



SEC FORM ICA 7-1

REGISTRATION STATEMENT UNDER SECTION 7  
OF THE INVESTMENT COMPANY ACT

1. SEC Identification Number: 2024040147429-82
2. BPI WEALTH BUILDER MULTI-ASSET MUTUAL FUND, INC. doing business under the trade names and styles of BPI Wealth Builder Fund and BPI Wealth Builder  
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Exact name of registrant as specified in its charter
3. METRO MANILA, PHILIPPINES  
Province, country or other jurisdiction of incorporation or organization
4. 010-818-987-000  
BIR Tax Identification Number
5. INVESTMENT COMPANY (MUTUAL FUND)  
General character of business of registrant.
6. Industry Classification Code:  (SEC Use Only)
7. 7th Floor BPI Buendia Center 372 Sen. Gil Puyat Ave. Bel-Air, City of Makati, Fourth District, National Capital Region (NCR), 1209 bpi\_investment@bpi.com.ph; (02) 8580-0900  
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. Fiscal Year Ending Date (Month and Day) : DECEMBER 31
9. Fees

Filing fee	PHP 10,000.00
Legal Research Fee	PHP 100.00
Documentary Stamp Tax	PHP 30.00
<b>Total</b>	<b>PHP 10,130.00</b>

## PART I – ORGANIZATION AND GENERAL INFORMATION

### Item 1. General Information

- a. Name of the registrant: **BPI WEALTH BUILDER MULTI-ASSET MUTUAL FUND, INC.** *doing business under the trade names and styles of BPI Wealth Builder Fund and BPI Wealth Builder*
- b. Form of organization and date of registration: **OPEN-END INVESTMENT COMPANY / August 9, 2024**
- c. General character of business of registrant (whether closed-end or open-end and whether the registrant proposed to operate as a diversified or non-diversified investment company) **OPEN-END UNITIZED INVESTMENT COMPANY**

### Item 2. Fundamental Policies and Registrant

Describe the policy or proposed policy of the registrant with respect to each of the following activities:

- a. The issuance of senior securities **N/A**
- b. The borrowing of money:

The Fund may borrow, on a temporary basis, for the purpose of meeting redemptions and bridging requirements provided that:

- a. The borrowing period should not exceed one month; and
- b. The aggregate borrowings shall not exceed ten percent (10%) of the net assets of the Fund.

The Fund shall not incur any further debt or borrowing, unless at the time of its incurrence or immediately thereafter, there is an asset coverage of at least three hundred percent (300%) for all borrowings of the Fund. Provided, however, that in the event that such asset coverage shall at any time 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%).

- c. The underwriting of investment in particular industries **N/A**
- d. The concentration of investments in particular industries:

The Fund is a Philippine Peso denominated multi-asset mutual fund with the primary investment objective of long-term capital growth through investments in a full range of assets in both domestic and international markets.

**The Fund shall comply with the Investment Restrictions and Limitations set forth on pages 57-60 of the Prospectus.**

- e. The purchase and sale of real estate: **N/A**
- f. The purchase and sale of commodities and commodity contracts **N/A**
- g. The making of loans to other persons **N/A**

- h. Portfolio turnover **N/A**
- i. Subscription payment

Each subscription must be subject to the following minimum subscription amount/s:

Minimum Initial Subscription Amount	Minimum Additional Subscription
PHP 1,000.00	No minimum

**Units sold shall be on cash basis. Installment sales are hereby expressly prohibited.**

The number of Units to be allocated to an Investor shall be determined based on the NAVPU computed at the close of such Valuation Day when the subscription order is made, subject to the Cut-Off time. Such NAVPU shall be published on the next Valuation Day. The subscription order and the units to be allocated to such order shall respectively be settled and determined on such following day. **The settlement amount, with Sales Load not exceeding 5%, if any, shall be funded by the Investor through his/her/its preferred settlement mode as elected with the distributor/s, including via debiting the Investor's Settlement Account.**

Subscription orders received on or before 2:00 p.m. on any Valuation Day will be processed at the NAVPU applicable on that Valuation Day. Subscriptions Orders received after the Cut-off Time shall be deemed to have been received on the next Valuation Day and will be processed at the NAVPU applicable on that said day.

