain its securities and similar investments in the custody of a duly organized local commercial bank of good repute; or a company which is a member of a securities exchange as defined in the Securities Act (now the Securities Regulation Code), subject to such rules and regulations as the SEC may from time to time prescribe; or such registered company, but only in accordance with such rules and regulations or orders as the SEC may from time to time prescribe for the protection of investors.

Registered investment companies are subject to the reporting provisions of SRC Rule 17.1. Moreover, ICA Rule 35-1(i) requires the registered investment companies, within the first ten (10) days of every month, to submit to the SEC reports under oath executed on behalf of the investment companies by their Treasurer or any other officer, showing the following information:

1. the total amount received from the sale of shares;
2. the total amount of redemption;
3. the number of shares outstanding at the beginning of the month;
4. the number of shares sold during the month;
5. the number of shares redeemed during the month;
6. the number of shares outstanding at the end of the month; and
7. the percentage of the outstanding shares owned by Filipinos.

Investment companies are also required to file with the SEC such information and documents including financial statements as the SEC may require, on a semi-annual or quarterly basis, to keep reasonably current the information and documents contained in the registration statements filed by the investment companies when they registered as investment companies as required under RA 2629.

Anti-Money Laundering Act

SEC Memorandum Circular No. 2, Series of 2015, describes Money Laundering as “the processing of the proceeds of a crime to disguise their origin. It is a process intended to mask the benefits derived from serious offenses or criminal conduct as described under the Act, so that they appear to have originated from a legitimate source.” Money Laundering, whether it be facilitating or assisting in such act, is considered as a criminal offense.

PAMI strictly enforces its PAMI Anti-Money Laundering SOP and Guidelines, procedures and training. This is also in compliance with the laws and regulations under the Anti-Money Laundering Act.

PAMI Sales Representatives shall ascertain the identity of each client by performing their KYC (Know Your Customer). PAMI Sales Representative shall also obtain competent evidence of their client's identity and/or proof of source of funds by requiring the submission of certain documents as stated in the Anti-Money Laundering Guidelines prior to opening an account. Any additional subscriptions /top ups should also be in compliance of the said guidelines.

PAMI reserves the right to reject any application to purchase shares of the Fund if found to be non-compliant with the foregoing.

Foreign Account Tax Compliance Act ("FATCA")

The U.S. Foreign Account Tax Compliance Act ("FATCA") has the objective of preventing tax evasion by U.S. persons by placing certain compliance and reporting obligations on Foreign Financial Institutions ("FFIs") including mutual funds such as PAMI Income Payout Fund. If the Fund is found to be non-compliant it may be subject to a 30% withholding on U.S. source income or proceeds. As such, establishing and continually maintaining FATCA-compliant processes across all business functions is of critical importance to PAMI and the mutual funds it manages.

The requirements of FATCA are complex and requires FFIs to undertake due diligence to identify U.S. customers, report U.S. customers to the U.S. Inland Revenue Services ("IRS") or the Philippines Bureau of Internal Revenue ("BIR") together with customers who are unable or unwilling to confirm their corresponding U.S. status (recalcitrant customers) and in certain circumstances to withhold against or terminate accounts of recalcitrant customers. In line with this, PAMI strictly enforces its PAMI FATCA SOP and Guidelines, procedures and training.

Similarly, as an internal control, PAMI will not accept clients who are U.S. Citizens. However, PAMI will accept clients with U.S. Indicias provided that, together with the Customer Information Sheet or Subscription form, they submit the required FATCA documents.

PAMI reserves the right to reject any application to purchase shares of the Fund if found to be non-compliant with the foregoing.

Employees

PSGF employs no personnel as it functions solely through its Fund Manager, PAMI.

Properties

PSGF does not own any real or personal properties (such as real estate, plant and equipment, mines, patent, etc.). Neither does the Fund lease any property nor does it intend to acquire any real or personal properties within the next 12 months.

Legal Proceedings

There is no pending litigation or arbitration proceedings where the Company is a party and no litigation or claim of material importance is known to the Directors of PSGF to be

pending or threatened against the Company during the past five (5) years up to the date of this Prospectus.

MARKET FOR ISSUER'S COMMON EQUITY & RELATED STOCKHOLDERS' MATTERS

Market Information

PSGF is not listed in the Philippine Stock Exchange and is sold by PAMI's main distribution channels - the Philam Life licensed agents and PAMI's branches nationwide.

There is no public trading market for PSGF shares.

The registrant can satisfy cash requirements in the medium term (5 years) through internally generated funds. This is so because the registrant does not have substantial fixed overhead costs to cover. Therefore, the registrant does not have to raise additional funds in the next twelve months to meet its cash requirements.

Net Asset Value per Share per Quarter

| QTR | | YEAR | DATE | NAVPS | YEAR | DATE | NAVPS | YEAR | DATE | NAVPS |
|-----|------|------|--------|--------|------|--------|--------|------|--------|--------|
| 1 | LOW | 2015 | 6-Jan | 543.32 | 2016 | 21-Jan | 453.54 | 2017 | 3-Jan | 489.71 |
| | HIGH | | 4-Mar | 582.72 | | 21-Mar | 531.96 | | 24-Jan | 520.75 |
| 2 | LOW | | 9-Jun | 539.2 | | 5-May | 510.11 | | | |
| | HIGH | | 13-Apr | 595.58 | | 29-Jun | 558.45 | | | |
| 3 | LOW | | 24-Aug | 500.11 | | 14-Sep | 541.15 | | | |
| | HIGH | | 23-Jul | 557.88 | | 21-Jul | 580.13 | | | |
| 4 | LOW | | 14-Dec | 491.34 | | 23-Dec | 471.23 | | | |
| | HIGH | | 26-Oct | 533.48 | | 4-Oct | 551.73 | | | |

Holders

As of April 30, 2017, there were a total of 16,720 holders of redeemable common stock (one class of shares only) totaling 54,615,253.00 shares⁹. Following are the top 20 shareholders:

| | NAME | NO. OF SHARES | % OF TOTAL SHARES |
|---|---|---------------|-------------------|
| 1 | THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE CO (PHILAM LIFE) | 25,561,292 | 51.5105% |
| 2 | BPI-PHILAM LIFE ASSURANCE CORPORATION | 8,640,882 | 15.8214% |
| 3 | RESINS INCORPORATED | 1,341,125 | 2.4556% |
| 4 | CITICORP FINANCIAL SERVICES & INSURANCE BROKERAGE PHILS INC FAO CITIBANK N.A. VARIOUS CLIENTS | 1,135,140 | 2.0784% |
| 5 | CEBU CFI COMMUNITY COOPERATIVE | 295,735.00 | 0.5415% |
| 6 | LBP-PROVIDENT FUND | 275,281.00 | 0.5040% |
| 7 | TPG CORPORATION | 246,101.00 | 0.4506% |
| 8 | GO, GERRY Q. | 190,592.00 | 0.3490% |
| 9 | NOVALICHES DEVELOPMENT COOPERATIVE | 175,597.00 | 0.3215% |

⁹ Of which 35,793,244 shares are registered and 18,822,009 shares are unregistered.

| | | | |
|----|---|------------|---------|
| 10 | HOLY ANGEL UNIVERSITY | 171,888.00 | 0.3147% |
| 11 | PHILCOMSAT HOLDINGS CORPORATION | 110,408.00 | 0.2022% |
| 12 | RAMPVER INSURANCE AGENCY TRADE & DEVT INC | 102,447.00 | 0.1876% |
| 13 | RIVERBANKS DEVELOPMENT CORPORATION | 98,969.00 | 0.1812% |
| 14 | LEE, JAMES CHIEW | 92,001.00 | 0.1685% |
| 15 | LHULLIER, JEAN HENRI D. | 90,944.00 | 0.1665% |
| 16 | PALARAN, ANITA SALES | 76,566.00 | 0.1402% |
| 17 | MARILAG CORPORATION | 73,761.00 | 0.1351% |
| 18 | MONTILLANO, FRANCISCO E. | 72,019.00 | 0.1319% |
| 19 | ALIMAN, LESLIE ANNE C | 70,383.00 | 0.1289% |
| 20 | LUSTRE, ALEC S | 68,777.00 | 0.1259% |

Dividends

PSGF has not declared any cash dividends for the last three (3) years. The Company does not plan to declare cash dividends. Surplus profits of the Company (if any), will be used as additional proceeds to invest in eligible securities¹⁰.

Under R.A. 2629, it shall be unlawful for any registered investment company to pay any dividend, or make any distribution in the nature of a dividend payment, wholly or partly from any source other than: (i) from the investment company's accumulated undistributed net income, determined in accordance with good accounting practice and including profits or losses realized upon the sale of securities or properties; or (ii) from the Fund's earned surplus so determined for the current or preceding fiscal year, unless such payment is accompanied by a written statement which adequately discloses the source or sources of such payment. The SEC may prescribe the form of such statement by rules or regulations or by order in the public interest and for the protection of investors. It shall also be unlawful to advertise such dividends in terms of centavos or pesos per share without also stating the percentage they bear to the par value per share.

¹⁰ As amended by a majority vote of the Board of Directors during its Regular Meeting on 27 October 2016 at Net Lima Building, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig City and subject for approval by its stockholders during the Annual Shareholders' Meeting on 27 July 2017.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

OPERATIONAL HIGHLIGHTS/TOP 5 PERFORMANCE INDICATORS

1. Assets Under Management ("AUM")

Interim Year for the Period Ending March 31, 2017 vs. 2016

The Fund's net assets increased by Php2.37 billion or 9.11% as of March 31, 2017 as compared to the same period in 2016. The increase is due to continuous client subscriptions along with the positive market movement for the period ended and the strategy of the fund manager in the management of the Fund's assets.

Fair Values of Assets and Gain for the Period Ending March 31, 2017

The Fund's total assets as of March 31, 2017 increased by Php2.222 billion or 8.68% as compared with the December 31, 2016 balance. Large portion of the increase is attributable to the increase of the Fund's investments in financial assets measured at fair value through profit or loss amounting to Php2.219 billion or 99.81% of Php2.222 billion. This is in addition to the good performance of the market for the period then ended, continuing client subscription and the strategy of the Fund manager in managing the Fund's assets.

FY 2016 vs. FY 2015

The Fund's Assets Under Management as of the year ending December 31, 2016 increased by almost 44% at Php25.595 Billion as compared to the net assets as of December 31, 2015, posted at Php17.665 Billion.

Fair Values of Assets and Gain for the Period Ending December 31, 2016

The movement in the financial performance for the past three years is highly characterized by the movement of fair value gains (losses) as a result of the market's movement. Moreover, the accruals increased as a result of the fluctuation of the Fund AUM which is the basis of its computation.

With PAMI's strategy to distribute and manage the Fund's assets, there is no known event that may affect the continuity of operation of the Fund.

FY 2015 vs. FY 2014

PSGF's AUM grew by 34.8% from Php16.95 billion in 2014 to Php22.85 billion in 2015. This is attributable to the strong selling efforts of the PAMI Sales Teams and Agents.

FY 2014 vs. FY 2013

The Fund's Assets Under Management increased by 51.27% from Php11.20 billion in 2013 to Php16.95 billion in 2014.

2. Net Asset Value per Share ("NAVPS") Per Quarter

| QTR | | YEAR | DATE | NAVPS | YEAR | DATE | NAVPS | YEAR | DATE | NAVPS |
|-----|------|------|-------|--------|------|--------|--------|------|--------|--------|
| 1 | LOW | 2015 | 6-Jan | 543.32 | 2016 | 21-Jan | 453.54 | 2017 | 3-Jan | 489.71 |
| | HIGH | | 4-Mar | 582.72 | | 21-Mar | 531.96 | | 24-Jan | 520.75 |

| | | | | | | | |
|---|------|--------|--------|--------|--------|--|--|
| 2 | LOW | 9-Jun | 539.2 | 5-May | 510.11 | | |
| | HIGH | 13-Apr | 595.58 | 29-Jun | 558.45 | | |
| 3 | LOW | 24-Aug | 500.11 | 14-Sep | 541.15 | | |
| | HIGH | 23-Jul | 557.88 | 21-Jul | 580.13 | | |
| 4 | LOW | 14-Dec | 491.34 | 23-Dec | 471.23 | | |
| | HIGH | 26-Oct | 533.48 | 4-Oct | 551.73 | | |

3. Sales and Redemptions

The following table summarizes the performance of PSGF (January to December 2015) in Php¹¹:

| FUND NAME | SALES | REDEMPTIONS | NET SALES |
|------------------------------------|-------------------|------------------|------------------|
| Philam Strategic Growth Fund, Inc. | 10,867,097,242.16 | 3,268,773,113.81 | 7,598,324,128.35 |

The following table summarizes the performance of PSGF (January to December 2016) in Php¹²:

| FUND NAME | SALES | REDEMPTIONS | NET SALES |
|------------------------------------|------------------|------------------|------------------|
| Philam Strategic Growth Fund, Inc. | 5,845,986,396.00 | 2,487,153,060.07 | 3,358,833,335.93 |

The following table summarizes the performance of PSGF (January to March 2017) in Php¹³:

| FUND NAME | SALES | REDEMPTIONS | NET SALES |
|------------------------------------|------------------|----------------|------------------|
| Philam Strategic Growth Fund, Inc. | 1,378,977,118.72 | 237,256,575.29 | 1,141,720,543.43 |

4. Funds Performance Against Competitors

The following table summarizes a comparison of PSGF against its competitors for January to March 2017¹⁴:

| FUND NAME | SALES | REDEMPTIONS | NET SALES |
|--|------------------|------------------|------------------|
| ALFM Growth Fund, Inc. | 173,020,832.68 | 222,619,381.39 | (49,598,548.71) |
| ATRAM Alpha Opportunity Fund, Inc. | 80,217,353.25 | 46,846,027.83 | 33,371,325.42 |
| ATRAM Phil. Equity Opportunity Fund, Inc. | 100,843,112.34 | 104,716,012.86 | (3,872,900.52) |
| First Metro Save and Learn Equity Fund, Inc. | 96,270,075.36 | 80,054,857.90 | 16,215,217.46 |
| One Wealthy Nation Fund, Inc. | 192,113.50 | 2,917,406.15 | (2,725,292.65) |
| PAMI Equity Index Fund, Inc. | 422,934,489.83 | 73,731,622.76 | 349,202,867.07 |
| Philam Strategic Growth Fund, Inc. | 1,378,977,118.72 | 237,256,575.29 | 1,141,720,543.43 |
| Philequity Dividend Yield Fund, Inc. | 720,085,360.03 | 1,034,355,630.18 | (314,270,270.15) |
| Philequity Fund, Inc. | 243,527,623.11 | 737,414,305.45 | (493,886,682.34) |
| Philequity PSE Index Fund, Inc. | 101,770,974.81 | 34,548,615.77 | 67,222,359.04 |
| Philippine Stock Index Fund Corp. | 612,505,434.88 | 1,258,842,326.82 | (646,336,891.94) |

¹¹ Source: Philippine Investment Funds Association (PIFA)

¹² Source: Philippine Investment Funds Association (PIFA)

¹³ Source: Philippine Investment Funds Association (PIFA)

¹⁴ Source: Philippine Investment Funds Association (PIFA)

| | | | |
|--|----------------|----------------|------------------|
| Soldivo Strategic Growth Fund, Inc. | 50,920,241.25 | 14,143,504.82 | 36,776,736.43 |
| Sun Life Prosperity Philippine Equity Fund, Inc. | 222,264,385.24 | 478,988,020.61 | (256,723,635.37) |
| Sun Life Prosperity Phil. Stock Index Fund, Inc. | 233,999,562.59 | 101,953,540.56 | 132,046,022.03 |
| United Fund, Inc. | 7,784,224.83 | 625,396.39 | 7,158,828.44 |

