

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 12-1**

REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE

1. SEC Identification Number: **CS201907432**

2. **PHILEQUITY GLOBAL FUND, INC.**

Exact name of registrant as specified in its charter

3. **METRO MANILA, PHILIPPINES**

Province, Country or other jurisdiction of incorporation or organization

4. **010-345-222-000**

BIR Tax Identification Number

5. **OPEN-END MUTUAL FUND**

General character of business of registrant

6. Industry Classification Code:

(SEC Use Only)

7. 15TH FLOOR, PSE TOWER, 5TH AVENUE CORNER 28TH STREET, BONIFACIO GLOBAL CITY, TAGUIG CITY, 1634

TELEPHONE NUMBER: (632) 250-8700; FAX NUMBER: (632) 250-8701

Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices

8. **NOT APPLICABLE**

If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, and email address of resident agent in the Philippines

9. Fiscal Year Ending Date (Month and Day): **DECEMBER 31**

Computation of Registration Fee

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of Registration fee
Amended Registration Statement				P12,000.00
Add: Legal Research Fee				P120.00
Documentary Stamp Tax				P30.00
Total Registration Fees				P12,150.00

DRAFT PROSPECTUS

OF

PHILEQUITY GLOBAL FUND, INC.

AN OPEN-END INVESTMENT COMPANY, UNITIZED MUTUAL FUND

The Fund only offers units of participation. The Participation Units consist of Ten Billion (10,000,000,000) units to be offered at current Net Asset Value per Unit (NAVPU). The units to be offered are not listed in the Philippine Stock Exchange, and shall be issued and redeemed through its principal distributor, Philequity Management, Inc. (PEMI).

PHILEQUITY MANAGEMENT, INC.

Principal Distributor
15th Floor, PSE Tower, 5th Avenue Corner 28th Street,
Bonifacio Global City, Taguig City, 1634
Tel. No. 250-8700

BDO Securities Corporation
COL Financial Group, Inc.
First Metro Securities Brokerage Corporation
Investa Financial Inc.
Novel Securities, Inc.
Rampver Financials, Inc.
Unicapital Securities Inc.
Wealth Securities, Inc.

This Prospectus is dated November 30, 2025

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.

**SUMMARY OF FEES, COMMISSIONS, AND OTHER
CHARGES TO BE DEDUCTED FROM THE FUND**

Management Fee	0.75% per annum of the average NAV of the Fund
Distribution Fee	0.75% per annum of the average NAV of the Fund
Transfer Agent Retainer	Fixed monthly fee of P30,000.00 (excluding transaction charges)
Custodian Fee	0.015% per annum based on the Market Value of the Fund, payable quarterly upon billing
External Audit Fee	150,000 exclusive of 10% out-of-pocket expenses and 12% value-added taxes
Directors Fee	10,000.00 per diem per meeting

INVESTOR	
Sales Load Fee	Maximum of five percent (5%) of the subscription amount
Early Redemption Fee	Maximum of one percent (1%) of the amount redeemed if less than or equal to 90 days
	0% if more than 90 days

PHILEQUITY GLOBAL FUND, INC.

15th Floor, Philippine Stock Exchange Tower, 5th Avenue corner 28th Street, Bonifacio Global City, Taguig City | Telephone Number: (632) 8250-8700

This Offering Prospectus relates to the offer and sale of Ten Billion (10,000,000,000) units of participation (the “Offer,” and such Units of Participation, the “Units”), with an initial net asset value per unit of \$1.00 per Unit, of Philequity Global Fund, Inc. (hereinafter, referred to as the “Fund” or the “Company”), a corporation organized under Philippine laws.

The total value of the 10,000,000,000 units is estimated to be worth \$ 10,000,000,000 (computed as 10 billion units multiplied by the initial NAVPU of \$1.0000/unit offer price).

The Fund is a growth oriented open-ended unitized mutual fund. Proceeds from the sale of units shall be used to invest primarily in equity securities, equity-linked securities, exchange traded funds and equity mutual funds domiciled in developed and emerging markets. The Fund may also invest a portion of its assets in other securities such as fixed income, fixed income funds, currencies, and other derivatives domiciled in developed and emerging markets. For more details, please refer to the section entitled “Use of Proceeds”.

The units of participation shall primarily be offered by Philequity Management, Inc. (“PEMI”), the Fund’s principal distributor and investment advisor. PEMI is paid according to the following fees: (i) management fee equivalent to 0.75% and a distribution fee equivalent to 0.75% per annum of the average net asset value of the Fund as principal distributor and investment advisor; and (ii) a sales load not exceeding five (5) percent of the subscription amount. For more details on the Investment Company Adviser, please refer to the section entitled “Plan of Distribution”.

All of the offered units of the Company issued or to be issued pursuant to the Offer (collectively the “Units”) are unclassified and have, or upon issue will have, identical rights and privileges. The Units may be owned by any person or entity regardless of citizenship or nationality. Each unitholder shall have no voting rights but shall be notified of any material change in the Registration Statement and the subscription agreement. Unitholders shall not be entitled to such dividends as may be declared by the Company’s Board of Directors (the “Board”). See the section entitled “Distribution of Dividends” for more details.

The information contained in this Prospectus relating to the Company and its operations has been supplied by the Company and its Fund Manager, unless otherwise stated herein. To the best of its knowledge and belief, the Company, which has taken all reasonable care to ensure that such is the case, confirms that the information contained in this Prospectus relating to the Company and its operations are correct, and that there is no material misstatement or omission of fact which would make any statement in this Prospectus misleading in any material respect. The Company and its Fund Manager hereby accepts full and sole responsibility for the accuracy of the information contained in this Prospectus as of the date hereof but shall not, under any circumstances, create any implication that the information contained herein is correct as of any date subsequent to the date hereof or that there has been no change in the affairs of the Company since such date.

At present, there is no formal or organized secondary market for the purchase and sale of units. The sale of units will not be underwritten.

In making an investment decision, investors must rely on their own examination of the Company and the terms of this Offer, including the material risks involved. The Offer is being made on the basis of this Prospectus only.

Due to the underlying investments of the Fund, various factors, such as market conditions and general economic situations may affect the value of the Fund. Consequently, there may be instances when the redemption proceeds of redeemed units may be of lesser value than when initially invested. A detailed discussion of risks can be found on the section entitled “Risk Factors”.

Application has been made to the Securities and Exchange Commission (SEC) to register the Offer Units under the provisions of the Securities Regulation Code of the Philippines (Republic Act No. 8799).

Any inquiries regarding this Prospectus should be forwarded to the Company.

No dealer, selling agent or any other person has been authorized to give information or make any representation not contained in this Prospectus. This Prospectus does not constitute an offer of any securities other than those to which it

relates, or an offer to sell or a solicitation of an offer to buy any securities other than those to which it relates in any jurisdiction or to any person to whom it is unlawful to make such an offer or solicitation in such jurisdiction. The delivery of this Prospectus at any time does not imply that the information herein contained is correct as of any time subsequent to this date.

The information contained in this Prospectus has been supplied by Philequity Global Fund, Inc., unless otherwise stated. Philequity Global Fund, Inc. accepts full responsibility for the accuracy of the information given herein, and confirms that there are no omissions of fact which would make any statement in this Prospectus misleading. Philequity Management, Inc., the investment manager of Philequity Global Fund, Inc., has exerted reasonable efforts to verify the information herein and does not make any representations or warranties as to the accuracy or completeness of the materials contained herein.

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 OF 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.

PHILEQUITY GLOBAL FUND, INC.

By:



ANTONIO R. SAMSON
Chairman and President

SUBSCRIBED AND SWORN TO BEFORE ME this DEC 19 2025 day of _____ 2017 at
CITY OF MANILA, affiant exhibited to me his Tax Identification No. 105-379-031-000.

Doc. No. 211 ;
Page No. 44 ;
Book No. 111 ;
Series of 2017 .


ATTY. MARIELLE JEMELLE L. LAGUERTA
Notary Public for City of Manila - Until Dec. 31, 2026
Notarial Commission No. 2024-179
Tower 3, JX, No. 181 No. Lopez St., Ermita, Manila
1508-1000-888888 - Dec. 27, 2024 for the year 2025
PTR No. 2641941 - Jan. 2, 2025 at Manila
MCLE No. VIIJ-0010000 - Valid until 6-14-2026
RDJL NO. 08324

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PRINCIPAL PARTIES TO THE OFFER

REGISTRANT

Philequity Global Fund, Inc.

15th Floor PSE Tower,
5th Avenue corner, 28th Street,
BGC, Taguig City 1634
Telephone No.: 632 8250-8700
Website: www.philequity.net

INVESTMENT MANAGER, ADVISOR AND PRINCIPAL DISTRIBUTOR

Philequity Management, Inc.

15th Floor PSE Tower,
5th Avenue corner, 28th Street,
BGC, Taguig City 1634
Telephone No.: 632 8250-8700
Website: www.philequity.net

CUSTODIAN

BPI Asset Management and Trust Corporation

7th Floor, BPI Buendia Center,
Sen. Gil Puyat Ave, Makati, 1209
Telephone No: 8580-2682

TRANSFER AGENT

Philequity Management, Inc.

15th Floor PSE Tower,
5th Avenue corner, 28th Street,
BGC, Taguig City 1634
Telephone No.: 632 8250-8700
Website: www.philequity.net

LEGAL COUNSEL

Valerio & Associates Law Office

Units 101 and 102, G/F The Mondrian Residences
5321 East Asia Drive, Filinvest Corporate City
Alabang, Muntinlupa
Telephone No.: 632 8535-2445
Email: attyjonathanpong@gmail.com

EXTERNAL AUDITOR

SyCip Gorres Velayo & Co.

6760 Ayala Avenue Makati City
Telephone No.: 632 8891-0307
Website: www.sgv.ph

PROSPECTUS SUMMARY

The following summary is qualified in its entirety by the detailed information appearing elsewhere in this Prospectus.

Issuer

Philequity Global Fund, Inc. with office address 15th Floor, PSE Tower, 5th Avenue corner 28th Street, Bonifacio Global City, Taguig City. The Fund's telephone and fax numbers are (632)8250- 8700.

The general character of the business of the Fund is an Open-End Unitized Mutual Fund established under the Investment Company Act, R.A. 2629 and R.A. 8799. The Fund is an equity fund which intends to invest primarily in Global equity securities, equity-linked securities, exchange traded funds and equity mutual funds. The Fund shall only offer units of participation. The Fund shall not offer common shares.