A Payment Slip or Fund Order Form must be accomplished and submitted by the Unitholder, either electronically or manually. The Payment Slip or Fund Order Form shall indicate the gross amount of investment.

The Investor may also opt to elect a Regular Subscription Plan or the automatic periodic subscription of the Fund's Units in a pre-determined fixed amount, schedule, and frequency as set in the Fund Order Form. Periodic subscriptions as part of the RSP will be subject to the same validations as a normal or one-time subscription. The distributor/s have the discretion to set further conditions to operationalize the RSP in accordance with their current capabilities.

- j. Investment category (aggressive, growth-oriented or conservative)  
**MODERATELY AGGRESSIVE**

### Item 3. Policies with respect to Security Investments

Described the investment policy of the registrant with respect to the following matters which is not described as a fundamental policy of the registrant under Item 2 indicating which of such investment policies may not be changed without stockholder action:

- a. Types of securities (e.g. listed stocks, bonds, preferred stock) which it may invest in and indicating the proportion of the assets which may be invested in each such type of security.

ASSET / SECURITY TYPE	MAX ALLOCATION
Cash and Cash Equivalent	Up to 100%
Government Securities	Up to 100%
Corporate Notes / Bonds	Up to 90%
Local Listed Equities	Up to 90%
Foreign Currency Government & Corporate Notes / Bonds	Up to 90%
Foreign Listed Equities	Up to 90%
Foreign / Local Collective Investment Schemes	Up to 90%

<b>Derivatives</b>	<b>Up to 20%</b>
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- b. The percentage of assets which it may invest in the securities of any one issuer

The maximum investment of the Fund in any single enterprise or issuer shall not exceed an amount equivalent to fifteen percent (15%) of its net assets, nor shall the total investment of the Fund exceed ten percent (10%) of the outstanding securities of the investee company.

Deposits shall not exceed twenty percent (20%) of its net assets in a single bank/non-bank with quasi bank license excluding monies for liquidation of a revoked Investment Company.

**Additional restrictions are disclosed in the Investment Restrictions / Limitations under the Investment Objectives and Restrictions of the Fund on pages 57-60 of the Prospectus.**

- c. The percentage of voting securities of any one issuer which it may acquire **N/A**
- d. Investment in companies for the purpose of exercising control or management **N/A**
- e. Investment in securities of other investment companies:

The Fund invests in a full range of assets, including investments in other investment companies, subject to maximum allocation stated in Item 3.a, and further subject to the Investment Restrictions / Limitations under the Investment Objectives and Restrictions of the Fund on pages 57-60 of the Prospectus

- f. Any other investment policy not specified above or in Item 2 which is set forth in the registrant's Article of Incorporation, By-Laws or Prospectus: **N/A**
- g. Investment in:
- (1) Margin purchase of securities **N/A**
  - (2) Precious metals **N/A**
  - (3) Unlimited liability investments **N/A**
  - (4) Short selling of currencies **N/A**
  - (5) Short selling of investments **N/A**

Unless the SEC shall provide otherwise, the Fund shall not engage in direct lending of monies, short selling nor investing in any of the following:

- a. margin purchases of securities (investment in partly paid shares are excluded);
- b. commodity futures contracts;
- c. precious metals; and
- d. unlimited liability investments.

#### **Item 4. Persons Owning Equity Securities of Registrant**

Furnish the following information as to all equity securities of the registrant owned by the following persons as of a specified date within 90days prior to the date of filing:

- a. Names and addresses of persons who directly own, control or hold and have power to vote ten percent (10%) or more of the outstanding voting securities of the registrant.

<b>NAME</b>	<b>ADDRESS</b>	<b>% OF OWNERSHIP</b>
BPI INVESTMENTS, INC.	7th Floor BPI Buendia Center 372 Sen. Gil Puyat Ave. Bel-Air, City of Makati, Fourth	<b>99%</b>

	District, National Capital Region (NCR), 1209	
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- b. Names and addresses of every company other than the registrant of which each such person is an officer, director or partner.

BPI INVESTMENTS, INC. is also the Principal Distributor and Transfer Agent of the BPI Wealth Builder Fund.

**Item 5. Number of Holders of Equity Securities**

State the approximate number of stockholders of records of the registrant as of a specified date within 90 days prior to the date of filing.