The following table summarizes a comparison of PSGF against its competitors for January to December 2016¹⁵:

| FUND NAME | SALES | REDEMPTIONS | NET SALES |
|--|------------------|------------------|--------------------|
| ALFM Growth Fund, Inc. | 934,063,627.04 | 1,424,903,479.57 | (490,839,852.53) |
| ATRAM Alpha Opportunity Fund, Inc. | 130,226,110.07 | 20,304,017.08 | 109,922,092.99 |
| ATRAM Phil. Equity Opportunity Fund, Inc. | 380,528,299.47 | 1,469,077,042.76 | (1,088,548,743.29) |
| One Wealthy Nation Fund, Inc. | 487,935,139.48 | 1,404,162,989.73 | (916,227,850.25) |
| First Metro Save and Learn Equity Fund, Inc. | 1,359,699.97 | 13,922,574.88 | (12,562,874.91) |
| PAMI Equity Index Fund, Inc. | 1,763,330,917.79 | 503,886,384.43 | 1,259,444,533.36 |
| Philam Strategic Growth Fund, Inc. | 5,845,986,396.00 | 2,487,153,060.07 | 3,358,833,335.93 |
| Philequity Dividend Yield Fund, Inc. | 332,748,205.25 | 532,653,054.42 | (199,904,849.17) |
| Philequity Fund, Inc. | 1,376,660,879.34 | 2,126,155,076.36 | (749,494,197.02) |
| Philequity PSE Index Fund, Inc. | 809,282,246.44 | 180,620,501.29 | 628,661,745.15 |
| Philippine Stock Index Fund Corp. | 2,976,680,344.45 | 3,139,489,910.85 | (162,809,566.40) |
| Soldivo Strategic Growth Fund, Inc. | 326,507,555.97 | 56,404,146.87 | 270,103,409.10 |
| Sun Life Prosperity Philippine Equity Fund, Inc. | 1,776,812,763.93 | 4,851,361,690.62 | (3,074,548,926.69) |
| Sun Life Prosperity Phil. Stock Index Fund, Inc. | 1,629,405,601.77 | 325,848,425.03 | 1,303,557,176.74 |
| United Fund, Inc. | 7,326,736.72 | 56,310,627.31 | (48,983,890.59) |

The following table summarizes a comparison of PSGF against its competitors for January to December 2015¹⁶:

| FUND NAME | SALES | REDEMPTIONS | NET SALES |
|--|-------------------|------------------|--------------------|
| ALFM Growth Fund, Inc. | 998,836,512.51 | 1,127,613,732.88 | (128,777,220.37) |
| ATRAM Alpha Opportunity Fund, Inc. | 46,131,336.99 | 126,744,354.69 | (80,613,017.70) |
| ATRAM Phil. Equity Opportunity Fund, Inc. | 989,085,108.45 | 2,769,512,842.15 | (1,780,427,733.70) |
| First Metro Save and Learn Equity Fund, Inc. | 1,386,512,812.94 | 1,407,974,532.54 | (21,461,719.60) |
| PAMI Equity Index Fund, Inc. | 1,567,617,832.45 | 2,668,227.43 | 1,564,949,605.02 |
| Philam Strategic Growth Fund, Inc. | 10,867,097,242.16 | 3,268,773,113.81 | 7,598,324,128.35 |
| Philequity Dividend Yield Fund, Inc. | 1,425,519,745.78 | 384,737,220.05 | 1,040,782,525.73 |
| Philequity Fund, Inc. | 3,709,210,636.63 | 2,843,633,541.42 | 865,577,095.21 |
| Philequity PSE Index Fund, Inc. | 539,220,533.47 | 70,091,408.19 | 469,129,125.28 |
| Philippine Stock Index Fund Corp. | 2,190,497,354.31 | 5,215,748,535.88 | (3,025,251,181.57) |
| Soldivo Strategic Growth Fund, Inc. | 327,311,172.39 | 8,205,065.99 | 319,106,106.40 |

¹⁵ Source: Philippine Investment Funds Association (PIFA)

¹⁶ Source: Philippine Investment Funds Association (PIFA)

| | | | |
|--|------------------|------------------|------------------|
| Sun Life Prosperity Philippine Equity Fund, Inc. | 5,220,836,375.87 | 4,802,476,325.84 | 418,360,050.03 |
| Sun Life Prosperity Phil. Stock Index Fund, Inc. | 1,527,092,993.59 | 28,787,649.45 | 1,498,305,344.14 |
| United Fund, Inc. | 80,742,939.23 | 28,863,345.67 | 51,879,593.56 |

5. Fund Management & Environmental Analysis

Market and Economic Review

The PSEi was back in the green in March, advancing by 1.4% to close at 7,312. This despite a continued lack of news flow and acceleration in net foreign selling to \$251 million. Average daily value traded rose 11% month-on-month to P6.7 billion per day, though much of this increase was related to rebalancing in the PSEi and FTSE indices.

Investors continue to await the passage of the first tax reform package, which is critical to the government's lofty infrastructure spend targets. Failure to pass this package will negatively impact GDP growth, interest rates and/or the Peso.

March inflation inched up to a new multi-year high of 3.4%. The 10-year treasury yield rose 69 bps to 5.0554. The Peso held steady this time, appreciating 14bps to 50.2.

Outlook

A domestically-driven demand for its goods and services implies that the stock market will weather the ups and downs of the global economy.

The table below summarizes the accounts with material movements (+/- 5%) and their corresponding explanations¹⁷:

| Accounts | 2016 | 2016 | Change in Amount | Change in % |
|--|--------------------|--------------------|--------------------|-------------|
| | (Php in thousands) | (Php in thousands) | (Php in thousands) | |
| Cash and cash equivalents | 888,441.00 | 749,091.00 | 139,350.00 | 18.60% |
| Financial assets at fair value through profit or loss | 23,935,990.00 | 20,219,456.00 | 3,716,534.00 | 18.38% |
| Available-for-sale securities | 587,200.00 | 2,079,369.00 | (1,492,169.00) | -71.76% |
| Loans and receivables | 178,769.00 | 63,289.00 | 115,480.00 | 182.46% |
| Other assets | 5,095.00 | 1,975.00 | 3,120.00 | 157.97% |
| Deposit for share subscription | | 5,183,832.00 | (5,183,832.00) | -100.00% |
| Accounts payable and accrued expenses | 119,325.00 | 223,446.00 | (104,121.00) | -46.60% |
| Due to Philam Asset Management, Inc. | 47,009.00 | 40,528.00 | 6,481.00 | 15.99% |
| Share capital | 3,579,324.00 | 3,135,733.00 | 443,591.00 | 14.15% |
| Deposits for future subscriptions | 8,515,804.00 | | 8,515,804.00 | 100.00% |
| Reserve for fluctuation on available-for-sale financial assets | (31,758.00) | (34,325.00) | 2,567.00 | -7.48% |
| Retained earnings | 1,642,907.00 | 2,418,018.00 | (775,111.00) | -32.06% |
| Dividend | 415,106.00 | 309,450.00 | 105,656.00 | 34.14% |
| Interest | 83,518.00 | 73,354.00 | 10,164.00 | 13.86% |
| Fair value losses, net | 639,086.00 | 1,501,731.00 | (862,645.00) | -57.44% |
| Management fees | 580,087.00 | 470,941.00 | 109,146.00 | 23.18% |
| Fees and other charges | 28,162.00 | 26,354.00 | 1,808.00 | 6.86% |
| Taxes and licenses | 6,756.00 | 10,931.00 | (4,175.00) | -38.19% |

Cash & cash equivalents – The increase is highly attributable to continuous client subscription all throughout the year.

¹⁷ Source: SEC Form 17-A filed on May 19, 2017.

Financial assets at FVTPL – The increase is mainly due to the higher volume of investments in equity securities as a result of the increasing assets under management of the Fund coming from client subscriptions.

Available-for-sale securities – The decrease is due to the disposal of investment of the Fund classified as available-for-sale securities which consists of government securities.

Loans and receivables – The increase is highly attributable to higher amount of settlement receivable from brokers due to securities purchases that have been transacted at reporting date which settled after year-end.

Accounts payable & accrued expense – The decrease is generally due to the amount of settlement payable to brokers due to securities purchases that have been transacted as of reporting date but settled on T+3.

Due to Philam Asset Management, Inc. – The increase is attributable to the higher AUM which is the basis for the computation of its accrual.

Share capital, Share premium, Deposit for share subscriptions – The increase is principally attributed to the continuing client subscription.

Retained earnings – The decrease is due to Fund's incurred net loss for the year 2015.

Reserve for fluctuation of available-for-sale financial asset and Fair value gains/losses, net – The decrease is due to the movement of the Fund's investment in financial assets measured at OCI arising from the performance of the market during the year.

Dividend – The increase is due to more entitlements for the year resulting from increased equity investments in 2015.

Interest – The increase is due to higher interest income from government securities acquired.

Management fees – The increase is attributable to the higher AUM which is the basis for the computation of the expense incurred.

Fees and other charges – The increase is characterized mainly by the higher amount of administration fees, professional fees, custodian fees, directors' fees, marketing fees and transfer agency fees for the year as a result of higher AUM.

FINANCIAL HIGHLIGHTS

Income

Interim Year for the Period Ending March 31, 2017 vs. 2016

The net investment income of the Fund closed at Php1.18 billion. This is 26.86% or Php249.88 million higher as compared with the same period for 2016. The movement is highly characterized by the performance of the market for the quarter ended with 94.26% of the Fund's net assets being invested in financial assets measured at fair value through profit or loss.

Earnings Per Share (EPS) at March 31, 2017 posted at Php21.82, an Php2.42 drop from the year ending December 31, 2016 with a Php24.24 EPS.

FY 2016 vs. FY 2015

PSGF ended the year 2016 with a Php775 Million Net Investment Loss. Compared to the same period the previous year 2015, the Fund posted a 52.85% improvement in investment loss from Php1.684 Billion as of December 31, 2015 to an investment loss of Php772 Million as of December 31, 2016.

Loss Per Share by the end of the year, December 31, 2016, showed an almost 63% improvement from the same period in 2015 with Php15.91 against a loss of Php42.49 as of December 31, 2015.

FY 2015 vs. FY 2014

The Fund closed at Php1.684 Billion of investment loss. This is Php3.80 Million or 176.27% lower as compared with Php2.16 Billion of net investment income for the period ended December 31, 2014. The movement is highly characterized by the performance of the market for the period.

Loss Per Share as of December 31, 2015 was Php42.4941, a Php118.8862 decline from the same period last year. EPS as of December 31, 2014 was Php76.3921.

Net Assets and Net Asset Value Per Share

Interim Year For the Period Ending March 31, 2017

The Fund's net assets increased by Php2.37 billion or 9.11% year-to-date compared to the net assets as of the year ending December 2016. The increase is due to continuous client subscriptions along with the positive market movement for the period ended and the strategy of the fund manager in the management of the Fund's assets.

NAV per share is computed by dividing net assets attributable to shareholders (total assets less total liabilities) by the total number of shares issued and outstanding at the reporting date. NAVPS as at March 31, 2017 posted a Php22.6878 increase with Php512.9284 when compared to the NAVPS as of year ending December 31, 2016 posted at Php490.2405.

FY 2016 vs. FY 2015

The Fund's Net Assets increased by Php7.76 billion or 10.74% at the end of the year 2016 compared to the year ending December 31, 2015. Net assets as at December 31, 2016 is posted at Php25.429 Billion whereas the net assets as at December 31, 2015 is posted at

Php17.665 Billion. The increase is due to continuous client subscriptions along with the positive market movement for the period ended and the strategy of the Fund Manager in the management of the Fund's assets.

NAVPS on December 31, 2016 was at Php490.24, an increase amounting to 25.38% of the previous year's NAVPS posted at Php391.01. The positive performance of the Fund as at December 31, 2016 when compared with December 31, 2015 is mainly due to the continuous client subscriptions coupled with a market condition on the upturn and in conjunction with the Fund Manager's strategic plan in handling the assets of the Fund.

FY 2015 vs. FY 2014

The net assets of the Fund increased by Php5.9 billion or 34.80% compared to the December 31, 2014 figure. This is depicted by continuous client subscriptions and the strategy of the fund manager in the managing of the Fund's assets despite the poor market movement.

NAVPS on December 31, 2015 was at Php391.04, a decrease of 27.66% from the NAVPS of December 31, 2014.

Liquidity and Other Issues

There are no demands, commitments, events or uncertainties which will impair the liquidity of the Fund. The Fund is mandated by SEC, through the Investment Company Act, to maintain at least 10% of its net assets to be invested at liquid assets (ICA Rule 35 – 1 p. d4). There are no events that triggered direct or contingent financial obligations that are material to the Fund.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANT ON ACCOUNTING AND FINANCIAL DISCLOSURES

There are no changes in and disagreements with Isla Lipana on accounting and financial disclosures.

CORPORATE GOVERNANCE

The evaluation system adopted by PSGF to determine the level of compliance of the Board of Directors and top level management with its Manual of Corporate Governance is based primarily on the SEC Corporate Governance Self-Rating Form (CG-SRF).

PSGF has undertaken the following measures to fully comply with the adopted leading practices on good corporate governance:

- Consider changes, improvements, or additions to current corporate disclosure procedures
- Implement processes for identifying items where timely corporate disclosure is necessary

PSGF has no material deviations from its Manual of Corporate Governance since it filed its CG-SRF with the SEC on January 5, 2012.

Apart from the foregoing changes or improvements being considered for corporate disclosures, there are no plans to improve the current corporate governance of PSGF.

Other Disclosures

- There were no disagreements with the former accountant, on any matter of accounting any financial disclosure.
- There were no known trends, events or uncertainties with material impact on liquidity and sales. Neither were there events that would trigger direct or contingent financial obligations that are material to the Fund, including any default or acceleration of an obligation.
- There were no material off-balance sheet transactions, arrangements or obligations (including contingent obligations) and other relationships of the Fund with unconsolidated entities or other persons created during the reporting period.
- There were no material commitments for capital expenditures. , The realized and unrealized gains on stock and fixed income investments brought by market appreciation represent the significant element of income from continuing operations.

PSGF DIRECTORS AND EXECUTIVE OFFICERS

Incorporated on April 27, 1998, PSGF incorporators are, as follows:

Jose L. Cuisia, Jr.
 Rex. Ma. A. Mendoza
 Reynaldo C. Centeno
 Jesus G. Hofileña
 Francisco M. Ortigas III
 Victor A. Lim

As of the date of this Prospectus, the Board of Directors and Executive Officers of PSGF are the following:

| Name | Age | Citizen ship | Position | Term of Office | Years of Service |
|--------------------------|-----|--------------|----------------------|----------------|------------------|
| Roberto F. De Ocampo | 70 | Filipino | Chairman | 2016 - 2017 | 8 Years |
| Reynaldo G. Geronimo | 71 | Filipino | President | 2016 - 2017 | 5 Years |
| Arleen May S. Guevara | 54 | Filipino | Director | 2016 - 2017 | 5 Years |
| Eric S. Lustre | 54 | Filipino | Director | 2016 - 2017 | <1 Year |
| Elenita G. Villamar | 53 | Filipino | Director and | 2016 - 2017 | 2 Years |
| Armand F. Braun, Jr. | 78 | Filipino | Independent Director | 2016 - 2017 | 8 Years |
| Meliton B. Salazar, Jr. | 50 | Filipino | Independent Director | 2016 - 2017 | 2 Years |
| Jose Ivan T. Justiniano | 57 | Filipino | Compliance Officer | 2016 - 2017 | 1 Year |
| Ma. Adelina S. Gatdula | 53 | Filipino | Corporate Secretary | 2016 - 2017 | 1 Year |
| Charles Albert R. Lejano | 31 | Filipino | Asst. Corporate | 2016 - 2017 | 1 Year |

ROBERTO F. DE OCAMPO **Chairman**

Dr. De Ocampo is a Cum Laude graduate with a Bachelor of Arts degree in Economics from the Ateneo de Manila University. He has a Master's degree in Business Administration from the University of Michigan and a post-graduate diploma from the London School of Economics. He has also been conferred three Doctorates (Honoris Causas). Since 2014, Dr. De Ocampo is Chairman of the Board of the following PAMI-managed funds: Philam Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Strategic Growth Fund, Inc., Philam Managed Income Fund, Inc., PAMI Global Bond Fund, Inc., PAMI Asia Balanced Fund, Inc. (since 2009), PAMI Horizon Fund, Inc. (since 2011), and PAMI Equity Index Fund, Inc. (since 2014). Dr. De Ocampo was previously the President of the Asian Institute of Management. From 1992 to 1998, he served as the Secretary of Finance under the Ramos administration and was widely recognized as the principal architect of the resurgence of the Philippine economy. He was the first Filipino and the first ASEAN Finance Minister to be recognized and was cited as the "Finance Minister of the Year" in 1996 by Euromoney. He was conferred the Legion of Honor in 1998, the highest honor conferred on Filipino civilians by the Philippine government and was conferred the Ordre National de la Legion d' Honneur by the Republic of France with the rank of Chevalier.