Units Offered/Initial Net Asset Value Per Unit

The Units offered by the Fund shall have an initial net asset value of One Dollar (\$1.00) per Unit.

Offer Price

The offer price per unit is the current NAVPU for the business day, if payment is made within the daily cut-off time, plus a sales load fee, if applicable.

Total Units to Offer

The total number of units to offer shall be Ten Billion (10,000,000,000).

Proceeds from the Offering

The total proceeds expected to be raised by the Fund is Ten Billion Dollar (\$10,000,000,000.00) (computed as 10 billion units multiplied by the initial net asset value of \$ 1.0000 per unit). The net proceeds from the sale of securities will be used to invest primarily in equity securities, equity- linked securities, exchange traded funds and equity mutual funds domiciled in developed and emerging markets.

Sales Load

The sales load fee shall be a maximum of five percent (5.0%) of the value of the investment.

Daily Cut-Off Time

12:00 noon

Minimum Investment

One Hundred Dollars (\$100.00) or Five thousand Pesos (P5,000.00) whichever is lower for initial investments and Fifty Dollars (\$50.00) or Two Thousand Five Hundred Pesos (P2,500.00) whichever is lower for additional investments. Installment payments are prohibited.

Redemption Price

The redemption price of the securities surrendered within the daily cut-off time shall be the current computed NAVPU after the request for redemption is received. Securities surrendered after the daily cut-off time shall be deemed to have been received on the following business day.

Redemption Fee and Charges

A redemption fee of maximum of one percent (1.0%) of the redemption proceeds will be deducted there from if redeemed within the first ninety (90) days of investment. No redemption fee shall be deducted if redeemed beyond ninety (90) days from the time of investment.

Redemptions for deposit to bank accounts are subject to check clearing, redemptions made through RTGS / PDDTS are subject to bank charges and any stale checks (for check pick up) will be subject to a penalty of Php 25.00.

Redemption Period and Period to Receive Payments

Redemption proceeds can either be through check or bank deposit. Payments for the redeemed units shall be made within seven (7) banking days from receipt of the request for redemption.

Management and Distribution Fee and Expenses

A management fee equivalent to 0.75% and a distribution fee equivalent to 0.75% per annum of the average net asset value of the Fund's assets computed on a daily basis shall be payable by the Fund to its investment manager, Philequity Management, Inc. Certain operating expenses of the Fund are deemed covered by the management fee and shall be for the account of PEMI.

Investment Policies and Objective

The investment objective of Philequity Global Fund, Inc. is to achieve long term capital growth by investing primarily in global equity securities, equity-linked securities, exchange traded funds and equity mutual funds. The Fund may also invest a portion of its assets in other securities such as fixed income, fixed income funds, currencies, and other derivatives. It is categorized as growth oriented.

Risk Factors

Prospective investors are encouraged to read the section on "Risk Factors" before making an investment. Various risk factors could adversely affect the investment of the unitholder. Consequently, there may be instances when the redemption proceeds may of lesser value than the principal amount invested.

These risks (as described and explained under "Risk Factors") include:

- Market Risk
- Credit Risk
- Liquidity Risk
- Operational Risk
- Country Risk
- Foreign Exchange Risk
- Regulatory Risk
- Non – Guarantee
- Fund Manager Risk
- Taxation Risk
- Large Transaction Risk

SUMMARY OF FINANCIAL INFORMATION

The selected financial information set forth in the following table has been derived from the Company's audited Financial Statements for the period ending for the year ending December 31, 2024 and interim unaudited Financial Statements for the quarter ending June 30, 2025. This consolidated financial data should be read together with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the financial statements and related notes included elsewhere in this Prospectus.

The designated settlement bank will be used to handle the cash flow for each transaction although the investment assets will always be safe kept by the custodian or depository.

PHILEQUITY GLOBAL FUND, INC.
(An Open-End Mutual Fund Company)

STATEMENTS OF FINANCIAL POSITION

	(Unaudited)	Audited
	June 30, 2025	December 31, 2024
ASSETS		
Cash and cash equivalents	657,606	659,263
Accrued Interest Receivables	-	-
Total Assets	657,606	659,263
LIABILITY AND EQUITY		
Liabilities		
Accrued expenses and other liabilities	172,352	151,601
Equity		
Capital Stock	1,000,000	1,000,000
Deficit	(514,746)	(492,338)
Total Equity	485,254	507,662
Total Liabilities and Equity	657,606	659,263
Net Asset Value Per Share	24.2627	25.3831

PHILEQUITY GLOBAL FUND, INC.
(An Open-End Mutual Fund Company)

STATEMENTS OF COMPREHENSIVE INCOME

	For the Period Ended (Unaudited)	For the Period Ended (Audited)
	June 30, 2025	December 31, 2024
INVESTMENT INCOME (LOSS)		
Interest Income	234	472
Net foreign exchange gain/(loss)	-	7,194
	234	7,666
EXPENSES		
Professional Fee	-	45,584
Taxes and Licenses	20,749	17,489
Other Expense	1,846	-
	22,595	63,073
INVESTMENT INCOME (LOSS) BEFORE INCOME TAX	(22,360)	(55,407)
PROVISION FOR FINAL INCOME TAX	46	92
TOTAL COMPREHENSIVE INCOME (LOSS)	(22,406)	(55,500)

GLOSSARY

For the purpose of this Prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below:

Banking Day	Any of the days in a week, except Saturdays, Sundays, and holidays, when banks are not required to do, or are authorized by law to close for, business in Metro Manila.
BSP	Bangko Sentral ng Pilipinas
Custodian	BPI Asset Management and Trust Corporation
Dollar or \$	US Dollar, lawful currency of the United States
Investment Manager	Philequity Management, Inc. (PEMI)
Investor	Any individual, association or corporation who desires to invest in the units of the Fund
NAV	Net Asset Value
NAVPU	The computed NAV on a per unit basis at the close of the day. It is calculated by dividing the Fund's total net assets by the number of its outstanding units.
NIRC or R.A. 8424, As Amended	National Internal Revenue Code of 1997, as amended
PDDTS	Philippine Domestic Dollar Transfer System
PGFI	Philequity Global Fund, Inc.
Principal Distributor	Philequity Management, Inc.
R.A. 2629	Republic Act No. 2629 or the Investment Company Act
R.A. 8799	Republic Act No. 8799 or the Securities Regulation Code
RTGS	Real Time Gross Settlement
SEC or the "Commission"	Securities and Exchange Commission
The "Fund" or the "Company"	Philequity Global Fund, Inc.
Transfer Agent	Philequity Management Inc.
Unitholder	Any natural or juridical person who has subscribed to the units of the Fund.
Unitized Mutual Fund	A mutual fund company that issues units of participation, each of which represents an undivided interest in the pool of investment assets of the scheme.

RISK FACTORS

Before investing in the Fund, an Investor should ensure that he fully understands the nature and terms of the investment, the relevant risk factors, as well as the nature and extent of his risk of loss. He should also carefully evaluate whether a mutual fund investment is appropriate for him in light of his experience, objectives, financial resources and other relevant circumstances, and whether he has the willingness and ability to accept the risks inherent in this kind of investment vehicle.

Prior to making an investment decision, the prospective investors should carefully consider the risks described below in addition to the other information set forth in this Prospectus. However, this section does not purport to disclose all risks and other significant aspects of investing in the Offered Securities. The investment considerations and risks enumerated hereunder are considered to be each of equal importance.

Investors deal in a range of investments, each of which may carry a different level of risk. The occurrence of any of the events discussed below and any additional risks and uncertainties not presently known to the Company or that are currently considered immaterial could have a material adverse effect on the Company's business, results of operations, financial condition and prospects and may cause the market price of the securities offered to fall significantly and investors may lose all or part of their investment.

RISK OF INVESTING

General Warning

The price of securities can and does fluctuate, and the price of an individual security may experience upward or downward movements and may even lose all of their value. There is an inherent risk that losses may be incurred

rather than profits 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 disclosure does not purport to disclose all of 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 or she may request information on the securities and issuer thereof from the Commission, all of which are available to the public.

Professional Advice

An Investor should seek professional advice if he is uncertain of or has not understood any aspect of the securities to be invested in or the nature of the risks involved in the trading of the securities, especially those high-risk securities.

Risk Factors

As with any investment, a fund's past performance is no guarantee of its future success. Over the long-term, however, the success or failure to profit in the Fund will depend on the following: (i) the Fund's fees and expenses; and (ii) the Fund Manager's ability to manage risks and volatility. Various risk factors can affect the market value of the assets of the Fund and can cause fluctuations of the Fund's net asset value. The Fund, however, adopts steps to minimize, if not eliminate, the effect of these risks. The major risks facing the Fund are as follows:

1. **Market Risk** is the risk that the value of an Investor's mutual fund investment will be adversely affected by the fluctuations in the price level or volatility of one or more of the underlying instruments of the mutual fund. This consists of two main components:
 - a. **Systematic Risk** – is the variability in price caused by factors that affect all securities across all markets (e.g. significant economic or political events). This may be seen in connection with the below-discussed Country Risks. To lessen the impact of systematic risk, the Fund from time to time will increase its allocation to cash or equivalents during extreme market volatility. The increase allocation to cash should mitigate somewhat the volatility of the securities in the portfolio and lower the systematic risk to the Fund.
 - b. **Unsystematic Risk** – is the variability in price caused by factors which are specific to the particular issuer of the units of participation. Through proper portfolio diversification, this risk can be minimized as losses on one particular stock may be offset by gains in another.

There are two types of market risk namely:

- a. **Interest Rate Risk** – This refers to the change in the value of a financial asset due to market interest rate changes. The Fund's fixed rate investments and receivables are exposed to such risk. This risk is minimized by closely monitoring the direction of interest rates and aligning it with the appropriate strategy of the Fund.
 - b. **Equity Price Risk** – This refers to the changes in prices of equity investments held by the Fund. This is affected by the volatility due to different market factors. Changes in prices of equity refer to the equity investments held by the Fund either for strategic or trading purposes. These equity investments, if any, are subject to the daily-price fluctuations, as determined by market forces. Hence, prices may vary as a result of the general economic and political conditions, as well as developments in the company's operations and overall profitability. To manage this risk, the equity investments included in the Fund's portfolio are carefully selected based on their fundamental soundness.
2. **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. Investments in bonds carry the risk that the issuer of the

bonds might not be able to meet its interest and principal payments. The value of the bonds will therefore be adversely affected and may result in a write-off. To mitigate this risk, each Issuer/ Borrower/ Counterparty passes through a stringent assessment to determine the quality of the issue meets the standards of the Fund. This assessment is conducted periodically to ensure the credit standing is maintained.