Fund	Number of Shareholders	Number of Unitholders
BPI Wealth Builder Fund	6	0

**Item 6. Directors and Executive Officers**

Furnish the information required by the following table as to all directors and officers of the registrant.

Name	Position
Maria Theresa D. Marcial	CHAIRMAN / REGULAR DIRECTOR
Perlita S. Mapanao	PRESIDENT / REGULAR DIRECTOR
Harold Ceasar T. Verayo	TREASURER / REGULAR DIRECTOR
Raymund Martin T. Miranda	INDEPENDENT DIRECTOR
Ignacio R. Bunye	INDEPENDENT DIRECTOR
Christiane B. Alonzo-Velasco	CORPORATE SECRETARY
Kim Gia G. Gatapia	ASSISTANT CORPORATE SECRETARY
Hany Mae V. Dureza	COMPLIANCE OFFICER

**Item 7. Members of the Advisory Board of Registrant**

If the registrant has an advisory board, furnish the information specified in the following table as to each member of such board. **N/A**

**Item 8. Remuneration of Directors, Officers and Members of Advisory Board**

Furnish the information required by the following table as to all directors, officers and members of the advisory board of the registrant.

The Fund's executive officers and directors who are officers and/or employees of the BPI Group of Companies do not receive any form of compensation from the time of their appointments to present.

The Fund's directors who are not officers and/or employees of the BPI Group of Companies (i.e., Independent Directors) receive a per diem of PHP 100,000 every meeting for their attendance. The estimated aggregate per diem to be paid to the independent directors is PHP 200,000 for the year 2024. Payments for such per diem shall be shared by the Fund with other mutual funds managed by BPI Wealth and in which the Independent Directors have also been appointed.

**Item 9. Custodian of Portfolio of Securities**

- a. State the name and principal address of the commercial bank which shall act as custodian to hold the funds and portfolio securities of the registrant.

DEUTSCHE BANK AG, MANILA  
19F Four / NEO Building 4th Avenue, Bonifacio Global City, Taguig City

- b. Describe the arrangements under which such funds and securities are held for to be held, including the basis upon which the remuneration for such services is determined.

As required under the Investment Company Act, a custodian bank, Deutsche Bank AG, Manila., has been appointed by the Fund for the purpose of holding relevant securities of the Fund, including (if applicable) subscription payments or proceeds from the sale of the Units, until they can be invested in the appropriate securities consistent with the Funds' objectives. The custodian bank charges the following safekeeping fees which is billed per annum based on daily AUM.

Custody Fee	
Philippine Securities	0.0035% p.a.
Offshore Securities	0.005% p.a.

In compliance with SEC Memorandum Circular No. 21, series of 2019, the Fund has appointed the custodian bank as the independent NAV calculating agent to calculate or cross-check the Fund NAV every dealing day. The custodian bank charges 0.0135% p.a. for the services rendered.

#### Item 10. Fund Manager and Fund Adviser

Furnish the following as to each investment adviser/manager of the registration:

- a. Name and principal address.

**BPI ASSET MANAGEMENT AND TRUST CORPORATION** - doing business under the trade name and style of *BPI Wealth - A Trust Corporation*

26F and 27F Ayala Triangle Gardens 2, Paseo de Roxas Corner Makati Avenue, Makati City 1226

- b. Names and addresses of any affiliated person of the registrant who is also an affiliated of the investment adviser/manger and the nature of the affiliation.

Name	BPI Wealth Builder Fund	BPI Wealth
<b>Maria Theresa D. Marcial</b> Unit ED-GV315 Edades Tower and Garden Villas, 18 Amorsolo Drive, Rockwell Center, Poblacion, Makati City	Chairman / Regular Director	President and Director
<b>Ignacio R. Bunye</b> 101 Dr. Alfredo M. Bunye St., Alabang, Muntinlupa City	Independent Director	Independent Director
<b>Christiane B. Alonzo-Velasco</b> Makati Executive Tower 3, Gil Puyat Avenue, Makati City	Corporate Secretary	Head, Legal and Advisory
<b>Kim Gia G. Gatapia</b> Astra Tower, Prisma Residences, Pasig Blvd.,	Assistant Corporate Secretary	Assistant Vice President – Legal Officer

Brgy. Bagong Ilog, Pasig City		
<b>Hany Mae V. Dureza</b> Skyway Twin Towers, Capt. Henry Javier St., Oranbo, Pasig	Compliance Officer	Senior Manager – Head, Investments Compliance and Accounts Review

- c. A brief description of the investment advisory/management contract, including the basis for determining the remuneration of the investment adviser/manager.