REYNALDO G. GERONIMO **President**

Atty. Geronimo is a Cum Laude graduate of Bachelor of Arts (A.B.) at the Ateneo de Manila University. He graduated Second Honors from Ateneo Law School in 1968. He also has a Master of Laws with specialization in Trusts and Estates from the University of Pennsylvania. He is currently a partner in the Romulo Mabanta Buenaventura Sayoc & de los Angeles Law Firm and a co-Chairman of the Banking Group. Atty. Geronimo is known

as the Trust Guru, with a regular column in the Manila Standard Today. He is also a bar reviewer in Taxation at the UP Law Center, the UP College of Law, the Law School of UST's Civil Law Faculty, the College of Law of Liceo de Cagayan, and the Ateneo Law School. Atty. Geronimo is President and Director of the following PAMI-managed funds since 2014: Philam Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Strategic Growth Fund, Inc., Philam Managed Income Fund, Inc., PAMI Global Bond Fund Philippines, Inc., PAMI Asia Balanced Fund Inc., PAMI Horizon Fund Inc., and PAMI Equity Index Fund, Inc. (since 2014).

ARLEEN MAY S. GUEVARA

Director

Ms. Guevara is the Senior Vice President and Chief Investment Officer of Philamlife and is currently a Director of PAMI. Ms. Guevara was the PAMI Chairman from 2011-2013. Since 2012, Ms. Guevara has been the director of Philam Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Managed Income Fund, Inc., PAMI Global Bond Fund Philippines, Inc., PAMI Asia Balanced Fund Inc., PAMI Horizon Fund Inc., and PAMI Equity Index Fund, Inc. (since 2014). She is also a director (since 2008) at the following - Science Park of the Phils., Inc., Manila Exposition Complex, Inc., Beacon Property Ventures, Inc., Regatta Properties, Inc., and Cebu Light Industrial Park, Inc. Prior to joining Philamlife, she was Deputy Director of the Treasury Department of the Bangko Sentral ng Pilipinas. Ms. Guevara is a Magna Cum Laude graduate of Bachelor of Science in Applied Mathematics from the University of the Philippines. She holds a Master of Policy Science from the Saitama University, Japan under a Monbusho (Japan Ministry of Education) scholarship and has completed Academic units towards a Masters in Economics at the De La Salle University, Manila.

ERIC S. LUSTRE

Director

Mr. Eric S. Lustre is the President and Chief Executive Officer of Philam Asset Management, Inc. Mr. Lustre is also currently serving as the President of Tower Club Corporation since October 2014, as the Chief Executive Officer of Philam Properties since March 2015, as the Head of Real Estate Investment of Philam Life since 2011, as the Country Credit Officer of Philam Life since 1993, and as the Head of Corporate Finance of Philam Life since 1994. Since October 2009, Mr. Lustre is a Director in the following companies representing Philam Life: Philam-Equitable Life Assurance Company, ICCP Holdings, Inc., Science Park of the Philippines, Inc., Regatta Properties, Inc., Beacon Property Ventures, Inc., Pueblo de Oro Development Corporation, Cebu Light Industrial Park, Inc., and RFM-Science Park of the Philippines, Inc. He is also a Director of PHINMA Corporation as a representative of Philam Life since February 2011. Since November 2016, Mr. Lustre served as Director of the following PAMI-managed Funds: PAMI Asia Balanced Fund, Inc., PAMI Equity Index Fund, Inc., PAMI Global Bond Fund, Inc., PAMI Horizon Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Fund, Inc., Philam Managed Income Fund, Inc., and Philam Strategic Growth Fund, Inc. Prior to joining Philam Life and PAMI, Mr. Lustre served in the Analyst, Credit & Corporate Banking Group of Far East Bank & Trust Company and as Assistant Manager in the Local Corporate Department of Citibank N.A. Manila Branch. Mr. Lustre obtained his Bachelor of Science Degree in Business Management from the Ateneo de Manila University and he holds a Masters in Business Management Major in Finance from the Asian Institute of Management.

ELENITA G. VILLAMAR

Director and Treasurer

Ms. Villamar is the Head of Finance for Philam Asset Management, Inc. (PAMI). As PAMI's Head of Finance, she is responsible for developing financial strategies and its related performance metrics, ensuring adequate and effective financial control measures, and managing capital requirements and budget process. She has been with Philam Life for 30 years and has occupied various senior positions within the company. Prior to joining Philam Life, she worked for SGV & Co. Ms. Villamar is a Certified Public Accountant and a member of the Philippine Institute of Certified Public Accountants. She is a Fellow with distinction at the Life Management Institute. She has also completed various certification courses like the Advanced Life Insurance Course and the Trust Operations and Investment Management Course. She was a National State Scholar and received her Bachelor's degree in Commerce, Accountancy from the University of Santo Tomas, graduating cum laude. Since 2014, Ms. Villamar has been a Director of the following PAMI-managed Funds: Philam Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Strategic Growth Fund, Inc., Philam Managed Income Fund, Inc., PAMI Global Bond Fund Philippines, Inc., PAMI Asia Balanced Fund Inc., PAMI Horizon Fund Inc., and PAMI Equity Index Fund, Inc.

ARMAND F. BRAUN, JR.
Independent Director

Mr. Armand Braun, Jr. is a graduate of the Ateneo de Manila University where he earned a degree of Bachelor of Science in Business Administration. He also took an Advance Management Program for Overseas Bankers at the Wharton School in Philadelphia, USA. He is an Independent Director of the following: Philam Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Strategic Growth Fund, Inc. (each since 1998), Philam Managed Income Fund, Inc. (since 2005), and PAMI Global Bond Fund, Inc. (since 2008) PAMI Asia Balanced Fund, Inc. (since 2009), PAMI Horizon Fund, Inc. (since 2011), and PAMI Equity Index Fund, Inc. (since 2014). Mr. Braun also sits on the board of various other companies: AFBraun & Co. Holdings (1995 – present), A-1 Microfinance, Inc. (2002 – present), Iligan Pizza Corp. (1999 – present), North Iligan Foods Corp. (2004 – present), and Al-Rose Foods Corp. (1999 – present). Also, Mr. Braun was an independent director of Union Bank of the Philippines (2003 – May 2014).

MELITON B. SALAZAR, JR.
Independent Director

Mr. Salazar has a Ph.D. in International Relations, Major in International Development and Development Management from the School of International Service, The American University, Washington, D.C.; an M.A. in International Political Economy and Development from Fordham University, New York and a B.S. Management Engineering degree from the Ateneo de Manila University. Dr. Salazar is an established figure in the academe being currently the president of the following: University of Iloilo, Iloilo City (since 2009), University of Pangasinan (since 2009 to present), Cagayan de Oro College (since 2005), and Araullo University (since 2004). Dr. Salazar is also Senior Vice President of PHINMA Education Network (since 2003). Among Dr. Salazar's previous positions were President & CEO, STI International (2002 to 2003), President & CEO, iAcademy (2002 to 2003), President & CEO, Systems Technology Institute, Inc. (2001 to 2002) and COO of Systems Technology Institute, Inc. (2000 to 2001). Since November 2013, Mr. Salazar has been Director of the following PAMI-managed mutual funds - Philam Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Managed Income Fund, Inc., PAMI Global Bond Fund Philippines, Inc., PAMI Asia Balanced Fund Inc., PAMI Horizon Fund Inc., and PAMI Equity Index Fund, Inc.

JOSE IVAN T. JUSTINIANO
Compliance Officer

Mr. Justiniano is currently the Head of Compliance of PhilamLife. He has over 15 years of senior management experience in compliance, governance and risk management. He held various compliance roles in PRU Life U.K., PNOC-Exploration Corporation and Sun Life Financial Plans. Mr. Justiniano is a Certified Public Accountant with a Bachelor of Science degree in Accounting from San Beda College. He has an M.A. in Business Administration from De La Salle University; and holds several certifications in the financial services industry. Mr. Justiniano has been the Compliance Officer since October 2015 of the following PAMI-managed Funds: Philam Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Strategic Growth Fund, Inc., Philam Managed Income Fund, Inc., PAMI Global Bond Fund Philippines, Inc., PAMI Asia Balanced Fund Inc., PAMI Horizon Fund Inc., and PAMI Equity Index Fund, Inc.

MA. ADELINA S. GATDULA

Corporate Secretary

Atty. Gatdula has been a Partner in Picazo Buyco Tan Fider & Santos Law Office since July 1995. She joined the said law office in September 1989. Prior thereto, she worked as a Confidential Attorney of Justice Irene R. Cortes in the Supreme Court. Atty. Gatdula obtained her Bachelor of Laws from the University of the Philippines in 1987, and Bachelor of Arts in Economics (*cum laude*) also from the same university in November 1982. She represents private companies engaged in real estate development and services, outsource business processing, software development, finance, investment, insurance and insurance brokerage and consultancy, manufacturing and trading, and radio broadcasting, in a wide array of corporate and financial matters, and various condominium corporations and non-government religious and charitable organizations. Atty. Gatdula has served as Corporate Secretary since October 2015 of the following PAMI-managed Funds: Philam Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Strategic Growth Fund, Inc., Philam Managed Income Fund, Inc., PAMI Global Bond Fund Philippines, Inc., PAMI Asia Balanced Fund Inc., PAMI Horizon Fund Inc., and PAMI Equity Index Fund, Inc.

MAUREEN CHRISTINE O. LIZARONDO

Assistant Corporate Secretary

Atty. Maureen O. Lizarondo-Medina was born on November 30, 1986. She graduated cum laude with the degree of Bachelor Arts, Major in Political Science, from the University of the Philippines in 2003, and with a Juris Doctor degree, second honors, from the Ateneo de Manila University in 2011. She is currently a Senior Associate at Picazo Buyco Tan Fider & Santos Law Offices. She also serves as Assistant Corporate Secretary of 8990 Holdings, Inc. and the Corporate Secretary of Tullett Prebon (Philippines), Inc. Since April 2017, Atty. Lizarondo is also the Assistant Corporate Secretary of the PAMI-managed funds, including: Philam Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Strategic Growth Fund, Inc., Philam Managed Income Fund, Inc., PAMI Global Bond Fund Philippines, Inc., PAMI Asia Balanced Fund Inc., PAMI Horizon Fund Inc., and PAMI Equity Index Fund, Inc.

Significant Employee

There is no significant employee who is expected by the Company to make a significant contribution to the business.

Family Relationships

None of the Company's Directors and Executive Officers is related to each other up to the fourth civil degree of consanguinity or affinity.

Involvement in Certain Legal Proceedings

To the best of the Company's knowledge, there has been no occurrence during the past five (5) years up to the date of this Prospectus of any of the following events that are material to an evaluation of the ability or integrity of any director, any nominee for election as director, executive officer or controlling person of the Company:

1. any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
3. being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
4. being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

Executive Compensation

The Fund pays its directors a per diem of Php7,500 for every Board Meeting. The Fund estimates total aggregate per diems of Php150,000 for the year 2017.

There are no other arrangements between the Fund and each of the Directors, pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as a director, including any additional amounts payable for committee participation or special assignments, for the last completed fiscal year and the ensuing year. Neither are there arrangements, including consulting contracts, pursuant to which any director of the Company was compensated, or is to be compensated, directly or indirectly, since incorporation, for any service.

Information as to the aggregate compensation paid or accrued during the last previous fiscal year and the preceding two fiscal years to the PSGF Board of Directors is, as follows:

| Year | Total Compensation (in Php) |
|------------------|------------------------------------|
| 2015 | 1,255,000 |
| 2016 | 1,261,000 |
| 2017 (Estimated) | 150,000 |
| Total | 2,666,000 |

Directors' Compensation

The Fund does not have any executive under its employ and therefore does not pay any executive compensation. For every board meeting attended by each Director, he will receive a per diem of Php7,500.00.

Employment Contracts and Termination of Employment and Change-In-Control Arrangements

None of the Executive Officers have employment contracts with the Company.

There are no arrangements that exist which could result in a change in control of the Company.

Warrants and Options Outstanding

As of the date of this Prospectus, none of the Company's common shares are subject to outstanding options or warrants to purchase, or securities convertible into common shares of the Company.

SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS (AS OF APRIL 30, 2017)

Prior to the offer, and after the increase in the number of common shares, the following shareholders are the only owners of more than 5.0% of the Company's voting capital stock, whether directly or indirectly, as record owner or beneficial owner:

| TITLE OF CLASS | NAME AND ADDRESS OF RECORD OWNER AND RELATIONSHIP WITH ISSUER | NAME OF BENEFICIAL OWNER & RELATIONSHIP WITH RECORD OWNER | CITIZENSHIP | NO OF SHARES HELD | PERCENT |
|----------------|--|--|-------------|-------------------|---------|
| Common | THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE CO (PHILAM LIFE) 17th FLOOR NET LIMA BUILDING, 5TH AVENUE CORNER 26TH STREET BONIFACIO GLOBAL CITY, TAGUIG 1634 The Record Owner is an affiliate of the Issuer. | The Record Owner is the Beneficial Owner ¹⁸ | Filipino | 29,235,593 | 53.53% |
| Common | BPI-PHILAM LIFE ASSURANCE CORPORATION 15/F AYALA LIFE-FGU CENTER, 6811 AYALA AVENUE, MAKATI CITY The Record Owner is an affiliate of the Issuer. | The Record Owner is also the Beneficial Owner. ¹⁹ | Filipino | 8,640,882 | 15.82% |

SECURITY OWNERSHIP OF MANAGEMENT (AS OF APRIL 30, 2017)

| TITLE OF CLASS | NAME AND ADDRESS OF BENEFICIAL OWNER | AMOUNT & NATURE OF OWNERSHIP (INDICATE RECORD &/OR BENEFICIAL) | CITIZENSHIP | PERCENT OF CLASS |
|----------------|---|--|-------------|------------------|
| Common | Roberto F. De Ocampo Eugenio Lopez Foundation Bldg., Col. Joseph R. McMicking | 1 R | Filipino | 0.000003% |

¹⁸ THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE CO (PHILAM LIFE) Ms. Arleen May S. Guevara is the person with the power to vote and dispose of the shares of the Philippine American Life and General Insurance, Co. Ms. Guevara is the Chief Investment Officer of the said company.