Maximum exposure to credit risk

The Fund's maximum exposure to credit risk is limited to the carrying value of its financial assets as of reporting date. The Fund does not hold any collateral or other credit enhancements that will mitigate credit risk exposure.

Credit quality per class of financial assets

The Fund rates its financial assets based on internal credit rating system. The Fund only invests in high grade financial assets. High grade cash and cash equivalents are short-term placements and working cash fund placed, invested, or deposited in local banks belonging to the top twenty banks in terms of resources and profitability. High grade accounts are accounts considered to be of high value. The counterparties have a very remote likelihood of default and have consistently exhibited good paying habits.

3. **Liquidity Risk** 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 a counterparty failing on repayment of a contractual obligation, or inability to generate cash inflows as anticipated.

The Fund is exposed to daily redemptions of redeemable participating units. The Fund is exposed to the risk of being unable to meet its payment obligations to redeeming unitholders. It therefore invests the majority of its assets in investments that are traded in an active market and can be readily disposed of.

To mitigate liquidity risk, the Fund shall maintain an adequate liquidity reserve. The Fund's Liquidity Contingency Plan and internal guidelines on cash and cash equivalent positions shall likewise be monitored on a daily basis during times of volatility. The Liquidity Contingency Plan (LCP) mitigates liquidity risk by establishing clear policies, roles, and procedures to ensure the Fund can meet redemption obligations even under stressed market conditions. The Plan also provides escalation, communication, and corrective action mechanisms, including prudent asset sales and limited short-term borrowing, to minimize losses, protect shareholders, and maintain regulatory compliance during liquidity events. Finally, the Fund Manager shall ensure that the Fund is invested in securities considered as "liquid" based on the internal guidelines of the Fund Manager.

4. **Operational Risk** (also called 'Operations Risk') is the risk to earnings or capital arising from problems with service or product delivery. This risk is a function of internal controls, information systems, employee integrity and operating processes. Different institutions have different definitions of operations risk. Some institutions focus only on procedural risks, while others categorize all risks other than credit, market and liquidity under operations risk.

Operations risks refer to possible breakdowns in internal controls and corporate governance, error and fraud, technology failure, business disruptions and unpredictable external events. These circumstances can be very costly for a company. Thus, companies must proactively manage operations risk in order to minimize losses, remain competitive and protect the interests of the unitholder.

To mitigate the risk, the Fund manager implements a sound system of internal control which includes but is not limited to segregation of functions among the different personnel, tight security administration and back-up plan, daily reconciliation of nostro accounts, confirmation or call back procedure, and monitoring of exceptions and errors. Personnel are also updated with current regulations affecting the Fund.

5. **Country Risk**

The success of the Fund's investments may be influenced by the general political situation in, and the state of the economy of the country where the Fund is invested.

The general political and economic situations of the country also influence the net asset value of the Fund. As an illustration, when the country's general political and economic situations are perceived to be in

turmoil, investors view this situation as the time to pull out their placements and either move these funds to better quality, safer, lower risk investments such as the US dollar or at least place these funds with bigger financial institutions/banks, until such situations normalize. As a consequence, these instances can result to the redemption prices of redeemed units being less than the prices at which the units were originally purchased. Investors who redeem their units may not be able to recover the full cost of their investment. To somewhat lessen the impact of risk originating from economic and political factors in the country where the fund is invested, the Fund will continuously monitor and assess various economic indicators as well as political factors of the country to gauge if certain risks exist that might have a significant effect on the net asset value of the Fund. Economic factors include the GDP, growth in inflation rate, lending and borrowing rates, and the country's debt-to-GDP. Political factors the Fund might monitor are political decisions made by the administration, status of reforms being administered by the government and foreign investors' perception of doing business in the country.

6. Foreign Exchange Risk

The Fund is denominated in US Dollars fluctuations in exchange rates may affect the Fund's financial position. To mitigate risk, the Fund shall monitor the economic and political health of each country where the Fund has currency exposure.

7. Regulatory Risk

The Fund's investment and operations are subject to government regulation, which are subject to change from time to time. Regulations such as taxation and accounting rules may have a significant impact in the performance of the Fund which may either be positive or negative for the unitholders of the Fund. To address this risk, the Fund will keep itself abreast with all regulatory changes that may have an impact on the Fund's operation and assets and seek to communicate and dialogue with agencies concerned. In addition, the Fund will be an active member of the Philippine Investment Fund Association (PIFA), through which it may recommend changes in regulatory policies that affect the mutual fund industry.

8. Non – Guarantee

Investments made in Mutual Funds which the Fund is classified as, is not guaranteed by the Philippine Depository Insurance Corporation (PDIC). Therefore investors of the Fund are subject to higher risk of losing their capital without any form of guarantee. Moreover, like any similar risk type of investment, past performance of the Fund is not an indicator of the future performance of the Fund. In order to lessen the risk of loss of capital for the investors of the Fund, certain risk-mitigating measures like diversification, investing only in high- quality and highly liquid companies will be strictly observed by the Fund.

9. Fund Manager Risk

In general, the performance of a mutual fund is dependent on the expertise and experience of the Fund Manager. Although a fund's performance is affected by, but not limited to economic, market, political and regulatory factors, decisions made by the Fund Manager has a direct impact on the performance of the Fund. In order to mitigate this risk, the Fund Manager will adhere to a thorough investment process, considering macroeconomic as well as company-specific factors before making an investment decision.

10. Large Transaction Risk

If an investor in a Fund makes a substantial subscription/redemption in the Fund, the Fund's cash flow may be adversely affected. For a significant subscription amount, the Fund may be forced to buy securities at unfavorable prices to maintain its intended portfolio positions and weightings. For a significant redemption amount, the Fund may be forced to sell securities at unfavorable prices or even cut losses to ensure there is a sufficient fund to pay the redemption proceeds.

11. Taxation Risk

Gains realized by the investor upon redemption of its units of participation in a mutual fund company registered under Republic Act No. 2629 or the Investment Company Act are excluded from the computation of a taxpayer's gross income and are thus exempt from taxation in accordance with Section 32(B)(7)(h) of the Tax Code.

Risk Monitoring and Management Procedure

The Fund Manager through its Compliance Officer continuously monitors areas that may pose risks to the Fund. The Fund also has an Audit Committee to monitor risks, the members of which are required to have accounting and finance backgrounds. Said Committee, among others, shall also ensure compliance with the risk management policies of the Fund. It shall provide oversight over the Fund's activities in managing credit, market, liquidity, operational, legal and other risks.

On an annual basis, the Committee shall review its business continuity plan and implement any changes that are necessary to ensure risks are identified, mitigated and/or eliminated. Exceptions and revisions to the risk management framework will also be subject to Board approval. The framework also includes the requirements of the SEC with regards to breach of investment restrictions, and respective curing periods.

FEATURES OF THE FUND

THE FUND

PGFI was incorporated on June 24, 2019. The general character of the business of the Fund is an Open-End Unitized Mutual Fund established under the Investment Company Act, R.A. 2629. The investment objective of Philequity Global Fund, Inc. is to achieve long-term capital growth by investing primarily in Global equity securities, equity-linked securities, exchange traded funds and equity mutual funds. The Fund may also invest a portion of its assets in other securities such as fixed income, fixed income funds, currencies, and other derivatives. It is categorized under SEC ICA-IRR, as growth oriented. The Fund issues mutual fund units for sale to the public. Said mutual fund units are sold through its Principal Distributor, Philequity Management, Inc. (PEMI) in accordance with the Management and Distribution Agreement.

The investment objectives, policies and initial investment plans are discussed in detail under the topics Investment Objective and Investment Policies and Investment Restrictions.

The Fund appointed PEMI as its investment manager and principal distributor. The Fund employs no personnel as the function is solely through PEMI. A detailed description of the duties of PEMI as investment manager and distributor, the investment procedure and the plan of distribution are discussed under the topic Parties Involved in the Fund and in the Management and Distribution Agreement.

The Fund's securities and investments will be held by BPI Asset Management and Trust Corporation the Fund's Custodian.

INVESTMENT OBJECTIVE AND POLICIES

The investment objective of Philequity Global Fund, Inc. is to achieve long term capital growth by investing primarily in global equity securities, equity-linked securities, exchange traded funds and equity mutual funds. The Fund may also invest a portion of its assets in other securities such as fixed income, fixed income funds, currencies, and other derivatives.

The Fund will act within the provision of applicable laws and regulations as stated in the investment restrictions.

INVESTMENT RESTRICTIONS

Unless otherwise prescribed by the Commission, the investments and operation of the Fund shall be subject to the following limitations and restrictions:

1. 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.
2. The Fund shall not invest, in aggregate, more than twenty percent (20%) of its net assets in transferrable securities, money market instruments, deposits and OTC financial derivatives issued by any single business group, provided the investments in OTC financial derivatives with non-investment grade or unrated counterparty shall not exceed five percent (5%) of the net asset of the Fund. In investing in financial derivative instruments for the Fund, PEMI shall subject itself to the limitations provided in Section 6.8.h of the Implementing Rules and Regulations of the Investment Company Act, Section 2 of SEC Memorandum Circular No. 15 s.2020 and any other rules as prescribed by the Commission.
3. Deposits of the Fund 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.

4. Investment in the following shall not exceed five percent (5%) of the net assets of the Fund:
 - a. Deposits placed with a non-investment grade or unrated deposit taking institution;
 - b. Debt securities or money market instruments not dealt in an organized market or issued by an unrated or non-investment grade issuing body; and
 - c. Over-the-counter financial derivatives with non-investment grade or unrated counterparty, unless the derivatives are used for efficient portfolio management which the investment aggregate shall not exceed more than twenty percent (20%) of the assets of the Investment Company;
 - d. Unlisted units issued by a related party.

The aggregate investments shall not exceed fifteen percent (15%) of the net assets of the investment company.