The Fund Manager and Fund Advisor of the Fund is BPI ASSET MANAGEMENT AND TRUST CORPORATION - doing business under the trade name and style of BPI Wealth - A Trust Corporation ("BPI Wealth"). As Fund Manager, BPI Wealth shall formulate and implement the investment strategy, provide and render management, technical, and administrative services, whereby authorizing BPI Wealth to purchase and sell investment securities for the account of the Fund.

The Fund vests upon the Fund Manager the authority, without need of prior approval or prior notification to the Fund, to purchase and sell securities and otherwise make or dispose of investments for the account of the Fund, within the limits of the guidelines set by law, the regulations set by the SEC, and the investment policies of the Fund.

The Fund Manager is further authorized to take charge of the collection of dividends, interests or other payments due on all securities owned by the Fund and shall, on behalf of and for the benefit of the Fund, exercise any and all rights of the Fund appurtenant to such securities such as the exercise of any preemptive rights, redemption rights, options, and others. The Fund Manager shall use voting rights for quorum purposes only. Nonetheless, in the event of unusual circumstances, the Fund Manager may request the Fund in writing for permission to exercise voting rights for other specified purposes.

BPI Wealth shall also act as the Fund's Investment Advisor and is tasked to render services which include investment research and advise, preparation of economic, industry, market, corporate, and security analyses, and assistance and recommendations in the formulation of investment guidelines.

For its services, the Fund Manager is entitled to charge a management and advisory fee based on the NAV of the Fund, the rate, being not more than 0.975% per annum.

**Item 11. Business and Other Connection of Investment Advisor/ Managers and their Management**

Describe briefly any other business, profession, vocation or employment of a substantial nature in which each investment adviser/manager of the registrant and each director, officer or partner of such investment adviser/manager is engaged for his own account or in the capacity of director, officer, employee, partner or trustee.

**Information on each of BPI Wealth's directors and officers are found on pages 43-50 of the Prospectus.**

Further, the following are the related relationships / interlocking positions of the Fund's directors, officers, and stockholder:

<b>Name</b>	<b>Fund</b>	<b>Others</b>
Maria Theresa D. Marcial	Regular Director	President and Director of BPI Wealth
Ignacio R. Bunye	Independent Director	Independent Director of BPI Wealth

Christiane B. Alonzo-Velasco	Corporate Secretary	Vice President and Head of Legal and Advisory of BPI Wealth
Kim Gia G. Gatapia	Assistant Corporate Secretary	Assistant Vice President and Legal Officer of BPI Wealth
Hany Mae V. Dureza	Compliance Officer	Senior Manager and Head of Investments Compliance and Accounts Review of BPI Wealth

**Item 12. Capital Stock / Securities to be Registered**

Furnish the following information regarding the capital stock/certificates to be registered:

a. Outline briefly:

- (1) **DIVIDEND RIGHTS** – SEC Memorandum Circular No. 33, series of 2020 (Amendments to the Implementing Rules and Regulations of the Investment Company Act) allows for an investment company offering units of participation to make periodic distribution of income to investors of the fund on a pro-rata basis; provided, that the distribution of income shall be made only from cash received from interest income and/or cash dividends earned after deduction of applicable taxes and expenses. Investment companies issuing units of participation shall be exempt from SEC Memorandum Circular No.11, series of 2008 or any amendment thereto.

Nonetheless, the Fund will not distribute dividends, in any form, to the Unitholders. Consistent with the Fund's objective of capital appreciation, the Fund's Board of Directors has resolved to retain the surplus profits of the Fund in the retained earnings account. However, the Fund's Board of Directors has the discretion to subsequently adopt a policy on dividend distribution as conditions may warrant.

- (2) **VOTING RIGHTS** – The Fund shall issue only one (1) class of Units that have identical rights and privileges. Each Unit does not entitle the holder thereof to vote at any of the Fund's stockholders' meetings. However, the Unitholders are entitled to be notified of any material change to the Registration Statement and the subscription agreement.