¹⁹ BPI-PHILAM LIFE ASSURANCE CORPORATION. Mr. Surendra Menon is the person with the power to vote and dispose of the shares of the BPI-Philam Life Assurance Corporation. Mr. Menon is the Chief Executive Officer of the said company.

| | | | | | |
|--------|---|---|---|----------|-----------|
| | Campus, 123 Paseo de Roxas, Makati City (Chairman) | | | | |
| Common | Reynaldo G. Geronimo No. 5 Zinia St., Valle Verde 2, Pasig City (President) | 1 | R | Filipino | 0.000003% |
| Common | Arleen May S. Guevara 17/F Net Lima Bldg., 5th Ave. cor. 26th St., Bonifacio Global City, Taguig (Director) | 1 | R | Filipino | 0.000003% |
| Common | Eric S. Lustre 17/F Net Lima Bldg., 5th Ave. cor. 26th St., Bonifacio Global City, Taguig (Director) | 1 | R | Filipino | 0.000003% |
| Common | Elenita D.G. Villamar 17/F Net Lima Bldg., 5th Ave. cor. 26th St., Bonifacio Global City, Taguig (Treasurer) | 1 | R | Filipino | 0.000003% |
| Common | Armand F. Braun, Jr. No. 45 Magdalena Circle , Magallanes Village, Makati City (Independent Director) | 1 | R | Filipino | 0.000003% |
| Common | Meliton B. Salazar, Jr. No. 28 Hunt Street, Filinvest East, Quezon City (Independent Director) | 1 | R | Filipino | 0.000003% |
| Common | Ma. Adelina S. Gatdula Penthouse Liberty Center 104HV De La Costa St Salcedo Village Makati City (Corporate Secretary) | 0 | | Filipino | 0% |
| Common | Maureen Christine O. Lizarondo-Medina Penthouse Liberty Center 104HV De La Costa St Salcedo Village Makati City (Assistant Corporate Secretary) | 0 | | Filipino | 0% |
| Common | J. Ivan Justiniano 17/F Net Lima Bldg., 5th Ave. cor. 26th St., Bonifacio Global City, Taguig (Compliance Officer) | 0 | | Filipino | 0% |

Voting Trust

The Company knows of no persons holding more than 5.0% of its shares under a voting trust or similar agreement which may result in a change in control of the Company.

Change of Control

No change in control of PSGF occurred since the beginning of its last fiscal year.

Certain Relationships and Related Transactions

During the last two years, there are no transactions - either proposed or series of similar transactions – with or involving the company in which a director, executive officer, or stockholder owning ten percent (10%) or more of total outstanding shares and members of their immediate family had or is to have a direct or indirect material interest.

PARTIES INVOLVED IN THE FUND

THE FUND MANAGER

PHILAM ASSET MANAGEMENT, INC.

Philam Asset Management, Inc. (PAMI) is an asset management company that resulted from a strategic partnership between Philippine American Life & General Insurance Company and AIG Asset Management, Inc. PAMI was established in 1992 to take advantage of the improved business climate and expected recovery of the economy.

INVESTMENT MANAGER AND PRINCIPAL DISTRIBUTOR

PAMI is the Fund Manager of PSGF. As Fund Manager, PAMI is tasked to provide and render management and technical services to PSGF. PAMI also functions as the principal distributor of PSGF shares. As such, it takes charge of sales and distribution of PSGF shares to prospective investors. The guidelines for the management of the resources and operations of PSGF by PAMI are set under its Management and Distribution Agreement with PSGF.

PAMI is wholly-owned by the Philippine American Life Insurance Company (Philamlife) and is an affiliate of AIA Group Limited. Philam Life, which started in 1947, is the country's largest and most diversified insurance company and the market leader for over half a century. Philam Life is a wholly owned subsidiary of AIA. At present, PAMI manages and distributes eight other investment companies, namely: PAMI Equity Index Fund, Inc., PAMI Global Bond Fund, Inc., Philam Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Fund, Inc., PAMI Asia Balanced Fund Inc., Philam Fund, Inc., Philam Managed Income Fund, Inc. and PAMI Horizon Fund, Inc. (formerly GSIS Mutual Fund, Inc.).

The management fee to be charged by PAMI is a maximum of 2.0% per year. A sales load not exceeding 3% shall also be charged for investments under the A Shares. Load arrangements can be negotiated with institutional investors on a case-to-case basis.

PAMI Board of Directors

Ferdinand L. Berba

Chairman of the Board

Mr. Ferdinand Berba is the Chairman of the Board of Philam Asset Management, Inc. He has more than 23 years of experience in the insurance industry. He held various senior roles in Philam Life including President and CEO of PAMI, Director of Philam Financial Advisory Services and Group Training Director. Previously, he was Director of Agency Development, Director of Client Services, and President of Sun Life Financial Plans. Mr. Berba also worked in other insurance companies such as Pioneer Life and Pioneer Group and Great Pacific Life Assurance Corporation. He holds an AB Psychology degree from De La Salle University.

Eric S. Lustre

President and Chief Executive Officer

Mr. Eric S. Lustre is the President and Chief Executive Officer of Philam Asset Management, Inc. Mr. Lustre is also currently serving as the President of Tower Club Corporation since October 2014, as the Chief Executive Officer of Philam Properties since March 2015, as the Head of Real Estate Investment of Philam Life since 2011, as the Country Credit Officer of Philam Life since 1993, and as the Head of Corporate Finance of Philam Life since 1994. Since October 2009, Mr. Lustre is a Director in the following companies representing Philam Life: Philam-Equitable Life Assurance Company, ICCP Holdings, Inc., Science Park of the Philippines, Inc., Regatta Properties, Inc., Beacon Property Ventures, Inc., Pueblo de Oro Development Corporation, Cebu Light Industrial Park, Inc., and RFM-Science Park of the Philippines, Inc. He is also a Director of PHINMA Corporation as a representative of Philam Life since February 2011. Since November 2016, Mr. Lustre served as Director of the following PAMI-managed Funds: PAMI Asia Balanced Fund, Inc., PAMI Equity Index Fund, Inc., PAMI Global Bond Fund, Inc., PAMI Horizon Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Fund, Inc., Philam Managed Income Fund, Inc., and Philam Strategic Growth Fund, Inc. Prior to joining Philam Life and PAMI, Mr. Lustre served in the Analyst, Credit & Corporate Banking Group of Far East Bank & Trust Company and as Assistant Manager in the Local Corporate Department of Citibank N.A. Manila Branch. Mr. Lustre obtained his Bachelor of Science Degree in Business Management from the Ateneo de Manila University and he holds a Masters in Business Management Major in Finance from the Asian Institute of Management.

Gerard Raymond M. Cariaso

Director

Mr. Cariaso is Senior Vice President and Head of Corporate Solutions Resources of Philam Life and has been with the company since 2010. Prior to his position at Philam Life, Mr. Cariaso was Managing Director of Mercer Philippines, Inc. from 2007 to 2009 and President of Via Sacra, Inc. from 2005 to 2007. Mr. Cariaso was also a Director and Regional HR Head – Asia for Cemex Philippines (Cemex SA De CV) from 1997 to 2005. Prior to his stint at Cemex, Mr. Cariaso was Vice President – HR for Rockwell Land Corporation. Mr. Cariaso obtained his Bachelor of Arts degree, Major in Psychology from De La Salle University and he holds a Masters in Industrial Relations Major in Human Resource Development from the University of the Philippines.

Arleen May S. Guevara

Director

Ms. Guevara is the Senior Vice President and Chief Investment Officer of Philam Life. She is also a director at the following companies - Science Park of the Phils., Inc., Manila Exposition Complex, Inc., Beacon Property Ventures, Inc., Regatta Properties, Inc., and Cebu Light Industrial Park, Inc. Prior to joining Philam Life, she was Deputy Director of the Treasury Department of the Bangko Sentral ng Pilipinas. Ms. Guevara is a magna cum laude graduate of Bachelor of Science in Applied Mathematics from the University of the Philippines. She holds a Master of Policy Science from the Saitama University, Japan under a Monbusho (Japan Ministry of Education) scholarship and has completed Academic units towards a Masters in Economics at the De La Salle University, Manila.

Ling Chi Kevin Ng

Director

Mr. Ng holds a degree in Bachelor of Information Technology (Economics) from the Australian National University and completed his MSc in International Management and

MSc in Financial Economics from the University of London. He is likewise a Chartered Financial Analyst. He is currently the Vice-President, Head of Asset Allocation Advisory of AIA. He was formerly the Vice-President for Wealth Management Products, Asia at ABNAMRO Bank, where he set up a regional investment advisory platform and a structured product development platform for all ABN AMRO branches in Asia.

Edgardo A. Grau
Independent Director

Mr. Grau is a graduate of the De La Salle University with a degree in Bachelor of Science in Mechanical Engineering and graduated with an MBA degree, major in Industrial Management at Wharton Graduate School, University of Pennsylvania. He was previously the Executive Vice-President and Chief Investment Officer of Philamlife. Mr. Grau also held positions at Meralco's Technical Services Group as Assistant Vice-President, Philippine Commercial International Bank as Vice-President, Atlantic Gulf & Pacific Company of Manila, Inc. as Executive Vice-President & Chief Operating Officer, Magellan Capital Holdings Corporation as Senior Vice-President and Chief Financial Officer, and Philippine Asia Equity Securities, Inc. as Senior Vice-President for Investment Banking.

Javier J. Calero
Independent Director

Mr. Calero was previously Senior Adviser for the International Foundation for Elections Systems based in Washington D.C. which is currently working on strengthening national and provincial legislative governance in Pakistan. He was also the Chairman of the Zenith Optimedia and ZMG Signium Ward Howell, an executive development Search Firm. He was involved in the Indonesian presidential elections in 1999, where he became part of the post-election program funded by the United States Agency for International Development. He was then President and Chief Executive Office of J. Walter Thompson, Philippines. He was thereafter promoted as its Regional Director in countries like Sri Lanka, Malaysia, Indonesia, and Singapore where he was responsible in ensuring the profitability of the said countries. He currently serves as a director in various organizations, such as the Institute of Corporate Directors, Philippine Band of Mercy, Asian Institute for Journalism and Communication, Dearborn Motors-Ford Dealership, Performance Auto Motors Group, Inc. and World Association of Psychosocial Rehabilitation. He is also a Trustee and Vice Chairman of the University of Asia and the Pacific.

CITIBANK, N.A.
CUSTODIAN BANK

The Custodial Agreement establishes the relationship among PSGF, PAMI, and Citibank, N.A. ("CTI") as the custodian bank. The Custodial Agreement covers the custodian bank's duties on receipt of securities, identification and segregation of assets, registration of assets, reports and records to be accomplished by the custodian bank, custody of PSGF investments and fees of the custodian bank. The custodian bank is entitled to a custodianship fee amounting to 0.12% per annum based on the market value of the portfolio at the end of each month. Furthermore, transaction charges (for receipt, delivery, payment, stock rights, dividend/income collection) of PHP500.00 per transaction will likewise be charged by the custodian bank.

Address: Citibank Tower, 8741 Paseo de Roxas, Makati City Tel No.: 894-7921

PHILAM ASSET MANAGEMENT, INC.
TRANSFER AGENT

Philam Asset Management, Inc. (PAMI) serves as the Stock Transfer agent of PSGF.

Address: 17th Floor Net Lima Building, 5th Avenue Corner 26th Street
BONIFACIO GLOBAL CITY, TAGUIG 1634
Telephone Numbers: (632) 5216300
Fax Numbers: (632) 5285093

PICAZO BUYCO TAN FIDER & SANTOS
LEGAL COUNSEL

Picazo Buyco Tan Fider & Santos serves as the legal counsel for the Fund.
Address: Penthouse, Liberty Center, 104 H.V. Dela Costa St., Salcedo Village, Makati
City Tel No.: (632) 888-0999 ; 888-0311

ISLA LIPANA AND CO.
EXTERNAL AUDITOR

The accounting firm of Isla Lipana & Co. (Isla Lipana) has been retained by the Company as its external auditor.
Address: 29th Floor, Philamlife Tower, 8767 Paseo de Roxas, 1226 Makati City
Tel No.: (632) 845 2728; Fax: (632) 845 2806

Scope of Service

Isla Lipana's professional service for PSGF is limited only to the regular annual audit report.

Audit and Audit-Related Fees

The following are the aggregate fees billed by the external auditors for each of the last two calendar years (in Php):

| Year | Amount |
|------------------|---------------------|
| 2015 | Php750,000 |
| 2016 | Php517,000 |
| 2017 (Estimated) | Php750,000 |
| Total | Php2,017,000 |

Note:

- No tax fees were paid since there were no professional services rendered by Isla Lipana for tax accounting compliance, advice, planning and any other form of tax service.
- Similarly, no other fees were paid for products and services provided by Isla Lipana other than the regular annual audit report.

Audit Committee

The Chairman of the Audit Committee is Armand F. Braun, Jr. and the members are Roberto F. De Ocampo, Arleen May S. Guevara, and Meliton B. Salazar, Jr.

The following are the PSGF Audit Committee's approval policies and procedures for the External Auditor:

1. Recommend to the Board of Directors the selection of the external auditor, who is accountable to the Board and to the Audit Committee as representatives of the shareholders, considering independence and effectiveness and approve the fees

and other compensation to be paid to the external auditor. On an annual basis, the Committee should review and discuss with the accountants all significant relationships the accountants have with PSGF to determine the accountants' independence.

2. Review the performance of the external auditor and approve any proposed discharge of the external auditor when circumstances warrant.
3. Periodically consult with the external auditor out of the presence of PSGF about internal controls and the fullness and accuracy of the organization's financial statements.
4. The Committee will actively engage the external auditor in a dialogue regarding independence.
5. Adhere to the following procedures for the approval of services by the external auditor:
 - a. The Audit Committee will annually approve the scope of, and fees payable for, the year-end audit to be performed by PSGF's external auditor for the next fiscal year.
 - b. PSGF may not engage the external auditor for any services unless they are approved by the
 - c. Audit Committee in advance of the engagement
 - d. If PSGF wishes to engage the external auditor for any services, PSGF will define and present to the Audit Committee specific projects and categories of service, and fee estimates, for which the advance approval of the Audit Committee is required. The Audit Committee will review these requests and determine whether to pre-approve the engagement of the external auditor for the specific projects and categories of service.
 - e. PSGF will report to the Audit Committee regarding the actual spending for these projects and services, compared to the approved amounts on a quarterly basis.
 - f. The Audit Committee Chairperson will report to the Committee at each regularly scheduled meeting the nature and amount of any non-audit services that he has approved.

DIRECT OR INDIRECT INTEREST OF EXTERNAL AUDITOR AND INDEPENDENT COUNSEL

Isla Lipana and Picazo Law, PSGF External Auditor and Legal Counsel, respectively, have not been retained on a contingency basis. Both will not receive any direct or indirect interest in the Fund pursuant to or in connection with the offer.

With the exception of Attys. Gatdula and Lizarondo-Medina, the Fund's Corporate Secretary and Assistant Corporate Secretary, respectively, Picazo Law has not acted or will not act as promoter, voting trustee, officer or employee of the Company.

MATERIAL CONTRACTS AND AGREEMENTS

Management and Distribution Agreement

Under this Agreement, Philam Asset Management, Inc. ("PAMI") was engaged by PSGF to act as the Fund Manager.

The services to be rendered by PAMI under the Fund Management Agreement include the following:

1. Investment and re-investment of the assets of PSGF;
2. Preparation of reports, circulars, notices and other information on internal corporate affairs as may be required by PSGF, its stockholders or its Board of Directors, including monthly reports on:
 - a. revenues and disbursements broken down as investments and expenses,
 - b. sales and redemption, and
 - c. performance of PSGF's investment portfolio and changes in the net asset value of the Fund;
3. Preparation and submission of such reports that the SEC may require;
4. Registration and/or transfer of all investments made and/or held by PAMI under the Fund Management Agreement in PSGF's name, or its nominee, or to retain the investments unregistered or in any form permitting transferability by delivery, but the books and records of PAMI should at all times show that all such investments belong to PSGF;
5. Procurement of any and all licenses, permits and authorizations in making, holding and disposing of the investments as well as the distribution of PSGF's capital stock;
6. Transactions with stockbrokers for the account of PSGF in connection with PAMI's investment and re-investment of PSGF's assets; and
7. Execution of any and all acts necessary to collect or realize any securities or investments, in the event of default.