5. Investment in foreign government debt securities or money markets where the issuer or the guarantor is a government, sovereign or central bank with an international long-term issuer rating of investment grade may be increased to a maximum of thirty five percent (35%) of the net assets of the Fund;
6. A maximum of five percent (5%) of the net assets of the Fund may be invested in government debt securities issued or guaranteed by a government, sovereign or central bank with an international long-term issuer rating that is non-investment grade;
7. In investing in financial derivative instruments, the Fund Manager shall employ a risk-management process which captures the risks associated with the use of financial derivatives and satisfies all the following requirements:
 - a. The total exposure to financial derivatives or embedded financial derivatives, including counterparty transactions, shall not exceed ten percent (10%) of the net assets of the Fund, or five percent (5%) of the net assets if the derivatives are not investment grade, unless the derivatives counterparty is used for efficient portfolio management which the investment aggregate shall not exceed more than twenty percent (20%);
 - b. The investment company must, at all times, be capable of meeting all its payment and delivery obligations incurred by transactions involving financial derivative instruments;
 - c. The Fund Manager shall not act as a counterparty to an OTC derivative invested into by the Investment Company.
8. The Fund shall be prohibited from investing in the securities it is issuing.
9. The Fund shall not purchase from or sell to any of its officers or directors or the officers or directors of its investment advisor/s, manager or distributor/s or firm/s of which any of them are members, any securities other than the capital stock or registered units of the Fund.
10. Unless the Commission shall provide otherwise, Fund shall not engage in short selling;
11. Unless the Commission shall provide otherwise, the Investment Company shall not invest in any of the following:
 - a. margin purchase of securities (investment in partly paid units are excluded);
 - b. commodity futures contracts;
 - a. precious metals; and
 - c. unlimited liability investments.
12. For liquidity purposes, unless otherwise prescribed by the Commission, at least ten percent (10%) of the assets of the Fund shall be invested in liquid/semi-liquid assets.

Such liquid/semi-liquid assets shall refer to, but not limited to the following:

- 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 (LTNCTD)
- 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 deposit 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;
- f. Other collective schemes wholly invested in liquid/semi-liquid assets.

The Fund has submitted a notarized liquidity contingency plan to implement a decreased investment of less than ten percent (10%) but not less than five percent (5%) of its assets in liquid/semi-liquid assets.

13. Unless otherwise prescribed by the Commission, the 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. The formula shall be as follows:

$$\text{Expense Ratio (\%)} = \frac{\text{Total Operating Expenses} * 100}{\text{Average Net Asset Value}}$$

14. 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%).

15. The purchase and sale of foreign securities shall be made only through a distributor or underwriter duly authorized or licensed by the relevant government of the issuer of such securities.

TERMS AND PRICING OF SECURITIES

1. Eligible Investors

The units of the Fund may be purchased and held by any person of legal age or duly organized and existing corporations, partnerships or corporate entities regardless of nationality.

To avoid tax evasion by U.S. persons, the U.S. Foreign Account Tax Compliance Act (“FATCA”) was enacted to ensure Foreign Financial Institutions (“FFIs”) such as mutual funds place compliance measures and report foreign (non-U.S.) assets to the U.S. Internal Revenue Services (“IRS”). If the Fund is found to be non-compliant, the Fund may be subject to a 30% withholding tax on U.S. sources of income or proceeds. To comply with FATCA requirements, FFIs are required to identify and report U.S. customers to the IRS or the BIR along with investors who are unable or unwilling to confirm their corresponding U.S. status.

Given the complex requirements of FATCA, PEMI will not accept investors who are U.S. citizens or found to have any indicia of U.S. status. U.S. indicia refers to any of the following: a) U.S. citizenship or lawful permanent resident (green card) status; b) a U.S. birthplace; c) a U.S. residence address or a U.S. correspondence address (including a U.S. P.O. box); d) a U.S. telephone number (regardless of whether such number is the only telephone number associated with the account holder); e) Standing instructions to pay any amounts from the account to an account maintained in the U.S.; f) an “in care of” address or a “hold mail” address that is the sole address with respect to the client; or g) a power of attorney or signatory authority granted

to a person with a U.S. address. PEMI reserves the right to reject an application to purchase units of the Fund for investors who are U.S. citizens of found to have any indicia of U.S. status. PEMI also reserves the right to redeem and terminate accounts of investors who are found to be U.S. citizens, have any indicia of U.S. status, unwilling to confirm their corresponding U.S. status or have been found provide false or inaccurate information of their U.S. status.

2. Offering Price

The price at which the securities are to be sold is at the Net Asset Value Per Unit (“NAVPU”) on the day of the purchase. A sales load fee may also be charged on the day of the purchase.

The daily cut-off time for the reckoning of the date of submission of the subscription application shall be 12:00 noon. If the application is received on or before the said cut-off time, the units shall be valued based on the NAVPU of the same business day. For applications received after the cut-off time, it shall be deemed to have been received the next banking day, and the NAVPU for the next business day will be used as basis for payments. In both instances, a sales load fee may be charged based on the total price of the application. The fund is denominated in USD and will only accept subscriptions in USD.

NAVPU shall be the computed difference between total assets of the Fund and its total liabilities divided by the number of units outstanding.

3. Sales Load

The sales load fee shall be a maximum of five percent (5.0%) of the value of investment made.

4. Minimum Investment

One Hundred Dollars (\$100.00) or Five thousand Pesos (P5,000.00) whichever is lower for initial investments and Fifty Dollars (\$50.00) or Two Thousand Five Hundred Pesos (P2,500.00) whichever is lower for additional investments. Installment payments are prohibited.

5. Income Distribution Policy

All investment income generated by the Fund will be distributed indirectly to all the unitholders through the daily adjustment of the Fund’s NAVPU.

6. Subscription and Redemption Procedure

A. Subscription

1. Opening an Account

A prospective investor must submit one (1) valid government-issued ID/s, proof of address, the prescribed PEMI account opening documents which have been duly accomplished together with proof of deposit by 12:00nn is to be considered a subscription for the same day NAVPU. Documents received past the cut-off shall be processed the next business day.

An investment application, once accepted, shall constitute an agreement between the Investor and the Investment Manager/Principal Distributor for the purchase of the units of the Fund at the time, in the manner, and subject to the conditions set forth in this Prospectus and the Account Opening Form. Upon acceptance of the application, the Investor shall be furnished a confirmation notice of subscription.

2. Acceptance of Investment Applications

Applications for the number of units and the applicable NAV are subject to acceptance and approval by the Principal Distributor. Upon acceptance, the payment shall be booked using the NAVps on that day, and the investor shall receive a Confirmation Notice.

The Principal Distributor reserves the right to reject and scale-down any subscription payment for any reason. The Principal Distributor shall inform the Investor of such reduction or rejection within seven (7) days after submission of the TOR or the payment date, as applicable.

3. Payment Terms

Subscriptions shall be paid in full upon submission of a duly accomplished and executed Investment Application Form. Sales subject to installment payments are prohibited. Payments must be made in the form of: (a) cash deposit; or (b) fund transfers or online banking. Bank fees, if any shall be borne by the investor. For Bills payment bank fees varies from Php 0.00 - Php 50.00 while for Auto-debit bank fee ranges from Php 5.00 - Php 15.00.

4. Refunds

Refunds of payments for any rejected or scaled-down applications shall be made without interest by the Principal Distributor not later than seven (7) days after submission. The respective Investor shall receive a check, crossed "Payee's Account Only," or fund transfer to the investor's account.

5. Delivery of Certificate of Participation

Certificates are issued to investors in Scripless format. Units are recorded on a register by the Corporation's duly appointed Transfer Agent and unitholders who do not elect to receive certificates have the same rights of ownership as if certificates had been issued to them.

6. Periodic Fund Statement

The Investor shall receive a monthly Fund Statement indicating the status of the investment in the Fund through email.

7. NAVPU Computation

The NAVPU shall be the computed difference between the total assets of the Fund and its total liabilities divided by the number of units outstanding as of the end of the reporting day.

B. Redemption

1. Manner and Method of Redemption

Upon the presentation to PEMI a redemption order form and/or any document to be prescribed and recognized by PEMI for redemption, the unitholder is entitled to receive, by way of redemption, approximately his/her proportionate share of the Fund's current net assets or the cash equivalent thereof, i.e. the NAVPU, subject to existing laws and the By-Laws of the Fund. Any request for redemption should always be accompanied by duly endorsed certificates and custodian receipt/s, if they have been issued. The redemption proceeds shall be paid within seven (7) banking days from receipt of the duly accomplished redemption application. Upon booking of the transaction, the investor shall be issued a Confirmation Notice of redemption.

2. Redemption Price

The redemption price of the securities surrendered within the daily cut-off time shall be the current computed NAVPU after the request for redemption is received. Securities surrendered after the daily cut-off time shall be deemed to have been received on the next business day. The daily cut-off time shall be 12:00 o'clock noon. A redemption fee may be charged by the Corporation to any unitholder, the rate of which shall be decided upon by the Board of Directors or by the Corporation's investment manager.

The Corporation shall not suspend the right of redemption or postpone the date of payment or satisfaction upon redemption of any redeemable unit for more than the period prescribed by applicable Philippine laws and regulations after the tender of such unit to the Corporation, except on instances

the Securities and Exchange Commission may from time to time prescribe.

3. **Minimum Redemption Amount**

An equivalent amount of at least Fifty U.S. Dollars (USD50.00), unless an investor's outstanding investment in the Fund is less than Fifty U.S. Dollars (USD50.00), in which case, the minimum redemption amount shall be the total amount of the outstanding investment.

4. **Minimum Balance**

An equivalent amount of at least Fifty U.S. Dollars (USD50.00), unless an investor's outstanding investment in the Fund is less than Fifty U.S. Dollars (USD50.00), in which case, the minimum redemption amount shall be the total amount of the outstanding investment.

5. **Minimum Holding Period and Redemption Charges**

The following fees shall be deducted from the redemption proceeds depending on the retention period of the investor:

RETENTION PERIOD	REDEMPTION FEE
Less than or equal to 90 days	A redemption fee of one percent (1.0%) of the redemption proceeds will be deducted there from if redeemed within the first ninety (90) days of investment.
More than 90 days	Nil

Redemptions for deposit to bank accounts are subject to check clearing, redemptions made through RTGS / PDDTS are subject to bank charges and any stale checks (for check pick-up) will be subject to a penalty of Php 25.00.

6. **Special Considerations**

The Commission motu proprio or, upon the request of the Fund Manager, may suspend the redemption of units of the Fund if:

- The exchange, where eighty percent (80%) of the securities in the Investment Company's portfolio, is suspended;
- Eighty percent (80%) of the securities in the Investment Company's portfolio, could not be traded or liquidated; or
- Whenever necessary or appropriate in the public interest or for the protection of investors.
- Such other circumstance as the applicable Philippine laws or regulations may allow.

If the request for suspension of redemption of units is made by PEMI, for any of the grounds mentioned above, the approval of the IOE must be secured.

The Commission shall provide the period of suspension of redemption which shall not be more than twenty-one (21) business days, unless an extension is approved by the Commission En Banc. PEMI must report to the Commission when dealing of the Fund is resumed.