Any change in the investment objective, policy and strategy of the Fund shall require prior approval of the Fund's shareholders representing a majority of its outstanding capital stock. The Unitholders shall be notified of such change at least thirty (30) days before the change will be implemented.

- (3) **PRE-EMPTIVE RIGHTS** - Unitholders have no pre-emptive right.
- (4) **REDEMPTION RIGHTS** – Unitholders shall have the right to redeem and liquidate their subscribed Units in accordance with the redemption procedures set forth in the Fund Prospectus. Please see pages 53-56.
- (5) **PAYMENT OF SUBSCRIPTIONS** – A Payment Slip or Fund Order Form must be accomplished and submitted by the Unitholder, either electronically or manually. The Payment Slip or Fund Order Form shall indicate the gross amount of investment.

Subscription orders received on or before 2:00 p.m. on any Valuation Day will be processed at the NAVPU applicable on that Valuation Day. Subscriptions Orders



received after the Cut-off Time shall be deemed to have been received on the next Valuation Day and will be processed at the NAVPU applicable on that said day

Units applied for shall be paid in full on the date of the application via the applicant's preferred settlement method as elected with the distributor/s. The subscription will not be processed for settlement in the applicant's investment account until the payments have become available to the Fund for investment deployment.

Units sold shall be on cash basis. Installment sales are hereby expressly prohibited.

- b. If the rights of holders of such stock may be modified other than a vote of a majority or more of the shares outstanding, voting as a class, so state and explain briefly. **N/A**
- c. Par value and number of units to be issued.

	<b>BPI Wealth Builder Multi-Asset Mutual Fund, Inc.</b>
<b>Number of Authorized Units</b>	100,000,000,000
<b>Minimum Initial Investment</b>	PHP1,000.00
<b>Initial NAVPU</b>	PHP10.00
<b>PAR Value</b>	PHP 0.01

- d. The names and addresses of independent counsel who have passed upon the legality of the issue. **The Fund has not hired an expert or independent counsel on a contingent basis.**

**Item 13. Long-Term/Funded Debt**

If the registrant has a long-term/funded debt, describe briefly. **N/A**

**Item 14. General Information as to Distribution of Securities**

- a. State whether the registrant is currently offering its securities for sale. **N/A – SECURITIES ARE FOR REGISTRATION.**
- b. List all countries, states and other jurisdiction where the securities of the registrant may be lawfully sold by the registrant, its underwriter or dealers. **PHILIPPINES**
- c. State the extent of ownership of the outstanding units of the registrant by foreign nationals. **THERE ARE NO OUTSTANDING UNITS. SHARES ARE 100% FILIPINO OWNED**

**Item 15. Pricing of Securities for Sales, Redemption or Repurchase**

- a. Describe briefly the method followed or to be followed by the registrant in determining the price at which its securities will be offered to the public, redeemed or repurchased, and furnish as specimen price make-up sheet showing the method of computing the offering, redemption or repurchase price per unit, using as a basis the value of the registrant's net assets and its outstanding securities as of the date of the balance sheet filed with this registration statement.

Upon launch, the Fund's initial NAVPU shall be PHP 10.00.

Thereafter, the price of the Units shall be the Fund's NAVPU computed at the close of the Valuation Day on which the transaction is made, subject to the Cut-Off Time. If the transaction is made after the Cut-Off Time, the price of the Units shall be the Fund's NAVPU

applicable for the next Valuation Day.

More information on the determination of the price may be found on pages 20-21 of the Prospectus. Further, the Fund has appointed the custodian bank as the independent NAV calculating agent to calculate or cross-check the Fund NAV every dealing day.

- b. State the sales load/s expressed as a percentage of the public offering price and indicate the portion thereof to be received by dealers and the portion to be retained by the principal underwriters/distributors.

The Fund's Distributors shall have the discretion to charge a Sales Load, based on the amount invested by an applicant or Unitholder, in such percentage not exceeding the rate stipulated below:

Name of Fund	Amount Invested	Maximum Sales Load
BPI WEALTH BUILDER MULTI-ASSET MUTUAL FUND, INC.	Any amount	Up to 5.00%

To be clear, such Sales Load shall be separate from and on top of the Offer Price. Applicants shall not incur other front-end charges in purchasing the Fund's Units aside from the applicable Sales Load, if not waived at the discretion of the distributor.