In purchasing and selling securities or otherwise making or disposing of investments for the account of the Fund, PAMI may act without need of prior approval or notification from PSGF, provided that it acts within the limits of the investment policies and guidelines prescribed by PSGF's Board of Directors and subject to the provisions of the ICA and the registration statements of PSGF.

The Certificates and other evidence of title to assets in the investment portfolio of the Fund shall be under the custody of a Custodian. However, PAMI may, either directly or through the Custodian, take charge of the collection of interests, dividends or other payments on all securities owned by the Fund, and shall exercise any and all rights of the Fund pertaining to such securities.

PAMI also acts as the principal distributor of the capital stock of PSGF. PAMI shall use its best efforts to sell PSGF stock, and it is agreed that PAMI does not undertake to buy or sell any or any specific portion of the capital stock of the Fund.

The initial term of the Fund Management Agreement is two years, after which the agreement shall continue in effect from year to year, provided that the continuation shall be specifically approved at least annually by PSGF's Board of Directors or by a vote of the shareholders holding or representing majority of the outstanding stock of PSGF. In a meeting held on August 18, 2006, the Board of Directors of PSGF approved to extend the engagement of PAMI as PSGF's Fund Manager for the fiscal year ending 2007.

The Fund Management Agreement may be terminated at any time, upon written notice of not less than 60 days, by PSGF's Board of Directors, or by a vote of the shareholders holding or representing majority of the outstanding capital stock of PSGF, or by PAMI. The Fund Management Agreement is also deemed automatically terminated after a new fund manager is qualified and selected in the event that PAMI has signified its intention not to renew.

For services rendered under the Fund Management Agreement, PAMI shall receive a monthly fee equivalent to 0.15% or 1.8% per year, of the average net value of the Fund's net assets, computed on a daily basis. "Net Value" shall be determined by computing the total value of the Fund's assets less its liabilities in accordance with the procedure used in computing the Net Asset Value of each share of the Fund. In addition, PAMI shall be entitled to an incentive fee equivalent to one-tenth (1/10) of the appreciation (whether unrealized or realized) in the value of the Fund's net assets multiplied by the average daily number of shares outstanding of the Company for such year. The Fund Management Agreement provides that in no case may the total compensation to PAMI exceed any maximum limit prescribed under RA 2629. At present, the SEC has not yet issued any guidelines or regulations prescribing the maximum limits for compensation to fund managers.

Direct Custodial Services Agreement

PSGF engaged the services of various Citibank branches around the world as custodian of PSGF's property and cash. The Citibank branches in the following countries were engaged as custodians under this agreement: Australia, Austria, Canada, France, Germany, Hong Kong, Indonesia, Italy, Japan, Korea, Malaysia, Mexico, Netherlands, New Zealand, Philippines, Portugal, Singapore, Spain, Switzerland, Taiwan, Thailand, United Kingdom and the United States.

The agreement does not provide for a definite term and shall be terminated at the instance of either party. This agreement may be terminated by PSGF by giving notice to the applicable custodian or to Citibank N.A. (if it wishes to terminate the entire arrangement), by giving written notice of not less than thirty days. Any custodian or Citibank may likewise terminate the agreement by giving the same written notice within the same period.

The services to be rendered by the Custodians under this agreement include the following:

1. Taking custody of the property and cash of PSGF;
2. Collecting and receiving for the account of PSGF all income, payments and distributions in respect of the property held under its custody;
3. Receiving and holding for the account of PSGF all securities received as a result of a stock dividend, share subdivision or reorganization, capitalization of reserves or otherwise; and
4. Making cash disbursements for any expenses incurred in handling the property.

The fees payable by PSGF to each custodian under the agreement varies depending on the country where the custodian bank is located. For instance, in the Philippines, the fee is Php500.00 per transaction, while in the United States, the fee is US\$30 per transaction. In addition, there is a fixed electronic banking fee of US\$300.00 per month and an account maintenance fee of US\$300.00 per month.

Service Agreement

PSGF engaged the services of the Philam Asset Management, Inc. ("PAMI") as Stock Transfer Agent.

The services to be rendered by PAMI under this agreement include the following:

1. Taking possession of and safeguarding the following items, among others:
 - a. All unissued stock certificates of PSGF;
 - b. All unclaimed stock certificates of PSGF;
 - c. Corporate seal of PSGF; and
 - d. Stock Transfer Journal and Ledgers of PSGF.
2. Issuing certificate of stocks of PSGF upon instruction of PAMI and upon presentation of the proper underlying documents;
3. Attending to all details of stock cancellation and issuance, including the prompt and due recording in the stock and transfer journal and ledgers;
4. Computing and submitting to PAMI the proper amount of Documentary Stamp Tax; and
5. Registering all liens constituted on the shares of stock of PSGF upon receipt thereof and canceling existing liens upon receipt of notice of release thereof.

The term of this agreement is from April 7, 2016 until terminated. It may be terminated upon thirty days' notice from either party. PAMI may renew and renegotiate the agreement every five years, however, PAMI is given the right to review the account yearly.

For services rendered, PSGF agrees to pay PAMI basis points according to the Fund's Assets under Management (AUM) given the following tiers:

| | \$0 – 400M | \$401 – 600M | \$601 – 800M | Above \$800M |
|--------------|------------|--------------|--------------|--------------|
| Basis Points | 5 | 4 | 3.5 | 3 |

Costs for documentary stamps, forms, stationery, signature cards, checks, certificates and other related expenses shall also be for the account of PSGF. In addition, PAMI may request for additional billings at the end of each year to cover excess time charges on account of a considerable increase in the number of stockholders, considerable increase in transactions, or considerable increase in time spent on replying to queries from stockholders and other parties.

TAXATION

The following is a general description of certain Philippine tax aspects of the investment in the Company. This discussion is based upon laws, rules and regulations, rulings, income tax conventions (treaties), administrative practices, and judicial decisions in effect at the date of this Prospectus. Subsequent legislative, judicial, or administrative changes or interpretations, which may be retroactive in nature, could affect tax consequences to the prospective investor.

The tax treatment of a prospective investor may vary depending on such investor's particular situation and certain investors may be subject to special rules not discussed below. This summary does not purport to address all tax aspects that may be applicable to an investor.

This general description does not purport to be a comprehensive description of the Philippine tax aspects of the investment in shares and no information is provided regarding the tax aspects of acquiring, owning, holding, or disposing of the shares under applicable tax laws of other pertinent jurisdictions and the specific Philippine tax consequence in light of particular situations of acquiring, owning, holding, and disposing of the shares in such other jurisdictions.

The terms "resident alien," "non-resident citizen," "non-resident alien," "resident foreign corporation," and "non-resident foreign corporation" are used in the same manner as in the Tax Code.

A "resident alien" is an individual whose residence is within the Philippines and who is not a citizen thereof.

A "non-resident citizen" is a citizen of the Philippines who: (a) established to the satisfaction of the Commissioner of Internal Revenue the fact of his/her physical presence abroad with a definite intention to reside therein; (b) leaves the Philippines during the taxable year to reside abroad, either as an immigrant or for employment on a permanent basis; or (c) works and derives income from abroad and whose employment thereat requires him to be physically present abroad most of the time during the taxable year. A citizen of the Philippines who has been previously considered as a non-resident citizen and who arrives in the Philippines at any time during the taxable year to reside permanently in the Philippines shall be treated as a non-resident citizen for the taxable year in which he/she arrives in the Philippines with respect to his/her income derived from sources abroad until the date of his/her arrival in the Philippines.

A "non-resident alien" is an individual whose residence is not within the Philippines and who is not a citizen thereof. A "non-resident alien" may either be engaged or not engaged in trade or business in the Philippines. A "non-resident alien" who stays in the Philippines for an aggregate period of more than 180 days during any calendar year is deemed a "non-resident alien doing business in the Philippines."

A "resident foreign corporation" refers to a foreign corporation engaged in trade or business in the Philippines, while a "non-resident foreign corporation" refers to a foreign corporation not engaged in trade or business in the Philippines.

A resident citizen is taxed on income from all sources (other than certain passive income and capital gains) at progressive rates ranging from 5.00% to 32.00% of net taxable income. A non-resident alien engaged in trade or business in the Philippines is generally subject to tax on net income from Philippine sources (other than certain passive income and capital gains) at the same progressive tax rates imposed on resident aliens and citizens.

A non-resident alien not engaged in trade or business in the Philippines is taxed on gross income from Philippine sources (other than certain passive income and capital gains) at the rate of 25.00% withheld at source.

Below is a short discussion of the pertinent taxes with respect to the transactions of the Fund and the shareholders in the Fund.

THE FUND

Corporate Income Tax

A domestic corporation is subject to a tax of 35.00% (currently scheduled to be reduced to 30.00% beginning in 2009) of its taxable income (gross income less allowable deductions) from all sources within and outside the Philippines except those items of income that are subject to final withholding tax, such as: (a) gross interest income from Philippine currency bank deposits and yield or any other monetary benefit from deposit substitutes, trust funds, and similar arrangements as well as royalties from sources within the Philippines that are generally taxed at the lower final withholding tax rate of 20.00% of the gross amount of such income; and (b) interest income from a depository bank under the expanded foreign currency deposit system that is subject to a final tax at the rate of 7.50% of such income

A resident foreign corporation (except certain types of corporations enumerated in the Tax Code) is subject to a tax of 35.00% (currently scheduled to be reduced to 30.00% beginning in 2009) of its taxable income (gross income less allowable deductions) from all sources within the Philippines except those items of income that are subject to final withholding tax, such as: (a) gross interest income from Philippine currency bank deposits and yield or any other monetary benefit from deposit substitutes, trust funds, and similar arrangements as well as royalties from sources within the Philippines that are generally taxed at the lower final withholding tax rate of 20.00% of the gross amount of such income; and (b) interest income from a depository bank under the expanded foreign currency deposit system that is subject to a final tax at the rate of 7.50% of such income.

A minimum corporate income tax of 2.00% of the gross income as of the end of the taxable year is imposed on a domestic corporation, as well as on a resident foreign corporation (other than an international carrier, an offshore banking unit, or a regional or area headquarters or regional operating headquarters of a multinational company), beginning on the fourth taxable year immediately following the year in which such corporation commenced its business operations, when the minimum corporate income tax is greater than the regular income tax for the taxable year. Any excess of the minimum corporate income tax over the ordinary corporate income tax shall be carried forward and credited against the latter for the three (3) immediately succeeding taxable years. Further, subject to certain conditions, the minimum corporate income tax may be suspended with respect to a corporation that suffers from losses on account of a prolonged labor dispute, or because of force majeure, or because of legitimate business reverses.

The President of the Philippines may, upon the recommendation of the Secretary of Finance and upon occurrence of certain macroeconomic conditions, allow domestic and resident foreign corporations the option to be taxed on a gross basis at the rate of 15.00%. This authority has not been exercised to date.

A final withholding tax of 35.00% is imposed, as a general rule, upon the gross income received during each taxable year of a non-resident foreign corporation from all sources within the Philippines, subject to the provisions of tax treaties between the Philippines and the country of residence of such foreign corporation.

THE SHAREHOLDER

Tax on Dividends

Cash and property dividends received from a domestic corporation by individual stockholders who are either citizens or residents of the Philippines are subject to final withholding tax at the rate of 10.00%. Cash and property dividends received by non-resident alien individuals engaged in trade or business in the Philippines are subject to a 20.00% final withholding tax on the gross amount thereof, while cash and property dividends received by non-resident alien individuals not engaged in trade or business in the Philippines are generally subject to final withholding tax at the rate of 25.00% of the gross amount subject, however, to the applicable preferential tax rates under tax treaties executed between the Philippines and the country of residence or domicile of such non-resident foreign individuals. A non-resident alien who comes to the Philippines and stays in the country for an aggregate period of more than 180 days during any calendar year will be deemed a non-resident alien engaged in business in the Philippines.

Cash and property dividends received from a domestic corporation by another domestic corporation or by resident foreign corporations are not subject to tax while those received by non-resident foreign corporations (i.e. foreign corporations not engaged in trade or business in the Philippines) are subject to final withholding tax at the rate of 35.00% until end-2008 (with a reduced final withholding tax at the rate of 30.00% from 2009 onwards).

The 35.00% rate may also be reduced to 15.00% if the country in which the non-resident foreign corporation is domiciled imposes no tax on foreign-sourced dividends or allows a credit against the tax due from the non-resident foreign corporation, for taxes deemed to have been paid in the Philippines equivalent to 20.00%. Effective on January 1, 2009, the credit against the tax due shall be 15.00%.

The 35.00% rate for dividends paid to a non-resident foreign corporation may be reduced if the country of residence of such foreign corporation has an existing tax treaty with the Philippines and such treaty provides for a preferential tax rate.

Philippine tax authorities have prescribed, through an administrative issuance, certain procedures for availment of tax treaty relief. Subject to the approval by the BIR of the Company's application for tax treaty relief, the Company shall withhold taxes at a reduced rate on dividends to be paid to a non-resident holder, if such non-resident holder provides the Company with proof of residence and if applicable, individual or corporate status. Proof of residence for an individual consists of certification from his/her embassy, consulate, or other equivalent certification issued by the proper government authority, or any other official document proving tax residence. If the regular tax rate is withheld by the Company instead of the reduced rates applicable under the treaty, the non-resident holder of the shares may file a claim for refund from the BIR. However, because the refund process in the Philippines requires the filing of an administrative claim and the submission of supporting information, and may also involve the filing of a judicial appeal if the claim is denied by the BIR. The filing of a claim for refund may therefore prove to be impractical. Stock dividends distributed pro-rata to any holder of shares of stock are not subject to Philippine income tax.

Sale, Exchange or Disposition of Shares

Gains from Redemption of Shares

Gains realized by the shareholder upon redemption of his shares of stock in the Fund are not subject to tax.

Documentary Stamp Tax

The original issuance of shares of stock is subject to documentary stamp tax of Php1.00 for each Php200.00 par value or a fraction thereof, of the shares of stock issued. On the other hand, the sale, transfer, or other disposition of shares of stock (including the re-issuance of previously redeemed shares of stock) is subject to a documentary stamp tax of Php0.75 for each Php200.00 par value or a fractional part thereof of the shares sold, transferred, or otherwise disposed of.

Estate and Gift Taxes

Shares issued by a corporation organized under Philippine laws are deemed to have a Philippine *situs*, and any transfer thereof by way of succession or donation even if made by a non-resident decedent or donor outside the Philippines, is subject to Philippine estate or donor's tax.

Subject to certain exceptions, the transfer of shares upon the death of an individual holder to his/her heirs by way of succession, whether such holder was a citizen of the Philippines or an alien, regardless of residence, will be subject to Philippine taxes at progressive rates ranging from 5.00% to 20.00%, if the net estate is over Php200,000.00. On the other hand, individual and corporate holders, whether or not citizens or residents of the Philippines, who transfer shares by way of gift or donation will be liable to Philippine donor's tax on such transfers at progressive rates ranging from 2.00% to 15.00% of the net gifts during the year exceeding Php100,000.00. The rate of tax with respect to net gifts made to a stranger (i.e. one who is not a brother, sister, spouse, ancestor, lineal descendant or relative by consanguinity within the fourth degree of relationship) is a flat rate of thirty percent (30.00%) of the net gifts.