7. **Applicable Taxes**

The original issue of units of participation in a mutual fund company are exempt from the documentary stamp tax in accordance with Section 199(o) and (p) of the Tax Code

Furthermore, gains realized by the investor upon redemption of its units of participation in a mutual fund company registered under Republic Act No. 2629 or the Investment Company Act are excluded from the computation of a taxpayer's gross income and are thus exempt from taxation in accordance with Section 32(B)(7)(h) of the Tax Code.

COMPUTATION OF NET ASSET VALUE

The net asset value shall be calculated by adding:

- The aggregate market value of the portfolio securities and other assets;
- The cash on hand;
- Any dividends on stock trading ex-dividend; and
- Any accrued interest on portfolio securities,

And subtracting:

- Taxes and other charges against the fund not previously deducted;
- Liabilities
- Accrued expenses and fees; and
- Cash held for distribution to investors of the fund on a prior date.

In compliance with SEC Memorandum Circular No. 21, series of 2019, the Fund's Audit Committee was appointed to act as the Fund's Independent Oversight Entity and Independent Net Asset Value Calculator. The Audit Committee shall cross-check the Net Asset Value every dealing day.

USE OF PROCEEDS

The total proceeds from the sale of units shall primarily be invested in a composition global equity securities, equity-linked securities, exchange traded funds and equity mutual funds. The Fund may also invest a portion of its assets in other securities such as fixed income, fixed income funds, currencies, and other derivatives.

All proceeds from the sale of units shall be held by the designated custodian bank, which is the settlement account for trades and transfers of securities.

The Fund shall be guided by the investment policies and restrictions on its investments under the topics Investment Objective and Investment Policies and Investment Restrictions.

The Fund has entered into a Management and Distribution Agreement with PEMI. As Fund Manager, PEMI may, without need of prior approval of or prior notification to the Fund, purchase and sell securities or make other investments for the account of the Fund within the limits of the Fund's investment objectives, policies or guidelines and subject to the provisions of R.A. 2629. The complete scope of services of PEMI as Fund Manager and Distributor can be see under the section titled "Management and Distribution Agreement".

The Company shall not engage in lending operations and shall not make loans to other interested persons such as the members of the Board of Directors, officers of the Company and any affiliates or affiliated corporations to the Fund.

No material amount of other funds shall be necessary to accomplish the specified purpose for which the offering is made.

The designated settlement bank will be used to handle the cash flow for each transaction although the investment assets will always be safe kept by the custodian or depository.

The Fund has no intention to use any material amount of the proceeds for the acquisition of assets or to finance the acquisition of other businesses.

No amount of the proceeds shall be used to reimburse any officer, director, employee or shareholder of the Fund for any services rendered, assets previously transferred, and money loaned or advance or otherwise.

The Fund has no intention to incur or discharge debt.

DETERMINATION OF OFFERING PRICE

The price at which the securities are to be sold is at the Net Asset Value per Unit ("NAVPU") on the day of the purchase.

A sales load fee up to a maximum of 5% may also be charged on the day of the purchase. The daily cut-off time for the reckoning of the date of submission of the subscription application shall be 12:00 noon. If the application is received on or before the said cut-off time, the units shall be valued based on the NAVPU of the same business day. For applications received after the cut-off time, it shall be deemed to have been received the next business day, and the NAVPU for the next business day will be used as basis for payments. In both instances, a sales load up to a maximum of 5% fee may be charged based on the total price of the application.

NAVPU shall be the computed difference between total assets of the Fund and its total liabilities divided by the number of units outstanding, as of the end of the reporting day. The audit committee will check the daily NAVPU. The sales load fees for the amount of investment in an Investment Application shall be a maximum of five percent (5%).

The NAV shall be posted in a conspicuous place at the principal office of the Fund. It shall also be published in at least two (2) newspapers of general circulation in the Philippines on a daily basis. Lastly, it shall also be uploaded in its website, through digital portals such as its website or social media accounts.

SELLING SECURITY HOLDERS

There are no securities to be registered which will be offered for the account of security holders.

PLAN OF DISTRIBUTION

The sale of the Offer Units will not be underwritten. There are no units designated to be sold to specified persons and none of the units are to be allocated to an exchange and/or to its members.

The Fund has appointed Philequity Management, Inc. (“PEMI”) as the Principal Distributor of the Fund. Under the agreement, PEMI shall among others prepare and monitor the sales and redemptions of the Fund and provide a monthly report on fund distribution. PEMI shall maintain accurate and appropriate records pertaining to fund distribution which may be subject to inspection or audit by the Fund at any time. The Fund has also authorized PEMI to set up a marketing network and accredit sub-dealers or agents who are directly liable to PEMI. As such, PEMI will sell the Fund’s units through its registered Certified Investment Solicitors and dealers with whom it has entered into distribution agreements.

Any order for units may be rejected by PEMI. The SEC, the Fund, or PEMI may suspend the continuous offering of units to the general public at any time in response to conditions in the securities markets or otherwise and may thereafter resume such offering from time to time. Neither PEMI nor the eligible agents are permitted to withhold placing orders to benefit themselves from a price change.

PEMI is licensed by the Commission as an Investment Company Adviser with Certificate of Registration No. 01-2004-00156 issued on 27 June 2024 and License Number ICA-00007. The said certification is being renewed annually.

There is no arrangement whereby PEMI has the right to designate or nominate a member or members of the Board of Directors of the Fund. Thus, there is no director so designated or nominated pursuant to an agreement between the Fund and PEMI.

The Fund’s units shall be made available through its sub-distributors namely BDO Securities Corporation, COL Financial Group, Inc., First Metro Securities Brokerage Corporation, Investa Financial Inc., Novel Securities, Inc., Rampver Financials, Inc., Unicapital Securities Inc., Wealth Securities, Inc. PEMI may also enter into subdistribution agreements with trained and qualified bank employees to market and sell the units of the Fund subject to the requirement that the bank and/or employees shall be required to secure the necessary licenses from the SEC to distribute mutual fund units to the public. For their services, a distribution fee shall be paid to the sub-distributor based on the outstanding daily balance of the Fund’s units distributed and shall be deducted from the distribution fee.

PEMI shall be paid a management and distribution fee equivalent to one and a half percent (1.5%) percent per

annum of the average net asset value of the Fund's assets computed on a daily basis as its management fee. A sales load not exceeding five percent (5%) may also be charged.

Fees	Percentage
Management Fee	0.75% of the average NAV of the Fund
Distribution Fee	0.75% of the average NAV of the Fund
Sales Load Fee	Up to a maximum of 5%
Early Redemption Fee	Maximum of one percent (1%) of the amount redeemed if less than or equal to 90 days
	0% if more than 90 days

DESCRIPTION OF UNITS TO BE REGISTERED

Category of the Fund

The Fund is a growth oriented open-ended unitized mutual fund that invests primarily in global equity securities, equity-linked securities, exchange traded funds and equity mutual funds. The Fund may also invest a portion of its assets in other securities such as fixed income, fixed income funds, currencies, and other derivatives. The fund is categorized as a high risk investment.

Profile of Prospective Investors

The Fund is open to retail and corporate investors willing to invest in a mutual fund. It is classified as a high-risk investment due to its portfolio which primarily consists of Global equities, equity-linked securities, exchange traded funds and equity mutual funds. Investors who have a high appetite or tolerance for risk in exchange for potentially higher returns are the ideal investors of this Fund.

Procedure for Handling Customer Complaints

In case of complaints, investors may contact:

Philequity Management Inc,

15th Floor PSE Tower, 5th Avenue corner 28th Street, BGC, Taguig City 1634

E-mail: ask@philequity.net

Website: www.philequity.net

Telephone No.: +63 2 8250 8700

Office Hours: Monday to Friday 8:30 a.m. to 5:30 p.m.

Complaints are logged for monitoring purposes. Philequity Management Inc. endeavors to resolve your complaint at the soonest possible time. A company representative will reply to your complaint sent through e-mail within 24 hours upon receipt. The Investment Manager shall resolve complaints or issues within thirty (30) days.

A Code of Business Conduct in dealing with sensitive information covers Philequity Management employees. Rest assured that all Investor information and details about any complaint would remain private and confidential.

Alternatively, complaints can be submitted to the Securities and Exchange Commission thru cgfd_ld@sec.gov.ph. Philequity Management, Inc. is regulated by the Securities and Exchange Commission (SEC).

Change in Control of the Registrant

There are no provisions in the company charter or by-laws that would delay, defer or prevent a change in control of the registrant.

Procedure for Monitoring Fund Distribution

As principal distributor of the Fund, PEMI shall monitor all sales and redemptions of the Fund and provide a monthly report on fund distribution to the Commission. PEMI shall maintain records of said reports which may be subject to inspection or audit by the Fund at any time.

Policies on the Conflict of Interest, Management and Procedures in Monitoring and Resolving Conflicts of Interest

The Directors and Officers of the Fund shall act in the best interest of the Fund at all times, in a manner characterized by transparency, accountability and fairness. Fair business transactions should occur with the Funds' counterparties such as

the Fund Manager, Distributor, Transfer Agent and Custodian. Directors and officers shall ensure that personal interest is not in conflict with the interest of the Fund and they shall not use their position to profit, gain or take advantage of any situation that may compromise impartiality. If an actual or potential conflict of interest arises on the part of a director or officer, he or she should fully and immediately disclose it and should not participate in the decision-making process. A director or officer who has a continuing material conflict of interest should seriously consider resigning from his or her position.

Delegation of Fund Management or Custody of Assets

Fund Management services has been appointed to PEMI. Please see the Fund Management Agreement in Exhibit 6A. Custody of Assets has been appointed to BPI Asset Management and Trust Corporation. Please see the Custodian Agreement in Exhibit 6D. The delegation of fund management or custody of assets shall be subject to compliance with the requirements of the ICA-IRR as amended.

Rights of a Unitholder in case of Dissolution

The custodian bank safe keeps the securities and in case of company dissolution and upon liquidation of the assets, the Fund shall payout the applicable redemption price to its Unitholders under a distribution process to be determined by the Board of Directors of the Fund. The Fund shall submit a Redemption Plan to the Commission prior to its dissolution.

Statement of liability of the shareholders to the Investment Company

The liability of or loss to the unitholders of the Fund shall be limited to their investments in the Fund.

At incorporation, the Fund had an ACS of One Million Pesos (PHP 1,000,000) divided into Twenty Thousand Common Shares (20,000) unclassified common shares with a par value of PHP 50.00 per share.

The Fund is authorized to offer Ten Billion (10,000,000,000) Units of Participation with an initial net asset value of One Dollar (\$1.00) per Unit.