The distributors have the discretion to establish the terms on how such collected Sales Load shall be shared or distributed to any person entitled to receive it, including such distributors' sales agents or CISols. Moreover, the distributors retain the prerogative to grant commissions to their sales agents, provided that the grant of such commissions shall not result in any additional fees charged to or required to be paid by the Unitholders.

- c. Describe briefly any provision in the registrant's charter or in any subscription agreement or other instrument which specifically authorizes the reinvestment in the registrant's securities of the proceeds of dividends or similar distributions made thereon. **N/A**

**Item 16. Principal Underwriters/Distributors**

Furnish the following information with respect to each principal underwriter/distributor currently distributing or intending to distribute securities of the registrant:

- a. Name, principal address and nature of any material relationship with the registrant (other than that of a principal underwriter/distributor).

NAME	ROLE	ADDRESS
BPI INVESTMENTS, INC.	PRINCIPAL DISTRIBUTOR, TRANSFER AGENT, SHAREHOLDER/SUBSCRIBER	7F BPI BUENDIA CENTER, SEN. GIL PUYAT AVE., MAKATI CITY, 1226, PHILIPPINES

- b. State the name of each investment company (other than the registrant and closed-end companies) for which the principal underwriter/distributor also acts as principal underwriter/distributor, stockholders or investment adviser/manager.

NAME	ROLE	INVESTMENT COMPANY
BPI INVESTMENT MANAGEMENT, INC.	TRANSFER AGENT	AFFINITY GLOBAL MULTI-ASSET FUND INC.
	PRINCIPAL DISTRIBUTOR,	ALFM MONEY MARKET FUND INC.
		ALFM PESO BOND FUND INC.
		ALFM DOLLAR BOND FUND INC.

	TRANSFER AGENT	ALFM EURO BOND FUND INC.
		ALFM GROWTH FUND INC.
		PHILIPPINE STOCK INDEX FUND CORP.
		ALFM GLOBAL MULTI-ASSET INCOME FUND INC.
		PHILAM MANAGED INCOME FUND INC.
		PHILAM BOND FUND INC.
		PHILAM DOLLAR BOND FUND INC.
		PAMI GLOBAL BOND FUND INC.
		PHILAM FUND INC.
		PAMI HORIZON FUND INC.
		PHILAM STRATEGIC GROWTH FUND INC.
		PAMI EQUITY INDEX FUND INC.
		PAMI ASIA BALANCED FUND INC.
		SOLIDARITAS FUND
EKKLESIA MUTUAL FUND		

**Item 17. Management of Principal Underwriter/Distributor**

Furnish the information required by the following table with respect to each director, officer or partner of each principal underwriter/distributor names in answer to Item 16.

BPI INVESTMENTS, INC.	
Name	Position
Adelbert A. Legasto	Chairman, Director
David G. Sarmiento, Jr.	Vice-Chairman, Independent Director
Tomas S. Chuidian	President, Director
Jose Raul E. Jereza IV	Director
Jocelyn C. Sta. Ana	Independent Director
Ramon Paulo L. Tayag	Treasurer
Glenn Noel L. Llaneta	Compliance Officer, Data Privacy Officer and AML Officer
Maria Lourdes P. Gatmaytan	Corporate Secretary
Dennis T. Tuddao	Assistant Corporate Secretary
Katherine S. Jacinto	Assistant Corporate Secretary

**Item 18. Compensation of Underwriter/ Principal Distributor**

Furnish the information required by the following table with respect to all commissions and other compensation and profits received by each principal underwriter/distributor names in answer to item 16.

Name of Principal Underwriter/Distributor	Net underwriting discounts and commissions	Compensation or profit on redemptions and repurchase	Brokerage Commission	Others
BPI WEALTH	N/A	N/A	N/A	MANAGEMENT FEE 0.975% p.a.
BPI INVESTMENTS, INC	N/A	N/A	N/A	DISTRIBUTION FEE 0.975% p.a.
BPI INVESTMENTS, INC	N/A	N/A	N/A	TRANSFER AGENCY FEE 0.05% p.a.