Estate and donor's taxes, however, shall not be collected in respect of intangible personal property, such as shares of stock: (a) if the decedent at the time of his/her death or the donor at the time of the donation was a citizen and resident of a foreign country which at the time of his/her death or donation did not impose a transfer tax of any character, in respect of intangible personal property of citizens of the Philippines not residing in that foreign country; or (b) if the laws of the foreign country of which the decedent or donor was a citizen and resident at the time of his/her death or donation allows a similar exemption from transfer or death taxes of every character or description in respect of intangible personal property owned by citizens of the Philippines not residing in that foreign country.

EACH PROSPECTIVE HOLDER SHOULD CONSULT WITH HIS/HER OWN TAX ADVISER AS TO THE PARTICULAR TAX CONSEQUENCES TO SUCH HOLDER OF PURCHASING, OWNING AND DISPOSING OF THE PSGF SHARES, INCLUDING THE APPLICABILITY AND EFFECT OF ANY STATE, LOCAL AND NATIONAL TAX LAWS.

EXHIBIT I

SUMMARY OF FEES AND OTHER CHARGES

| REDEMPTION FEES – Option A [Front-end] | | | |
|---|-----------------|----------------------------|---------------------------|
| PLACEMENT PERIOD | EXIT FEE | 12% VAT ON EXIT FEE | EXIT FEE + 12% VAT |
| Less than six (6) months | 1.00% | 0.12% | 1.12% |
| Six (6) months and above | 0.00% | 0.00% | 0.00% |

| REDEMPTION FEES – Option B [Back-end] | | | |
|--|-----------------|----------------------------|---------------------------|
| PLACEMENT PERIOD | EXIT FEE | 12% VAT ON EXIT FEE | EXIT FEE + 12% VAT |
| Less than one year | 5.00% | 0.60% | 5.60% |
| More than one year but less than two years | 4.00% | 0.48% | 4.48% |
| More than two years but less than three years | 3.00% | 0.36% | 3.36% |
| More than three year but less than four years | 2.00% | 0.24% | 2.24% |
| More than four years but less than five years | 1.00% | 0.12% | 1.12% |
| If redeemed after 5 years, redemption shall no longer be subject to exit fees. | | | |

| SALES LOAD SCHEDULE | | | |
|-----------------------------------|-------------------|------------------------------|-----------------------------|
| INVESTMENT AMOUNT (IN PHP) | SALES LOAD | 12% VAT ON SALES LOAD | SALES LOAD + 12% VAT |
| Less than 100,000 | 3.0% | 0.36% | 3.36% |
| 100,000 to 499,999.99 | 2.5% | 0.30% | 2.80% |
| 500,000 to 999,999.99 | 2.0% | 0.24% | 2.24% |
| 1,000,000 to 4,999,999.99 | 1.5% | 0.18% | 1.68% |
| 5,000,000 to 9,999,999.99 | 1.0% | 0.12% | 1.12% |
| 10,000,000 and above | 0.5% | 0.06% | 0.56% |

| COMMISSIONS | | |
|---------------------------|--|-----------------------|
| Commission Type | Definition | Rate |
| Regular Commission | a percentage share of the entry fee/sales load earned on new investments and varies per channel based on provisions set forth in the MOA | range of 50 to 100% |
| Trail Commission | a share on the management fee based on average assets under management on total net-referred investments | range of 25 to 120bps |

SIGNATURES

| | |
|---|---|
| ROBERTO F. DE OCAMPO Chairman TIN: 120-115-828 | REYNALDO G. GERONIMO President and Director TIN: 123-102-993 |
| ARLEEN MAY S. GUEVARA Director TIN: 135-913-440 | ARMAND F. BRAUN, JR. Director TIN: 137-000-213 |
| MELITON B. SALAZAR, JR. Director TIN: 144-499-695 | ERIC S. LUSTRE Director TIN: 107-168-308 |
| ELENITA G. VILLAMAR Director and Treasurer TIN: 110-862-513 | MA. ADELINA S. GATDULA Corporate Secretary TIN: 107-043-114 |
| MAUREEN CHRISTINE O. LIZARONDO-MEDINA Assistant Corporate Secretary TIN: 271-318-097 | |

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

Before me, a Notary Public for and in _____ this _____ day of _____, personally appeared the following:

| Name | Identification No. | City | Date Issued |
|--------------------------------|---------------------------|-------------|--------------------|
| Roberto F. de Ocampo | EC6721113 | NCR Central | 10 Feb 2016 |
| Reynaldo G. Geronimo | EC2113508 | Manila | 16 Sept 2014 |
| Arleen May S. Guevara | EB6348267 | Manila | 14 Sept 2012 |
| Eric S. Lustre | EC2752401 | NCR South | 18 Nov 2014 |
| Armand F. Braun, Jr. | EB7437939 | Manila | 20 Feb 2013 |
| Elenita G. Villamar | EC6020576 | Manila | 02 Dec 2015 |
| Meliton B. Salazar, Jr. | EC6631952 | NCR East | 28 Jan 2016 |
| Ma. Adelina S. Gatdula | EB7291992 | Manila | 04 Feb 2013 |
| Maureen Christine O. Lizarondo | EC7916069 | Pampanga | 04 Jun 2016 |

Known to me and to me known to be the same persons who executed the forgoing instruments and they acknowledged to me that the same is their free and voluntary act and deed

WITNESS MY HAND AND SEAL on the date and place first above-mentioned.

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2017.

Board Self-Assessment Form

Rating Scale: 1. Needs Improvement 2. Satisfactory 3. Good 4. Very Good 5. Excellent
(Director to check (✓) the box that corresponds to the selected rating and provide comments, if any)

| EVALUATION FACTOR | RATINGS | | | | | COMMENTS |
|---|---------|---|---|---|---|----------|
| | 1 | 2 | 3 | 4 | 5 | |
| A. Strategic Foresight | | | | | | |
| 1. The Board evaluates the financial results periodically vis-à-vis its investment objectives to assess the PAMI Mutual Funds as well as Management's performance, considers new opportunities and responds promptly to industry trends and external developments. | | | | | | |
| 2. The Board reviews and evaluates changes in fund features, major investment movements, significant expenses, including key assumptions, major risks and critical issues before approval and monitors outcomes. | | | | | | |
| B. Board Structure and Committee Effectiveness | | | | | | |
| 1. Each PAMI Mutual Fund has an appropriate board size and structure that promotes efficiency, allows critical discussion of issues and thorough review of matters, and proper discharge of its functions, taking into account the nature and complexity of operations, and size and types of risks to which PAMI Mutual Funds are exposed. | | | | | | |
| 2. The Board is guided by a Manual of Corporate Governance. | | | | | | |
| 3. The composition of the Board has the right mix of expertise, diversity and independence, allowing it to add value, critical thinking and judgment to effectively govern PAMI Mutual Funds' formulation and implementation of sound corporate strategies and policies. | | | | | | |
| 4. The Board has appropriately constituted the committees necessary to heighten efficiency of board operations and assist in exercising its authority for oversight of internal control, risk management and performance monitoring of PAMI Mutual Funds, with well-defined charters and board reporting requirements. | | | | | | |
| C. Board Meetings and Procedures | | | | | | |
| 1. The number of board meetings during the year is adequate. The schedule of matters is up to date and regularly reviewed. | | | | | | |

| EVALUATION FACTOR | RATINGS | | | | | COMMENTS |
|---|---------|---|---|---|---|----------|
| | 1 | 2 | 3 | 4 | 5 | |
| 2. Board members receive accurate minutes and board packs; written agendas and meeting notices; and relevant material to prepare in advance of meetings and enable full and proper consideration to be given to important issues. | | | | | | |
| 3. Board meetings are conducted with sufficient time and management presence, as well as in a manner that encourages open communication and meaningful participation. | | | | | | |
| 4. All board decisions, other than those that have been properly delegated are made in the board room. | | | | | | |
| 5. The level of support from the Corporate Secretary that is placed at the Board's disposal is satisfactory. | | | | | | |
| 6. There is a proper level of follow-up on outstanding actions arising from board meetings. | | | | | | |
| D. Board and Management Relations | | | | | | |
| 1. The relationship between the Board and the Fund Manager and Principal Distributor strikes the right balance between challenge and mutuality. | | | | | | |
| 2. The Board's discussions enhance the quality of Fund Manager's decision making (e.g., engaging them in dialogue that stimulates and enhances their thinking and performance). | | | | | | |
| 3. The Board sets the overall tone and direction of PAMI Mutual Funds and establishes guidelines on the nature and amount of risk that the Funds may take. | | | | | | |
| 4. The Board has approved comprehensive policies and procedures for all material activities and risks in the organization. The Board is kept fully informed on all material matters between meetings (e.g., appropriate external information on emerging risks, regulatory changes, etc). | | | | | | |
| E. Induction and Continuing Education | | | | | | |
| 1. The continuing education program, special briefings by external advisors, formal courses and conferences and focused seminars received by the Board and new members are timely and appropriate (e.g., regulatory matters, cyber risks, industry developments) | | | | | | |

| EVALUATION FACTOR | RATINGS | | | | | COMMENTS | |
|--|--|---|-----------|---|------|--------------|-------------------|
| | 1 | 2 | 3 | 4 | 5 | | |
| and assist Board members in the execution of their duties. | | | | | | | |
| F. Performance Evaluation | | | | | | | |
| 1. The Board has in place an appropriate process for regular board, committee and individual board member evaluation. | | | | | | | |
| 2. The Board's performance assessment process enhances Board effectiveness. | | | | | | | |
| G. Value Creation | | | | | | | |
| 1. The Board has good key relationships with PAMI Mutual Funds' major stakeholders and there is respect for what the Board does. | | | | | | | |
| 2. The Board makes well-informed and high quality decisions based on a clear line of sight into the business that creates stakeholder value. | | | | | | | |
| 3. The Board creates a performance culture that drives value creation without exposing PAMI Mutual Funds to excessive risk of value destruction. | | | | | | | |
| 4. The Board holds executive or private sessions as often as needed to discuss sensitive matters. | | | | | | | |
| OVERALL RATING OF BOARD PERFORMANCE | Excellent | | Very Good | | Good | Satisfactory | Needs Improvement |
| | | | | | | | |
| OTHER COMMENTS/ SUGGESTIONS | <div>.....</div> <div>.....</div> <div>.....</div> | | | | | | |
| Name of Director: Signature: _____ Date: _____ | | | | | | | |

| GENERAL INFORMATION SHEET (GIS) | | | |
|--|--|--|--|
| FOR THE YEAR 2023 | | | |
| STOCK CORPORATION | | | |
| GENERAL INSTRUCTIONS: 1. FOR USER CORPORATION: THIS GIS SHOULD BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS FROM THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING. DO NOT LEAVE ANY ITEM BLANK. WRITE "N.A." IF THE INFORMATION REQUIRED IS NOT APPLICABLE TO THE CORPORATION OR "NONE" IF THE INFORMATION IS NON-EXISTENT. IF THE ANNUAL STOCKHOLDERS' MEETING IS HELD ON A DATE OTHER THAN THAT STATED IN THE BY-LAWS, THE GIS SHALL BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS AFTER THE ELECTION OF THE DIRECTORS, TRUSTEES AND OFFICERS OF THE CORPORATION AT THE ANNUAL MEMBERS' MEETING. 2. IF NO MEETING IS HELD, THE CORPORATION SHALL SUBMIT THE GIS NOT LATER THAN JANUARY 30 OF THE FOLLOWING YEAR. HOWEVER, SHOULD AN ANNUAL STOCKHOLDERS' MEETING BE HELD THEREAFTER, A NEW GIS SHALL BE SUBMITTED/FILED. 3. THIS GIS SHALL BE ACCOMPLISHED IN ENGLISH AND CERTIFIED AND SWORN TO BY THE CORPORATE SECRETARY OF THE CORPORATION. 4. THE SEC SHOULD BE TIMELY APPRISED OF RELEVANT CHANGES IN THE SUBMITTED INFORMATION AS THEY ARISE. FOR CHANGES RESULTING FROM ACTIONS THAT AROSE BETWEEN THE ANNUAL MEETINGS, THE CORPORATION SHALL SUBMIT AMENDED GIS CONTAINING THE NEW INFORMATION TOGETHER WITH A COVER LETTER SIGNED THE CORPORATE SECRETARY OF THE CORPORATION. THE AMENDED GIS AND COVER LETTER SHALL BE SUBMITTED WITHIN SEVEN (7) DAYS AFTER SUCH CHANGE OCCURED OR BECAME EFFECTIVE. 5. SUBMIT FOUR (4) COPIES OF THE GIS TO THE RECEIVING SECTION AT THE SEC MAIN OFFICE, OR TO SEC SATELLITE OFFICES OR EXTENSION OFFICES. ALL COPIES SHALL UNIFORMLY BE ON A4 OR LETTER-SIZED PAPER. THE PAGES OF ALL COPIES SHALL USE ONLY ONE SIDE. 6. ONLY THE GIS ACCOMPLISHED IN ACCORDANCE WITH THESE INSTRUCTIONS SHALL BE CONSIDERED AS HAVING BEEN FILED. 7. THIS GIS MAY BE USED AS EVIDENCE AGAINST THE CORPORATION AND ITS RESPONSIBLE DIRECTORS/OFFICERS FOR ANY VIOLATION OF EXISTING LAWS, RULES AND REGULATIONS. | | | |
| ***** PLEASE PRINT LEGIBLY ***** | | | |
| CORPORATE NAME: PHILAM STRATEGIC GROWTH FUND, INC. | | | DATE REGISTERED: 04/27/1998 |
| BUSINESS/TRADE NAME: PHILAM STRATEGIC GROWTH FUND, INC. | | | FISCAL YEAR END: December 31 |
| SEC REGISTRATION NUMBER: A199805277 | | | |
| DATE OF ANNUAL MEETING PER BY-LAWS: On a date not later than the last day of the fourth week of July as the Board of Directors may determine | | | CORPORATE TAX IDENTIFICATION NUMBER (TIN) 005-649-448-000 |
| ACTUAL DATE OF ANNUAL MEETING: No Meeting Held | | | WEBSITE/URL ADDRESS: N.A. |
| COMPLETE PRINCIPAL OFFICE ADDRESS: 17/F Net Lima Building, 5th Avenue corner 26th St., Bonifacio Global City, Taguig, Metro Manila, Philippines | | | E-MAIL ADDRESS: N.A. |
| COMPLETE BUSINESS ADDRESS: 19/F BPI Buendia Center, Sen. Gil J. Puyat Avenue, Makati City, Metro Manila, Philippines | | | FAX NUMBER: (02) 8580-4682 |
| OFFICIAL E-MAIL ADDRESS asgatlula@picazolaw.com | ALTERNATE E-MAIL ADDRESS *BPI_Wealth_Operation@bpi.com.ph | OFFICIAL MOBILE NUMBER 0918 944 6026 | ALTERNATE MOBILE 0917 7016 268 |
| NAME OF EXTERNAL AUDITOR & ITS SIGNING PARTNER: Isa Lipana & Co./ Imelda Dela Vega-Mangundaya | | SEC ACCREDITATION NUMBER (if applicable): 0009-FR-5 | TELEPHONE NUMBER(S): (02) 8580-0900 |
| PRIMARY PURPOSE/ACTIVITY/INDUSTRY PRESENTLY ENGAGED IN: Open-End Investment Company | | INDUSTRY CLASSIFICATION: N.A. | GEOGRAPHICAL CODE: N.A. |
| ***** INTERCOMPANY AFFILIATIONS ***** | | | |
| PARENT COMPANY | SEC REGISTRATION NO. | ADDRESS | |
| N.A. | N.A. | N.A. | |
| SUBSIDIARY/AFFILIATE | SEC REGISTRATION NO. | ADDRESS | |
| N.A. | N.A. | N.A. | |
| | | | |
| | | | |
| | | | |
| NOTE: USE ADDITIONAL SHEET IF NECESSARY | | | |

GENERAL INFORMATION SHEET

STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

Corporate Name: PHILAM STRATEGIC GROWTH FUND, INC.