Each unitholder of the Fund shall have the following rights:

- 1. Right of Notification**

Unitholders are entitled to be notified of any significant changes to the Registration Statement and the Subscription Agreement. Unitholders shall be notified of these changes at least thirty (30) days before the change is to take effect. Where the change cannot be determined in advance, the investors shall be informed as soon as practicable.

- 2. Right of Redemption**

Upon the presentation to PEMI or any of the Fund's duly authorized representatives of the Custodian Receipt(s) and the certificate(s) of participation for redemption if they have been issued, the unitholder is entitled to receive by way of redemption approximately his proportionate share of the Fund's current net assets in a form of cheque, i.e. the net current asset value per unit, subject to existing laws and the By-Laws of the Fund.

- 3. Distribution of Dividends**

Unitholders are not entitled to dividends of the Fund. The Fund may allow non-guaranteed unit-paying and/or income-paying feature/s if so declared and approved by the Board of Directors of the Fund, and accordingly permitted by the Securities and Exchange Commission. The existence of surplus profits available for distribution as cash dividends shall be reviewed in the month of April of every year, or when the annual audited financial statements become available, whichever is later. The declaration and payment of such cash dividends shall be made by the Company on the following month thereof.

- 4. Restriction on Transfers**

No transfer of units of the Fund 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 books of the Fund.

- 5. Modification of Rights of Unitholders**

The rights of Unitholders shall not be modified except by amendment of the Fund's Registration Statement or Subscription/Redemption Agreement.

Other than the above and those provided by law, there are no other material rights accorded to the unitholders. Unitholders do not have voting and pre-emptive rights.

INTERESTS OF NAMED EXPERTS AND INDEPENDENT COUNSEL

There are no experts or independent counsels hired on a contingent basis who received or will receive a direct or indirect interest in the Fund.

INFORMATION WITH RESPECT TO THE REGISTRANT DESCRIPTION OF BUSINESS

The Fund

Philequity Global Fund, Inc. is a domestic corporation duly authorized to operate as an open-ended investment company with an investment objective of achieving returns by primarily investing in listed securities that have strong growth potentials. The Fund was incorporated on June 24, 2019 with SEC Registration No. CS201907432.

The Fund has entered into a Management and Distribution Agreement with Philequity Management, Inc. authorizing PEMI to purchase and sell securities for the account of the Fund. The Fund does not employ personnel, the day-to-day transactions and operations are carried out by PEMI in the pursuant of the Management Distribution Agreement between the Fund and PEMI. PEMI will charge a management and distribution fee equivalent to one and a half percent per annum (1.50%) of the NAV of the Fund's assets computed on a daily basis, for performing its functions. More information on the distribution method can be found under page 44-45 under Management and Distribution Agreement.

The custodians safe keeps the securities of the Fund and in case of company bankruptcy and upon liquidation of the assets, the Fund shall payout the applicable redemption price to its unitholders under a distribution process to be determined by the Board of Directors of the Fund. The Fund shall submit a redemption plan to the Commission prior to its dissolution.

The Fund has no intention, nor has it undergone any merger, consolidation, any material reclassification or purchase or sale of significant amount of asset not in the ordinary course of the business. The Fund has never filed for bankruptcy, receivership nor has it undergone similar proceedings. The Fund does not intends to acquire in the next twelve (12) months.

Competition

Mutual funds mainly compete on fund returns, if a fund produces superior returns against its competitors, then the fund will likely have an increase in new subscriptions. However, higher fee structures may act as a deterrent to investing in a fund. The fund considers 23 equity mutual funds that invest primarily in stocks as its primary competitors. As of December 31, 2024, Sun Life Prosperity Phil. Stock Index Fund, Inc., Philequity Fund, Inc. and Philippine Stock Index Fund Corp. are considered to have the highest net assets and number of clients among the 23 equity mutual funds. Philequity has maintained its reputation as a leader in relative performance amongst its peers. Fees like sales load, management and early redemption fee are also factors that affect the decision-making process of potential investors. To date, the Fund changes the lowest fees and shortest holding periods. *

* *PIFA Statistical Report, December 31, 2024*

Dependence on a Single or a Few Customers

The Fund does not have dependence on a single or few customers.

Transactions with and/or dependence on related parties

The Fund does not foresee to have any transactions with and dependence on related parties.

Compliance with the Investment Company Act

The Fund is primarily governed by the Securities and Exchange Commission (SEC). Specifically, the Fund shall comply with the implementing rules and regulations of R.A. 2629 or the Investment Company Act and any other amendments thereonto.

Procedures to Ensure Compliance with Relevant Laws and Regulation

The Compliance Officer is tasked to ensure compliance with relevant laws and regulations. The Compliance Officer shall have the following functions:

- a. To have a system designed to achieve compliance with the SRC, ICA and their IRR, SEC Memorandum Circulars, Corporate Governance Rules and such other applicable laws, such as, but not limited to, the Anti-Money Laundering Act, Data Privacy Act;

- b. Comply with the orders or resolutions of the Commission, or any of its Department;
- c. Oversee the compliance with the requirements of the Commission relative to the closure of the business of an Investment Company and Fund Manager;
- d. Ensure that all CISols are registered and notify the Commission of any resignation; and
- e. Exercise due diligence in the conduct of his/her compliance function. The Compliance Officer shall take adequate steps to ensure that the Fund is compliant with new laws and regulations that are enacted or issued and shall formulate new control procedures in response to any regulatory amendments. The Compliance Officer is expected to keep management, the Board of Directors and Officers abreast with relevant laws and regulations at all times.

Other Laws and Government Policies Applicable to the company and Procedures to Ensure Compliance with Relevant Laws and Regulation

The Compliance Officer is tasked to ensure compliance with relevant laws and regulations. The Compliance Officer shall have the following functions:

- a. To have a system designed to achieve compliance with the SRC, ICA and their IRR, SEC Memorandum Circulars, Corporate Governance Rules and such other applicable laws, such as, but not limited to, the Anti-Money Laundering Act, Data Privacy Act;
- b. Comply with the orders or resolutions of the Commission, or any of its Department;
- c. Oversee the compliance with the requirements of the Commission relative to the closure of the business of an Investment Company and Fund Manager;
- d. Ensure that all CISols are registered and notify the Commission of any resignation; and
- e. Exercise due diligence in the conduct of his/her compliance function.

The Compliance Officer shall take adequate steps to ensure that the Fund is compliant with new laws and regulations that are enacted or issued and shall formulate new control procedures in response to any regulatory amendments. The Compliance Officer is expected to keep management, the Board of Directors and Officers abreast with relevant laws and regulations at all times.

Effect of existing governmental regulations

Government regulations have both positive and negative effects on the interest of mutual fund investors.

Examples of positive effects are the Passive Income and Financial Intermediary Taxation Act (PIFITA) bill and Capital Markets Efficiency Promotion Act (CMEPA) law. Under CMEPA law, the removal of DST has made mutual funds more attractive, helping to bring in more investors by lowering investment cost. The PIFITA bill meanwhile, has potential negative impact on investor returns, primarily due to increased taxation on reinvested gains, dividends, and fund income. Although the reforms are intended to boost tax revenues, they may also reduce interest in mutual funds, prompt a shift toward alternative investments, and hinder efforts to promote financial inclusion.

Prevention of Money Laundering and Terrorist Financing

As part of the Fund's responsibility for the prevention of money-laundering under the AMLA, as amended, the Terrorism Financing Prevention and Suppression Act of 2012 (R. A. 10168) and other relevant rules and regulations, the Fund or any entity acting on its behalf may require evidence verifying the identity of a prospective purchaser of units and the source of the relevant funds. Whether or not such evidence will be required and, if so, the nature and extent of such evidence will depend on attendant circumstances. The Fund, including any entity acting on its behalf, reserves the right to request such information it considers necessary to verify the identity of a proposed purchase of units in each case. The Fund also reserves the right to refuse to accept a subscription for units in the event of delay or failure in the provision of any such required information.

In case of issuance of any freeze order, the Fund shall immediately preserve the subject property or funds upon receipt of the notice of a freeze order, in accordance with the order of the court of competent jurisdiction or the AMLC. The owner or holder of the property or funds shall be given a copy of the notice of the freeze order.

Compliance with Financial Products and Services Consumer Protection Act

The Financial Products and Services Consumer Protection Act aims to protect consumers of financial products and services by strengthening financial regulators, outlining the duties of financial service providers, and providing consumers with additional rights and remedies. The Fund and PEMI has a responsibility to protect consumer interest and ensure transparency, fair and sound market conduct as well as fair, reasonable and effective handling of financial disputes. If

customers are not satisfied with The Fund, its provider and its services, processes or overall experience, customers may contact PEMI or the SEC. Please refer to "Procedure for Handling Customer Complaints" for more information.

Compliance with Data Privacy Act of 2012 (Republic Act No. 10173)

To enable the Fund to comply with the requirements of the Data Privacy Act of 2012 (Republic Act No. 10173) and its implementing rules and regulations, the Fund requires all investors to expressly authorize the Fund to collect and process his/her personal and sensitive personal information and any information related to him/her and his/her account as well as its sharing, transfer and/or disclosure to any of the Fund's affiliates, agents and representatives, industry associations and third parties such as but not limited to outsourced service providers, external auditors, and local and foreign regulatory authorities in relation to any matter including but not limited to those involving anti-money laundering and tax monitoring, review and reporting, statistical and risk analysis, provision of any products, service, or offers made through mail/email/fax/telephone, customer satisfaction surveys, compliance with court and other lawful orders and requirements. The Fund further requires the investors to hold the Fund and PEMI free and harmless from any liability that may arise from any transfer, disclosure, processing, collection, use, storage or destruction of said information.

Compliance with Foreign Account Tax Compliance Act

To avoid tax evasion by U.S. persons, the U.S. Foreign Account Tax Compliance Act ("FATCA") was enacted to ensure Foreign Financial Institutions ("FFIs") such as mutual funds place compliance measures and report foreign (non-U.S.) assets to the U.S. Internal Revenue Services ("IRS"). If the Fund is found to be non-compliant, the Fund may be subject to a 30% withholding tax on U.S. sources of income or proceeds. To comply with FATCA requirements, FFIs are required to identify and report U.S. customers to the IRS or the BIR along with investors who are unable or unwilling to confirm their corresponding U.S. status.