**Item 19. Capitalization**

Authorized Capital: **PHP 4,000,000.00**

Subscribed Capital: **PHP 1,000,000.00**

Paid-up Capital: **PHP 1,000,000.00**

## PART II – OTHER INFORMATION

### Item 20. Financial Statements

As of June 30, 2024 - In Philippine Pesos			
Balance Sheet		Income Statement	
Total Assets	1,005,298.17	Total Income	5,298.17
Total Liabilities	0.00		
Total Equity	1,005,298.17	Expenses	0.00
Total Liabilities and Equity	1,005,298.17	Net Income	5,298.17

### Item 21. Prospectus

Kindly refer to the attached.

### Item 22. Exhibits

Furnish or incorporate by reference the exhibits required by Part VII of "Annex C, as amended" and Rule 4.3 of the ICA IRR

- a. Proof of Publication Notice re: Filing of RS (with Affidavit and copy of Publication)
- b. Articles of Incorporation (AOI) and By-Las for the newly organized corporations or the latest amended AOD and/or By-laws for existing investment companies
- c. Subscription Form (with attached Client Suitability Form)
- d. Redemption Form;
- e. Opinion re: Tax Matters;
- f. Material Contracts (Management, Advisory, Distribution, Transfer Agency, Custodial Agreement, etc.);
- g. Curriculum Vitae of directors and officers of the Fund and Fund Manager
- h. Certification under Oath of the President & Chairman of the Board on the involvement of the members of the Board of Directors in companies which the investment company will be dealing with.
- i. Authorization re: Issuer's Bank Accounts
- j. Board Resolution of the Investment Company approving the securities offering and authorizing the filing of the RS;
- k. Duly notarized Board Resolution manually signed by a majority of the Board of Directors of the Investment Company and the Fund Manager approving the disclosures contained in the RS and assuming responsibility for the information contained therein;
- l. Investment Company's Anti-Money Laundering Manual with Secretary's Certification as to its adoption
- m. Investment Company's Manual on Corporate Governance with Secretary's Certification as to its adoption

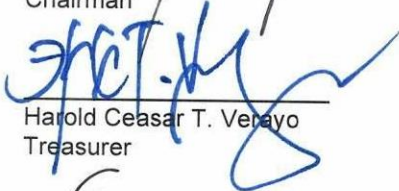
The Commission may require such other exhibits it may deem necessary.


**SIGNATURES**

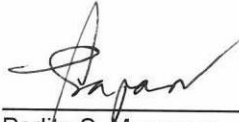
Pursuant to the requirements of the Investment Company Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

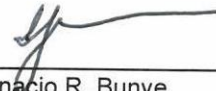
By:

  
\_\_\_\_\_  
Maria Theresa D. Marcial  
Chairman

  
\_\_\_\_\_  
Harold Ceasar T. Verayo  
Treasurer

  
\_\_\_\_\_  
Raymund Martin T. Miranda  
Director

  
\_\_\_\_\_  
Perlita S. Mapanao  
President

  
\_\_\_\_\_  
Ignacio R. Bunye  
Director

**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES )  
MAKATI, METRO MANILA ) s.s.

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

NAME	TIN
MARIA THERESA D. MARCIAL	111-786-875-000
PERLITA S. MAPANAO	117-679-509-000
HAROLD CEASAR T. VERAYO Treasurer	305-985-286-000
CHRISTIANE B. ALONZO-VELASCO	242-697-719-000
RAYMUND MARTIN T. MIRANDA	108-725-990-000
IGNACIO R. BUNYE	130-921-365-000

Known to me and to me known to be the same persons who executed the foregoing **AUG 09 2024** consisting of \_\_\_ 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.

NOTARY PUBLIC



**ATTY. JOEL FERRER FLORES**  
Notary Public for Makati City  
Until December 31, 2024  
Appointment No. M-115(2023-2024),  
Roll Of Attorney No. 77376  
MCLE Compliance VIII No.0001393  
Jan. 3, 2023 until Apr. 12, 2028  
PTR NO.10073913/Jan. 2, 2024/Makati City  
IBP No.330740/Jan. 2, 2024/Pasig City  
107 Bataan St., Guadalupe Nuevo, Ma