A. Is the Corporation a covered person under the Anti Money Laundering Act (AMLA), as amended? (Rep. Acts. 9160/9164/10167/10365) ☒ Yes ☐ No

Please check the appropriate box:

1.

- ☐ a. Banks
- ☐ b. Offshore Banking Units
- ☐ c. Quasi-Banks
- ☐ d. Trust Entities
- ☐ e. Non-Stock Savings and Loan Associations
- ☐ f. Pawnshops
- ☐ g. Foreign Exchange Dealers
- ☐ h. Money Changers
- ☐ i. Remittance Agents
- ☐ j. Electronic Money Issuers
- ☐ k. Financial Institutions which Under Special Laws are subject to Bangko Sentral ng Pilipinas' (BSP) supervision and/or regulation, including their subsidiaries and affiliates.

2.

- ☐ a. Insurance Companies
- ☐ b. Insurance Agents
- ☐ c. Insurance Brokers
- ☐ d. Professional Reinsurers
- ☐ e. Reinsurance Brokers
- ☐ f. Holding Companies
- ☐ g. Holding Company Systems
- ☐ h. Pre-need Companies
- ☒ i. Mutual Benefit Association
- ☐ j. All Other Persons and entities supervised and/or regulated by the Insurance Commission (IC)

3.

- ☐ a. Securities Dealers
- ☐ b. Securities Brokers
- ☐ c. Securities Salesman
- ☐ d. Investment Houses
- ☐ e. Investment Agents and Consultants
- ☐ f. Trading Advisors
- ☐ g. Other entities managing Securities or rendering similar services
- ☐ h. Mutual Funds or Open-end Investment Companies
- ☐ i. Close-end Investment Companies
- ☐ j. Common Trust Funds or Issuers and other similar entities
- ☐ k. Transfer Companies and other similar entities
- ☐ l. Other entities administering or otherwise dealing in currency, commodities or financial derivatives based there on
- ☐ m. Entities administering or otherwise dealing in valuable objects
- ☐ n. Entities administering or otherwise dealing in cash Substitutes and other similar monetary instruments or property supervised and/or regulated by the Securities and Exchange Commission (SEC)

4. ☐ Jewelry dealers in precious metals, who, as a business, trade in precious metals

5. ☐ Jewelry dealers in precious stones, who, as a business, trade in precious stone

6. Company service providers which, as a business, provide any of the following services to third parties:

- ☐ a. acting as a formation agent of juridical persons
- ☐ b. acting as (or arranging for another person to act as) a director or corporate secretary of a company, a partner of a partnership, or a similar position in relation to other juridical persons
- ☐ c. providing a registered office, business address or accommodation, correspondence or administrative address for a company, a partnership or any other legal person or arrangement
- ☐ d. acting as (or arranging for another person to act as) a nominee shareholder for another person

7. Persons who provide any of the following services:

- ☐ a. managing of client money, securities or other assets
- ☐ b. management of bank, savings or securities accounts
- ☐ c. organization of contributions for the creation, operation or management of companies
- ☐ d. creation, operation or management of juridical persons or arrangements, and buying and selling business entities

8. ☐ None of the above

Describe nature of business:

Open-End Investment Company

B. Has the Corporation complied with the requirements on Customer Due Diligence (CDD) or Know Your Customer (KYC), record-keeping, and submission of reports under the AMLA, as amended, since the last filing of its GIS?

☒ Yes ☐ No

GENERAL INFORMATION SHEET

STOCK CORPORATION

PLEASE PRINT LEGIBLY

| | | | | | | | |
|---|-----------------------------|-------------------------|-------------------------|--|---------------------------|-----------------------|-----------------------|
| CORPORATE NAME: PHILAM STRATEGIC GROWTH FUND, INC. | | | | | | | |
| CAPITAL STRUCTURE | | | | | | | |
| AUTHORIZED CAPITAL STOCK | | | | | | | |
| | TYPE OF SHARES * | NUMBER OF SHARES | PAR/STATED VALUE | AMOUNT (PhP) (No. of shares X Par/Stated Value) | | | |
| | Common | 61,737,224 | 100.00 | 6,173,722,400.00 | | | |
| | | | | | | | |
| | | | | | | | |
| TOTAL | | 61,737,224 | TOTAL P | 6,173,722,400.00 | | | |
| SUBSCRIBED CAPITAL | | | | | | | |
| FILIPINO | NO. OF STOCK-HOLDERS | TYPE OF SHARES * | NUMBER OF SHARES | NUMBER OF SHARES IN THE HANDS OF THE PUBLIC ** | PAR/STATED VALUE | AMOUNT (PhP) | % OF OWNERSHIP |
| | 11,606 | Common | 7,727,406 | | 100.00 | 772,740,600.00 | 100.00% |
| | | | | | | | |
| | | | | | | | |
| TOTAL | | 7,727,406 | TOTAL | TOTAL P | 772,740,600.00 | | 100.00% |
| FOREIGN (INDICATE BY NATIONALITY) | NO. OF STOCK-HOLDERS | TYPE OF SHARES * | NUMBER OF SHARES | NUMBER OF SHARES IN THE HANDS OF THE PUBLIC ** | PAR/STATED VALUE | AMOUNT (PhP) | % OF OWNERSHIP |
| Afghanistan | 3 | | 162 | | 100.00 | 16,200.00 | 0.002% |
| Iceland | 1 | | 141 | | 100.00 | 14,100.00 | 0.002% |
| Turkey | 1 | | 35 | | 100.00 | 3,500.00 | 0.000% |
| | | | | | | | |
| Percentage of Foreign Equity : 0.004% | | TOTAL | 338 | TOTAL | TOTAL P | 33,800.00 | 0.004% |
| | | | | | TOTAL SUBSCRIBED P | 772,774,400.00 | 100.00% |
| PAID-UP CAPITAL | | | | | | | |
| FILIPINO | NO. OF STOCK-HOLDERS | TYPE OF SHARES * | NUMBER OF SHARES | PAR/STATED VALUE | AMOUNT (PhP) | % OF OWNERSHIP | |
| | 11,606 | Common | 7,727,406 | 100.00 | 772,740,600.00 | 100.00% | |
| | | | | | | | |
| | | | | | | | |
| TOTAL | | 7,727,406 | TOTAL P | 772,740,600.00 | | 100.00% | |
| FOREIGN (INDICATE BY NATIONALITY) | NO. OF STOCK-HOLDERS | TYPE OF SHARES * | NUMBER OF SHARES | PAR/STATED VALUE | AMOUNT (PhP) | % OF OWNERSHIP | |
| Afghan | 3 | | 162 | 100.00 | 16,200.00 | 0.002% | |
| Icelandic | 1 | | 141 | 100.00 | 14,100.00 | 0.002% | |
| Turkish | 1 | | 35 | 100.00 | 3,500.00 | 0.000% | |
| | | | | | | | |
| Percentage of Foreign Equity : 0.004% | | TOTAL | 338 | TOTAL P | 33,800.00 | 0.004% | |
| | | | | TOTAL PAID-UP P | 772,774,400.00 | 100.00% | |
| NOTE: USE ADDITIONAL SHEET IF NECESSARY | | | | | | | |
| * Common, Preferred or other classification | | | | | | | |
| ** Other than Directors, Officers, Shareholders owning 10% of outstanding shares. | | | | | | | |

GENERAL INFORMATION SHEET

STOCK CORPORATION

PLEASE PRINT LEGIBLY

| CORPORATE NAME: PHILAM STRATEGIC GROWTH FUND, INC. | | | | | | | | |
|---|-------------|-------|-------|--------|--------------|------------------------|--------------|---------------------------|
| DIRECTORS / OFFICERS | | | | | | | | |
| NAME/CURRENT RESIDENTIAL ADDRESS | NATIONALITY | INC'R | BOARD | GENDER | STOCK HOLDER | OFFICER | EXEC. COMM. | TAX IDENTIFICATION NUMBER |
| 1. ROBERTO F. DE OCAMPO Eugenio Lopez Foundation Bldg., Col Joseph McMicking Campus, 123 Paseo de Roxas, Makati City | Filipino | N | C | M | Y | Chairman | N/C & A/M | 120-115-828 |
| 2. REYNALDO G. GERONIMO No. 5 Zinia St., Valle Verde 2, Pasig City | Filipino | N | M | M | Y | President | N/M | 123-102-933 |
| 3. TOMAS S. CHUIDIAN 39 Tamarind Rd Forbes Park Makati City | FILIPINO | N | M | M | Y | N/A | N/A | 228-608-842 |
| 4. LEE LONGA 3 Carbine Loop Alabang 400 Village, Muntinlupa City | Filipino | N | M | M | Y | N/A | N/A | 188-675-421 |
| 5. RAMON PAULO L. TAYAG Blk 6 Lot 16 Salvador Place Brazilia Heights Susana Heights Muntinlupa City | FILIPINO | N | M | M | Y | N/A | N/A | 314-491-906 |
| 6. FERNANDO J. SISON III 3 Jocson St., Xavierville 1, Loyola Heights, Quezon City | Filipino | N | I | M | Y | N/A | A/M | 135-565-275 |
| 7. SIMON R. PATERNO 58 McKinley Road, Forbes Park, Makati City | Filipino | N | I | M | Y | N/A | A/C & N/M | 203-010-472 |
| 8. MA. ADELINA S. GATDULA Penthouse, Liberty Center, 104 HV Dela Costa St., Salcedo Village, Makati City | Filipino | N | N | F | N | Corporate Secretary | N/A | 107-043-114 |
| 9. MA. FLORILIZ L. PEDERNAL 67 Chesnut St., Fairview Park, Quezon City | Filipino | N | N | F | N | Treasurer | N/A | 149-792-248 |
| 10. | | | | | | | | |
| 11. | | | | | | | | |
| 12. | | | | | | | | |
| 13. | | | | | | | | |
| 14. | | | | | | | | |
| 15. | | | | | | | | |

INSTRUCTION:

FOR SEX COLUMN, PUT "F" FOR FEMALE, "M" FOR MALE.

FOR BOARD COLUMN, PUT "C" FOR CHAIRMAN, "M" FOR MEMBER, "I" FOR INDEPENDENT DIRECTOR.

FOR INC'R COLUMN, PUT "Y" IF AN INCORPORATOR, "N" IF NOT.

FOR STOCKHOLDER COLUMN, PUT "Y" IF A STOCKHOLDER, "N" IF NOT.

FOR OFFICER COLUMN, INDICATE PARTICULAR POSITION IF AN OFFICER, FROM VP UP INCLUDING THE POSITION OF THE TREASURER, SECRETARY, COMPLIANCE OFFICER AND/OR ASSOCIATED PERSON.

FOR EXECUTIVE COMMITTEE, INDICATE "C" IF MEMBER OF THE COMPENSATION COMMITTEE; "A" FOR AUDIT COMMITTEE; "N" FOR NOMINATION AND ELECTION COMMITTEE. ADDITIONALLY WRITE "C" AFTER SLASH IF CHAIRMAN AND "M" IF MEMBER.

GENERAL INFORMATION SHEET

STOCK CORPORATION

| ***** PLEASE PRINT LEGIBLY ***** | | | | | | |
|---|-------------------|--|-----------------------|----------------|-----------------------|---------------------------|
| CORPORATE NAME: PHILAM STRATEGIC GROWTH FUND, INC. | | | | | | |
| TOTAL NUMBER OF STOCKHOLDERS: 11,611 | | NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH: 5,301 | | | | |
| TOTAL ASSETS BASED ON LATEST AUDITED FINANCIAL STATEMENTS: | | 3,869,927,000.00 | | | | |
| STOCKHOLDER'S INFORMATION | | | | | | |
| NAME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS | SHARES SUBSCRIBED | | | | AMOUNT PAID (PhP) | TAX IDENTIFICATION NUMBER |
| | TYPE | NUMBER | AMOUNT (PhP) | % OF OWNERSHIP | | |
| 1. LBP-PROVIDENT FUND Filipino 24F 159B MH DEL PILAR COR. DR QUINTOS ST, LANDBANK BLDG MALATE MANILA METRO MANILA PHILIPPINES | Common | 260,209 | 26,020,900.00 | 3.37% | 26,020,900.00 | Not available |
| | | | | | | |
| TOTAL | | 260,209 | 26,020,900.00 | | | |
| 2. NOVALICHES DEVELOPMENT COOPERATIVE Filipino BUENAMAR COR. SARMIENTO ST., NOVADECI BLDG NOVA PROPER, NOVALICHES QUEZON CITY METRO | Common | 256,245 | 25,624,500.00 | 3.32% | 25,624,500.00 | Not available |
| | | | | | | |
| TOTAL | | 256,245 | 25,624,500.00 | | | |
| 3. GO, GERRY Q Filipino 41-B MASIKAP ST, GOODSTAR ENTERPRISES QUEZON CITY METRO MANILA PHILIPPINES | Common | 255,544 | 25,554,400.00 | 3.31% | 25,554,400.00 | Not available |
| | | | | | | |
| TOTAL | | 255,544 | 25,554,400.00 | | | |
| 4. LHUILLIER, JEAN HENRI D Filipino 118 MANGO DRIVE AYALA ALABANG VILLAGE MUNTINLUPA CITY METRO MANILA PHILIPPINES 1780 | Common | 137,103 | 13,710,300.00 | 1.77% | 13,710,300.00 | Not available |
| | | | | | | |
| TOTAL | | 137,103 | 13,710,300.00 | | | |
| 5. HOLY ANGEL UNIVERSITY Filipino 1 HOLY ANGEL AVENUE STO ROSARIO ANGELES CITY PAMPANGA PHILIPPINES 2009 | Common | 131,363 | 13,136,300.00 | 1.70% | 13,136,300.00 | 000-772-540 |
| | | | | | | |
| TOTAL | | 131,363 | 13,136,300.00 | | | |
| 6. PALARAN, ANITA SALES Filipino 2709 REZAL AVENUE STA CRUZ MANILA METRO MANILA PHILIPPINES 1008 | Common | 76,566 | 7,656,600.00 | 0.99% | 7,656,600.00 | Not available |
| | | | | | | |
| TOTAL | | 76,566 | 7,656,600.00 | | | |
| 7. ONG, JOSEPH JEROME DAYRO Filipino 1 MT FUJI ST FILINVEST I QUEZON CITY METRO MANILA PHILIPPINES | Common | 76,334 | 7,633,400.00 | 0.99% | 7,633,400.00 | Not available |
| | | | | | | |
| TOTAL | | 76,334 | 7,633,400.00 | | | |
| TOTAL AMOUNT OF SUBSCRIBED CAPITAL | | | 119,336,400.00 | 15.44% | 119,336,400.00 | |
| TOTAL AMOUNT OF PAID-UP CAPITAL | | | | | | |

INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS

Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.