Given the complex requirements of FATCA, PEMI will not accept investors who are U.S. citizens or found to have any indicia of U.S. status. U.S. indicia refers to any of the following: a) U.S. citizenship or lawful permanent resident (green card) status; b) a U.S. birthplace; c) a U.S. residence address or a U.S. correspondence address (including a U.S. P.O. box); d) a U.S. telephone number (regardless of whether such number is the only telephone number associated with the account holder); e) Standing instructions to pay any amounts from the account to an account maintained in the U.S.; f) an "in care of" address or a "hold mail" address that is the sole address with respect to the client; or g) a power of attorney or signatory authority granted to a person with a U.S. address. PEMI reserves the right to reject an application to purchase units of the Fund for investors who are U.S. citizens or found to have any indicia of U.S. status. PEMI also reserves the right to redeem and terminate accounts of investors who are found to be U.S. citizens, have any indicia of U.S. status, unwilling to confirm their corresponding U.S. status or have been found provide false or inaccurate information of their U.S. status.

Annual Shareholders' Meeting

The annual shareholders' meeting of the Fund shall be held at the Fund's principal office every last Friday of September of each year, or such date and time as may be fixed by the Board of Directors.

PROPERTIES

Operations will be conducted within the premises of the fund manager. All facilities are either owned or provided by the fund manager. The Fund has neither properties under its fixed assets accounts nor hires employees for its operation.

LIABILITIES OF THE INVESTMENT COMPANY AND THE FUND MANAGER TO THE SHAREHOLDERS

Nothing in this Prospectus shall be construed as a guaranty of return or income; nor does it entitle the investor/s to a fixed rate of return on the money invested by him/her in the fund. PEMI shall not be liable for any loss or depreciation in the value of the fund or in the value of investor's shareholdings unless attributed to PEMI's act of fraud, willful default, gross negligence, or evident bad faith. It is understood that mutual funds are not bank deposit products, not guaranteed by PEMI, not covered by the Philippine Deposit Insurance Corporation, and that losses, if any, are for the sole account of the investor/s.

LEGAL PROCEEDINGS

The Fund is not involved in any litigation or disputes. As of date, the Fund does not foresee any legal dispute to be instituted either by any government agency or entity or by third parties.

The Fund is not involved in, nor is any of its properties subject to, any material legal proceedings that could potentially affect their operations and financial capabilities.

There is no material pending legal proceeding to which the Fund, its Fund Manager, or any of its subsidiaries or affiliates is a party or in which any of its properties are the subject of the proceeding.

MARKET FOR THE REGISTRANT’S COMMON EQUITY AND RELATED SHAREHOLDERS’ MATTER

Market Information

There is no established public trading facility or market for the units of the Fund. The Fund’s units shall be sold through its appointed Principal Distributor.

Holdings

As of November 30, 2025, the Fund has 14 shareholders and no unitholders.

Recent Sales of Unregistered Securities

There has been no recent sale of unregistered securities.

Dividends

The Fund only intends to issue units of participation. Unitholders are not entitled to dividends of the Fund. The Fund may allow non-guaranteed unit-paying and/or income-paying features if so declared and approved by the Board of Directors of the Fund, and accordingly permitted by the Securities and Exchange Commission.

MANAGEMENT’S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The following discussion and analysis of the Company’s financial condition and results of operations should be read in conjunction with the financial statements of the Company and notes thereto included elsewhere in this Prospectus. The Company cautions prospective investors that its business and financial performance are subject to substantive risks and uncertainties.

Plan of Operation

The Fund was incorporated to carry out the general business of an open-end mutual fund.

The principal sources of income shall be the returns on its investments as stated in the Investment Objective and Policies as well as, proceeds from the sale of its units to the public.

The Fund will not undertake any product research and/or development during its operations. It does not foresee any significant changes in the number of employees in the next twelve (12) months.

Management’s Discussion and Analysis

A. Financial Condition and Liquidity

The table below would present the Fund’s assets, liabilities and equity.

Financial Position	Unaudited June 30, 2025	Audited December 31, 2024	Increase/ Decrease	Percentage
Total Assets	657,606	659,263	(1,657.12)	-0.25%
Total Liabilities	172,352	151,601	20,751.00	13.69%
Total Equity	485,254	507,662	(22,408.12)	-4.41%

B. NAV Per Share

As an open-end mutual fund company, the Fund stands ready at any time for redemptions on its outstanding capital stock at Net Asset Value (NAV) per share.

	June 30, 2025	December 31, 2024
NAV attributable to holders of redeemable shares (a)	485,254	507,662
Number of shares outstanding (b)	20,000	20,000
NAV per share (a/b)	24.2627	25.3831

C. Operating Revenues and Expenses

Revenue increased due to interest income earned from money market placements. Expenses include organizational costs like SEC licenses, DST, business permit and professional fee

Income Statement	Unaudited	Audited	Increase/	Percentage
	June 30, 2025	December 31, 2024	Decrease	
Investment Income (Loss)	234	7,666	(7,431)	-96.94%
Expenses	22,595	63,073	(40,478)	-64.18%
Net Income (Loss)	(22,360)	(55,407)	33,047	-59.64%

D. Earnings per Share

The following table reflects the net earnings/loss per share data:

	Unaudited	Audited
	June 30, 2025	December 31, 2024
Net investment income/(loss) (a)	(22,360)	(55,407)
Weighted average number of outstanding shares of stock (b)	20,000	20,000
Earnings (loss) per share (a/b)	(1.1180)	(2.7704)

E. Key Ratios

The Fund sets certain performance measures to gauge its operating performance periodically to assess its overall state of corporate health. Listed below are the major performance measures, which the Fund has identified as reliable performance indicators:

	June 30, 2025	December 31, 2024
Current Ratio	381.55%	434.87%
Acid Test Ratio	381.55%	434.87%
Solvency Ratio	-13.00%	-36.61%
Debt-to-Equity Ratio	35.52%	29.86%
Asset-to-Equity Ratio	135.52%	129.86%
Interest Rate Coverage Ratio	N/A	N/A
Return on Assets	-3.42%	-8.47%
Return on Equity	-4.35%	-10.37%

F. Top Five Key Performance Indicators

The Fund uses the following five key performance indicators to assess its performance relative to its competitors:

1. Performance vis-à-vis the Benchmark

In order to compare the Fund's total return, the Fund must use a benchmark with similar underlying securities. Considering the Fund will primarily invest in equities, equity-linked securities, exchange traded funds and mutual funds in developed and emerging markets, the Fund will use the MSCI All Country World Index (MXWD).

2. Assets under Management

One of the ways to measure the Fund's performance is the increase of its Assets under Management. The movement of the Fund's assets can be measured in two ways: net sales and marked-to-market valuations. The Fund shall focus on the net sales of its units as an indication of investor confidence in the Fund's performance.

3. Market Share in the Industry

This indicator is related to Assets under Management whereby the performance of the Fund will have a direct impact on the Assets under Management of the Fund and thus either increase or decrease its market share. An increase in market share represents a shift in favored fund provider and can be indicative of investor confidence.

Listed below are the Net Assets of active foreign currency denominated equity mutual funds as of June 30, 2025:

	Net Assets (m)	% of Total
ATRAM AsiaPlus Equity Fund, Inc.	29.41	2%
Sun Life Prosperity World Voyager Fund, Inc.	1,827.52	98%
Total	1,856.93	100%

4. Performance vis-à-vis Competition

Categorized as a stock fund based on the Philippine Investment Fund Association's classification, the Fund's performance will most likely be compared to foreign currency denominated equity mutual funds in the industry.

5. NAV Growth vis-à-vis Industry Growth

The Fund's performance is measured by the movements in its NAV. The Fund aims to measure its NAV movement over a series of time periods to assess its performance against the industry which in this case are foreign currency denominated stock funds.

A. Causes for any Material Changes (+/-5% or more) in the Financial Statements

Income Statement Items – Period ended June 30, 2025

Income pertains to interest from bank deposits

Expenses include documentary stamp tax, business permit, professional fees and incorporation fees.

Balance Sheet Items - Period ended December 31, 2024

Cash and cash equivalents mainly from subscription of shares

Liabilities came from expenses paid by related party and accrual for audit fees

B. Liquidity and other concerns

The Fund does not expect any liquidity or cash flow problems given the Fund's Investment

Restrictions outlined in this Registration Statement. As a defensive strategy the Fund may, at its discretion elect to invest up to 100% of the Fund's assets in cash and/or other liquid assets, subject to any existing liquidity requirements as may be required by law.

In addition, the Fund does not have any off-balance sheet obligations, arrangements or transactions with other individuals or institutions.

Information on Independent Accountant and Other Related Matters

A. External Audit Fees and Services

1. Audit and Audit Related Fees

The total audit fee is ₱ 45,584 and ₱ 40,700 for the year 2024 and 2023 respectively. These fees pertain to the audit of the financial statements of the Fund in relation to statutory and regulatory filings.

There are no other assurance and related services rendered by the external auditor that are reasonably related to the performance of the audit of the Fund's financial statements.

2. Tax Fees

There were no professional services rendered by the external auditor for tax accounting, compliance, advice, planning and any other form of tax services.

3. All Other Fees

There were no products and services provided by the external auditor, other than its external audit services.

4. Audit Policies

The Audit Committee approves any engagements for the services of the external auditor. The final draft of the Audited Financial Statement is presented to the Audit Committee, before the Board's final approval and confirmation.

B. Changes in and disagreements with Accountants on Accounting and Financial Disclosure

There are no changes in and disagreements with SyCip Gorres, Velayo & Company on accounting and financial disclosures.

MANAGEMENT AND CERTAIN SECURITY

HOLDERS DIRECTORS AND EXECUTIVE OFFICERS

As of the date of filing of this Registration Statement, the names, citizenship and ages of all incumbent Directors and Executive Officers of the Company, are as follows:

Name	Citizenship	Age	Position	Term
Antonio R. Samson	Filipino	79	Chairman and President	2025 to Present
Leo M. Garcia	Filipino	90	Treasurer	2024 to Present
			Director and Treasurer	2019 to Present
Dobbin Ang Tan	Filipino	58	Independent Director	2019 to Present
Norman L. Wee	Filipino	52	Independent Director	2019 to Present
Gregorio U. Kilayko	Filipino	70	Director	2021 to Present
Atty. Jonathan P. Ong	Filipino	58	Corporate Secretary	2020 to Present
Kevin Neil A. Sy	Filipino	41	Assistant Treasurer	2019 to Present
Ma. Angelica D. Cabanit	Filipino	57	Compliance Officer	2019 to Present

Hereunder is a discussion on the business experiences of the incumbent members of the Board of Directors and Executive Officers:

Antonio R. Samson

Mr. Samson is a Chairman and President of the following mutual funds: Philequity Fund, Inc., Philequity Peso Bond Fund, Inc., Philequity Dollar Income Fund, Inc., Philequity Dividend Yield Fund, Inc., Philequity Alpha One Fund, Inc., Philequity Global Fund, Inc. Philequity MSCI Philippines Index Fund, Ind., Philequity PSE Index Fund, Inc., and Philequity Dynamic Allocation Fund, Inc. (Director: 2021 to Present, Treasurer: Sept 2024 to present). Mr. Samson is also the Chairman and CEO of Touch DDB He holds a Bachelor's degree in Economics from the Ateneo de Manila University (1966) and Masters of Business Administration from Asian Institute of Management (1971).