GENERAL INFORMATION SHEET

STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

| CORPORATE NAME: | | PHILAM STRATEGIC GROWTH FUND, INC. | | | | |
|--|-------------------|------------------------------------|---------------|---|-------------------|---------------------------|
| TOTAL NUMBER OF STOCKHOLDERS: | | 11,611 | | NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH: | | 5,301 |
| TOTAL ASSETS BASED ON LATEST AUDITED FS: | | 3,869,927,000.00 | | | | |
| STOCKHOLDER'S INFORMATION | | | | | | |
| NAME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS | SHARES SUBSCRIBED | | | | AMOUNT PAID (PhP) | TAX IDENTIFICATION NUMBER |
| | TYPE | NUMBER | AMOUNT (PhP) | % OF OWNER-SHIP | | |
| 8. RIVERBANKS DEVELOPMENT CORPORATION Filipino 84 A BONIFACIO MARIKINA METRO MANILA PHILIPPINES 1805 | Common | 73,186 | 7,318,600.00 | 0.95% | 7,318,600.00 | Not available |
| | | | | | | |
| | TOTAL | 73,186 | 7,318,600.00 | | | |
| 9. ARRIOLA, RUSSMON PAUL APELIN Filipino 1114B ESGUERRA ST. BRGY. SINGALONG MALATE, MANILA METRO MANILA PHILIPPINES 1004 | Common | 70,434 | 7,043,400.00 | 0.91% | 7,043,400.00 | Not available |
| | | | | | | |
| | TOTAL | 70,434 | 7,043,400.00 | | | |
| 10. PHILCOMSAT HOLDINGS CORPORATION FILIPINO 12/F 316 GIL PUYAT AVE, TELECOM PLAZA BLDG MAKATI METRO MANILA PHILIPPINES 1200 | Common | 66,408 | 6,640,800.00 | 0.86% | 6,640,800.00 | 000-249-935-000 |
| | | | | | | |
| | TOTAL | 66,408 | 6,640,800.00 | | | |
| 11. PHILPLANS FIRST, INC. Filipino 6/F UN AVE, PHILAMLIFE BLDG ERMITA MANILA METRO MANILA PHILIPPINES 1226 PHILIPPINES 1045 | Common | 60,082 | 6,008,200.00 | 0.78% | 6,008,200.00 | 150-044-477-000 |
| | | | | | | |
| | TOTAL | 60,082 | 6,008,200.00 | | | |
| 12. YUPANGCO, NITA L Filipino 8 FLAME TREE PLACE SOUTH FORBES PARK MAKATI METRO MANILA PHILIPPINES 1220 | Common | 58,148 | 5,814,800.00 | 0.75% | 5,814,800.00 | Not available |
| | | | | | | |
| | TOTAL | 58,148 | 5,814,800.00 | | | |
| 13. DECOARTS MARKETING, INC. Filipino QUIMPO BLVD MATINA DAVAO CITY DAVAO DEL SUR DAVAO DEL SUR PHILIPPINES 8000 | Common | 55,656 | 5,565,600.00 | 0.72% | 5,565,600.00 | Not available |
| | | | | | | |
| | TOTAL | 55,656 | 5,565,600.00 | | | |
| 14. HEALTH MAINTENANCE, INC. Filipino CHINO ROCES AVE, TOWER GROUND, MAKATI CINEMA SQUARE CONDO MAKATI METRO MANILA PHILIPPINES | Common | 53,184 | 5,318,400.00 | 0.69% | 5,318,400.00 | Not available |
| | | | | | | |
| | TOTAL | 53,184 | 5,318,400.00 | | | |
| TOTAL AMOUNT OF SUBSCRIBED CAPITAL | | | 43,709,800.00 | 5.66% | | |
| TOTAL AMOUNT OF PAID-UP CAPITAL | | | 43,709,800.00 | | | |
| INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS | | | | | | |
| Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary. | | | | | | |

GENERAL INFORMATION SHEET
STOCK CORPORATION

***** PLEASE PRINT LEGIBLY *****

| CORPORATE NAME: | | PHILAM STRATEGIC GROWTH FUND, INC. | | | | |
|--|-------------------|------------------------------------|---|----------------|-----------------------|---------------------------|
| TOTAL NUMBER OF STOCKHOLDERS: | | 11,611 | NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH: | | 5,301 | |
| TOTAL ASSETS BASED ON LATEST AUDITED FS: | | 3,869,927,000.00 | | | | |
| STOCKHOLDER'S INFORMATION | | | | | | |
| NAME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS | SHARES SUBSCRIBED | | | | AMOUNT PAID (PhP) | TAX IDENTIFICATION NUMBER |
| | TYPE | NUMBER | AMOUNT (PhP) | % OF OWNERSHIP | | |
| 15. CED, ALIJEN MANDA Filipino 42 PIONEER AVE, EOCO HARDWARE GEN. SANTOS CITY SOUTH COTABATO PHILIPPINES 9500 | Common | 51,755 | 5,175,500.00 | 0.67% | 5,175,500.00 | Not available |
| | | | | | | |
| TOTAL | | 51,755 | 5,175,500.00 | | | |
| 16. RCBC SAVINGS BANK TRUST SERVICES DIVISION Filipino 32/F 26TH AND 25TH STS., RCBC SAVINGS BANK CORPORATE CENTER BONIFACIO GLOBAL CITY TAGUIG METRO MANILA PHILIPPINES 1008 | Common | 45,816 | 4,581,600.00 | 0.59% | 4,581,600.00 | Not available |
| | | | | | | |
| TOTAL | | 45,816 | 4,581,600.00 | | | |
| 17. PALARAN, ANITA S Filipino 2709 RIZAL AVE STA. CRUZ MANILA METRO MANILA PHILIPPINES 1008 | Common | 45,652 | 4,565,200.00 | 0.59% | 4,565,200.00 | Not available |
| | | | | | | |
| TOTAL | | 45,652 | 4,565,200.00 | | | |
| 18. INTERNATIONAL BUILDERS CORPORATION Filipino 58 AVANCENA ST. MOLO ILOILO CITY ILOILO PHILIPPINES 5000 | Common | 36,518 | 3,651,800.00 | 0.47% | 3,651,800.00 | 000-249-935 |
| | | | | | | |
| TOTAL | | 36,518 | 3,651,800.00 | | | |
| 19. ARRIOLA, RAMON III AVILA Filipino 1114B ESQUERRA SINGALONG MALATE MANILA METRO MANILA PHILIPPINES 1004 | Common | 36,071 | 3,607,100.00 | 0.47% | 3,607,100.00 | Not available |
| | | | | | | |
| TOTAL | | 36,071 | 3,607,100.00 | | | |
| 20. U.P. ENGINEERING RESEARCH & DEVT FOUNDATION, INC. Filipino RM 201 202 NBC BLDG, UP CAMPUS DILIMAN QUEZON CITY METRO MANILA PHILIPPINES 1101 | Common | 35,267 | 3,526,700.00 | 0.46% | 3,526,700.00 | Not available |
| | | | | | | |
| TOTAL | | 35,267 | 3,526,700.00 | | | |
| 21. OTHERS (Indicate the number of the remaining stockholders) 11,591 | Common | 5,845,903 | 584,590,300.00 | 75.65% | 584,590,300.00 | |
| | | | | | | |
| TOTAL | | 5,845,903 | 584,590,300.00 | | | |
| TOTAL AMOUNT OF SUBSCRIBED CAPITAL | | | 609,698,200.00 | 78.90% | 609,698,200.00 | |
| | | | | | | |
| TOTAL AMOUNT OF PAID-UP CAPITAL | | | | | | |
| INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS | | | | | | |
| Note: For P0TC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary. | | | | | | |

GENERAL INFORMATION SHEET

STOCK CORPORATION

| ===== PLEASE PRINT LEGIBLY ===== | | | |
|---|--|--|---------------------------|
| CORPORATE NAME: PHILAM STRATEGIC GROWTH FUND, INC. | | | |
| 1. INVESTMENT OF CORPORATE FUNDS IN ANOTHER CORPORATION | AMOUNT (PhP) | DATE OF BOARD RESOLUTION | |
| 1.1 STOCKS | N/A | N/A | |
| 1.2 BONDS/COMMERCIAL PAPER (Issued by Private Corporations) | N/A | N/A | |
| 1.3 LOANS/ CREDITS/ ADVANCES | N/A | N/A | |
| 1.4 GOVERNMENT TREASURY BILLS | 80,098,076.00 | N/A | |
| 1.5 OTHERS | 60,830,000.00 | N/A | |
| 2. INVESTMENT OF CORPORATE FUNDS IN ACTIVITIES UNDER ITS SECONDARY PURPOSES (PLEASE SPECIFY:) | DATE OF BOARD RESOLUTION | DATE OF STOCKHOLDERS RATIFICATION | |
| N/A | N/A | N/A | |
| 3. TREASURY SHARES | NO. OF SHARES | % AS TO THE TOTAL NO. OF SHARES ISSUED | |
| | N/A | | |
| 4. UNRESTRICTED/UNAPPROPRIATED RETAINED EARNINGS AS OF END OF LAST FISCAL YEAR : (PHP2,925,824) Deficit | | | |
| 5. DIVIDENDS DECLARED DURING THE IMMEDIATELY PRECEDING YEAR None | | | |
| TYPE OF DIVIDEND | AMOUNT (PhP) | DATE DECLARED | |
| 5.1 CASH | | | |
| 5.2 STOCK | | | |
| 5.3 PROPERTY | | | |
| TOTAL | P | | |
| 6. ADDITIONAL SHARES ISSUED DURING THE PERIOD: None | | | |
| DATE | NO. OF SHARES | AMOUNT | |
| | | | |
| | | | |
| | | | |
| | | | |
| SECONDARY LICENSE/REGISTRATION WITH SEC AND OTHER GOV'T AGENCY: | | | |
| NAME OF AGENCY: | SEC | B S P | I C |
| TYPE OF LICENSE/REGN. | Certificate of Permit to Offer Securities for Sale | N/A | N/A |
| DATE ISSUED: | 12/8/2009 | N/A | N/A |
| DATE STARTED OPERATIONS: | 06/22/1998 | N/A | N/A |
| TOTAL ANNUAL COMPENSATION OF DIRECTORS DURING THE PRECEDING FISCAL YEAR (in PhP) | TOTAL NO. OF OFFICERS | TOTAL NO. OF RANK & FILE EMPLOYEES | TOTAL MANPOWER COMPLEMENT |
| 909,000.00 | 4 | 0 | 4 |

NOTE: USE ADDITIONAL SHEET IF NECESSARY

I, **MA. ADELINA S. GATDULA**, Corporate Secretary of **PHILAM STRATEGIC GROWTH FUND, INC.**, declare under penalty of perjury that all matters set forth in this GIS have been made in good faith, duly verified by me and to the best of my knowledge and belief are true and correct.

I hereby attest that all the information in this GIS are being submitted in compliance with the rules and regulations of the Securities and Exchange Commission (SEC) the collection, processing, storage and sharing of said information being necessary to carry out the functions of public authority for the performance of the constitutionally and statutorily mandated functions of the SEC as a regulatory agency.

I further attest that I have been authorized by the Board of Directors/Trustees to file this GIS with the SEC.


I understand that the Commission may place the corporation under delinquent status for failure to submit the reportorial requirements three (3) times, consecutively or intermittently, within a period of five (5) years (Section 177, RA No. 11232).

Done this JAN 29 2024 in Makati City, Metro Manila.


MA. ADELINA S. GATDULA
Corporate Secretary

SUBSCRIBED AND SWORN TO before me in Makati City on JAN 29 2024 by affiant who personally appeared before me and her Driver's License with number N04-85-005714 issued by the LTO and expiring on 10 May 2032.

DOC NO.: 432;
PAGE NO.: 88;
BOOK NO.: 1;
SERIES OF 2024.


SAMANTHA NICOLE M. WARREN
Appointment No. M-318
Notary-Public for Makati City
Until December 31, 2024
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 81932
PTR No. 10081156/Makati City/01-09-2024
IBP No. 301891/Makati/01-05-2024
Admitted to the bar in 2022

BENEFICIAL OWNERSHIP DECLARATION

SEC REGISTRATION NUMBER:
CORPORATE NAME:

A199805277
PHILAM STRATEGIC GROWTH FUND, INC.

Instructions:

1. Identify the Beneficial Owner/s of the corporation as described in the Categories of Beneficial Ownership in Items A to I below. List down as many as you can identify. You may use an additional sheet if necessary.
2. Fill in the required information on the beneficial owner in the fields provided for.
3. In the "Category of Beneficial Ownership" column, indicate the letter(s) corresponding thereto. In the event that the person identified as beneficial owner falls under several categories, indicate all the letters corresponding to such categories.
4. If the category is under letter "I", indicate the position held (i.e., Director/Trustee, President, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, etc.).
5. Do not leave any item blank. Write "N/A" if the information required is not applicable or "NONE" if non-existent.

"Beneficial Owner" refers to any natural person(s) who ultimately owns(s) or control(s) or exercise(s) ultimate effective control over the corporation. This definition covers the natural person(s) who actually own or control the corporation as distinguished from the legal owners. Such beneficial ownership may be determined on the basis of the following:

Category

Description

- Natural person(s) owning, directly or indirectly or through a chain of ownership, at least twenty-five percent (25%) of the voting rights, voting shares or capital of the reporting corporation.
- Natural person(s) who exercise control over the reporting corporation, alone or together with others, through any contract, understanding, relationship, intermediary or tiered entity.
- Natural person(s) having the ability to elect a majority of the board of directors/trustees, or any similar body, of the corporation.
- Natural person(s) having the ability to exert a dominant influence over the management or policies of the corporation.
- Natural person(s) whose directions, instructions, or wishes in conducting the affairs of the corporation are carried out by majority of the members of the board of directors of such corporation who are accustomed or under an obligation to act in accordance with such person's directions, instructions or wishes.
- Natural person(s) acting as stewards of the properties of corporations, where such properties are under the care or administration of said natural person(s).
- Natural person(s) who actually own or control the reporting corporation through nominee shareholders or nominee directors acting for or on behalf of such natural persons.
- Natural person(s) ultimately owning or controlling or exercising ultimate effective control over the corporation through other means not falling under any of the foregoing categories.
- Natural person(s) exercising control through positions held within a corporation (i.e., responsible for strategic decisions that fundamentally affect the business practices or general direction of the corporation such as the members of the board of directors or trustees or similar body within the corporation; or exercising executive control over the daily or regular affairs of the corporation through a senior management position). This category is only applicable in exceptional cases where no natural person is identifiable who ultimately owns or exerts control over the corporation, the reporting corporation having exhausted all reasonable means of identification and provided there are no grounds for suspicion.

| COMPLETE NAME (Surname, Given Name, Middle Name, Name Extension (i.e., Jr., Sr., III)) | SPECIFIC RESIDENTIAL ADDRESS | NATIONALITY | DATE OF BIRTH | TAX IDENTIFICATION NO. | % OF OWNERSHIP ¹ / % OF VOTING RIGHTS ¹ | TYPE OF BENEFICIAL OWNER ² Direct (D) or Indirect (I) | CATEGORY OF BENEFICIAL OWNERSHIP |
|---|--|-------------|---------------|------------------------|---|---|----------------------------------|
| ROBERTO F. DE OCAMPO | Eugenio Lopez Foundation Bldg., Col Joseph Monicking Campus, 123 Paseo de Roxas, Makati City | Filipino | 10-Jan-46 | 120-115-828 | Nil | D/I | I (Chairman/Director) |
| REYNALDO G. GERONIMO | No. 5 Zinia St., Valle Verde 2, Pasig City | Filipino | 10-Jul-44 | 123-102-933 | Nil | D/I | I (President/Director) |
| TOMAS S. CHUDIAN | 39 Tamarind Rd Forbes Park Makati City | Filipino | 9-Dec-66 | 228-608-842 | Nil | D/I | I (Director) |
| LEE LONGA | 3 Carbine Loop Alabang 400 Village, Muntinlupa City | Filipino | 24-Feb-73 | 188-675-421 | Nil | D/I | I (Director) |
| RAMON PAULO L. TAYAG | Blk 6 Lot 16 Salvador Place Brasilia Heights Sassa Heights Muntinlupa City | Filipino | 30-Dec-80 | 314-491-906 | Nil | D/I | I (Director) |
| FERNANDO J. SISON III | 3 Jacon St., Xavierville 1, Loyola Heights, Quezon City | Filipino | 4-Apr-52 | 135-565-275 | Nil | D/I | I (Director) |
| SIMON B. PATERNO | 58 McKinley Road, Forbes Park, Makati City | Filipino | 10-Feb-59 | 203-010-472 | Nil | D/I | I (Director) |

Note: This page is not for uploading on the SEC iView.

¹ For Stock Corporations.

² For Non-Stock Corporations.

³ For Stock Corporations.