Dobbin Tan

Mr. Tan is an Independent Director of the Fund. He is also an Independent Director of the following mutual funds from 2018 to present: Philequity Peso Bond Fund, Inc., Philequity Dollar Income Fund, Inc. and Philequity Dividend Yield Fund, Inc, Philequity PSE Index Fund, Inc and Philequity MSCI Philippines Index Fund, Inc. He also serves as Independent Director Philequity Fund, Inc. (2014-Present) and Philequity Alpha One Fund, Inc (2019 to Present). Concurrently, he is the CEO of Red Rock IT Security, Inc., Rising Tide Digital, Inc., and New Sunlife Ventures, Inc. He is also School Treasurer of Xavier School, Inc. He is also an Independent Director of Alliance Select Foods International, Inc. He holds a Masters of Business Administration at University of Chicago, Booth School of Business (2013).

Norman Wee

Mr. Wee is an Independent Director of the Fund. He is also the Independent Director of Philequity MSCI Philippines Index Fund, Inc. (2019 to Present), Philequity Alpha One Fund, Inc. (2019 to Present) and Philequity Dynamic Allocation Fund, Inc. (2023 to Present) and currently the President of W Group Inc. and W Landmark Inc. He is also a Director and Vice President of W Hydrocolloids Inc. Mr. Wee holds a Bachelor's Degree in AB Management from De La Salle University College of St. Benilde (1995).

Leo M. Garcia

Mr. Garcia is a Director and the Treasurer of the following mutual funds: Philequity Fund, Inc., Philequity Peso Bond Fund, Inc., Philequity Dollar Income Fund, Inc., Philequity Dividend Yield Fund, Inc., Philequity Alpha One Fund, Inc., Philequity Global Fund, Inc. Philequity MSCI Philippines Index Fund, Ind., Philequity PSE Index Fund, Inc., and Philequity Dynamic Allocation Fund, Inc. (Director: 2018 to Present, Treasurer: Sept 2024 to present) and Philequity Alpha One Fund, Inc. (Director: 2019 to Present, Treasurer: Sept 2024 to present). Mr. Garcia was formerly the President of LM Garcia Securities Corporation (1980 to 1997). Mr. Garcia holds a Bachelor of Science in Business Administration degree from the University of the Philippines (1958).

Gregorio U. Kilayko

Mr. Kilayko is the Director of the Fund. He is also an Independent Director of Eastwest Banking Corporation (2019 – Present). He holds a Bachelor of Science Degree in Industrial Management Engineering from De La Salle University (1978) and a Management of Business Administration from the Wharton School University of Pennsylvania (1981)

Atty. Jonathan P. Ong

Mr. Ong is the Corporate Secretary of the Fund. He obtained his Bachelor of Science (Economics) degree from the U.P. School of Economics on April 2, 1989 and his Bachelor of Laws degree from the U.P. College of Law on April 24, 1993. He took the bar examinations in September 1993 and was admitted to the Philippine Bar on March 15, 1994. He joined the law firm of Atty. Mario E. Ongkiko sometime in 1994. In June 1996 he became in-house counsel of the erstwhile International Exchange Bank until August 31, 2006. He then joined Maybank Philippines (MPI) in May 2007, a position which he held until July 19, 2019. We was also the Corporate Secretary of the affiliates of MPI in the Philippines – Philmay Property, Inc. and Philmay Holdings, Inc. He is currently special counsel to the Disini Buted and Disini law offices, which he advises on matters involving banking and litigation, and a senior associate at the Valerio Law Offices. He is also currently the Corporate Secretary of Kinderheim, Inc., a small family owned educational institution.

Kevin Neil A. Sy

Mr. Sy is the Assistant Treasurer of the fund. He is also the President of Wealth Securities Inc. and an Assistant Treasurer of the following funds from 2015 to Present: Philequity Fund, Inc., Philequity PSE Index Fund, Inc.,

Philequity Dividend Yield Fund, Inc., Philequity Peso Bond Fund, Inc. and Philequity Dollar Income Fund, Inc. Concurrently he is also the Assistant Treasurer of Philequity MSCI Philippines Index Fund, Inc. and Philequity Alpha One Fund, Inc. (2019 to Present). Mr. Sy holds a Bachelor of Science in Corporate Finance and Accounting from Bentley College (2007).

Ma. Angelica D. Cabanit

Ms. Cabanit is the Compliance Officer of the Fund. Presently, she manages the Treasury Operations of Vantage Equities, Inc., as well as the settlement and transaction control of Vantage Financial Corporation, Inc (2010 to present). Ms. Cabanit is a graduate of Bachelor of Science in Commerce major in Accounting from St. Scholastica's College (1989).

INCORPORATORS

The following are the incorporators of the fund:

1. Edmundo Marco P. Bunyi, Jr.
2. Ignacio B. Gimenez
3. Roberto Z. Lorayes
4. Joseph L. Ong
5. Timothy Bryce A. Sy
6. Valentino C. Sy
7. Wilson L. Sy

SIGNIFICANT EMPLOYEES

The Fund has no significant employees, or persons other than the above-named directors and officers who are expected to make a significant contribution to the business of the Fund.

FAMILY RELATIONSHIPS

There are no family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers or persons nominated or chosen by the Registrant to become directors or executive officers.

INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS

To the best of the Company's knowledge, within the past five (5) years up to the present, none of the Fund, its Fund Manager, Directors, Executive Officer, Control Persons, nor any of their respective subsidiaries or affiliates: (a) has been involved in any bankruptcy/insolvency/receivership or similar proceeding; (b) has been convicted by final judgment or is presently subject to any criminal proceeding; (c) has been subject to any order, judgment, or decree limiting or prohibiting involvement in business, securities, commodities, or banking activities; or (d) has been found to have violated any securities or commodities law or regulation, except for:

Atty. Jonathan P. Ong (Corporate Secretary)

In May 2013, the BIR filed a P169.83M case for tax evasion against Philmay Property, Inc. (PPI) an affiliate of Maybank Philippines, Inc. Included in the case were its President and CEO – Mr. Ong SeetJoon, Treasurer – Atty. Rafael A. Morales, Corporate Secretary – Atty. Jonathan P. Ong, Sales and Marketing Head – Mr. Benjamin Q. Lira and Accounting Associate Michelle F. Reyes. The case arose from PPI's supposed tax deficiencies, as follows: tax deficiencies, including surcharge and interest: P37.81 million in income tax deficiency P73.13 million in value-added tax deficiencies P15.57 million in documentary stamp tax deficiency P43.32 million in expanded withholding tax.

The proceedings in the DOJ were suspended because PPI questioned the assessments on which the tax evasion case was based on with the Court of Tax Appeals (CTA). On May 23, 2018 the CTA second division issued a decision cancelling

and withdrawing the assessments on which the tax evasion case of the BIR was based on, but ordered PPI to pay the amount of P276,381.24 as deficiency DST for fiscal year 2009, plus interest and surcharges, which it did. The BIR filed a motion for reconsideration but it was denied.

The BIR elevated the decision of the CTA 2nd division to the CTA en banc. On February 5, 2020 the CTA en banc affirmed with modification the decision of the CTA 2nd Division and declared the assessments on which the BIR's case for tax evasion was based on as null and void. The BIR appealed this to the Supreme Court in February 2020. As of September 13, 2022, PPI had already filed its comment to the BIR's appeal. As of August 14, 2024, the BIR filed its reply to PPI's comment. The case is still pending in the Supreme Court with G.R. number 252107.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Directors are to receive a per diem of P10,000 per meeting as compensation for their contributions and services. However the directors have not received any form of compensation from inception up to present since the fund has not commenced its operations. There is no employment contract between with any of the current executive officers. In addition, except as provided below, there are no compensatory plans or arrangements that resulted in or will result from the resignation, retirement or termination of such executive director or from a change-in-control in the Company.

	Year	Annual Compensation
All officers and directors as a group	2024	-
	2023	-

**For the year 2025, the Fund forecasts a total per Diem of Php 40,000.00 for each director.*

SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Certain Record and Beneficial Owner

On December 17, 2019, SEC approved the request for confidential treatment of the Top 20 unitholders of the Fund, including the 5% and 10% beneficial owners.

Security Ownership of Management

As of November 30, 2025 the following is a tabular presentation of the shares recorded under the name of the directors and executive officers of the Company:

Title of class	Name of beneficial Owner	Amount and nature of beneficial ownership		Citizenship	Percent
Common	Antonio R. Samson	1	Direct	Filipino	0.00%
Common	Leo M. Garcia	1	Direct	Filipino	0.00%
Common	Dobbin A. Tan	1	Direct	Filipino	0.00%
Common	Norman L. Wee	1	Direct	Filipino	0.00%
Common	Gregorio U. Kilayko	1	Direct	Filipino	0.00%

Voting Trust Holders

No holder of five percent (5%) or more of the Fund's common has a voting trust or similar agreement that vests voting rights or other powers to a voting trustee.

Changes in Control

There are no arrangements which may result in the change in control of the Company.

CERTAIN RELATIONSHIP AND RELATED TRANSACTIONS

The Fund has a Management and Distribution Agreement with PEMI, the fund manager. Transactions are based on terms agreed by related parties. As of December 31, 2024, PEMI has not yet charged the Fund management fee since it has not yet launched to the public.

Pursuant to the terms of the Management and Distribution Agreement, the Fund shall pay an annual management and distribution fee equivalent to one and a half percent (1.50%) of the average NAV of the Fund's assets. The NAV shall be determined in accordance with the procedures agreed upon by both parties. Also, the Fund shall remit to PEMI sales commission of a maximum of 5% of the gross investment based on tiered-front end sales schedule.

To the best of the company's knowledge, there are no other related parties that fall outside the definition of "related parties" under SFAS/IAS No 24.

Apart from the MDA, certain Directors may have positions as Directors or Officers in companies which the Investment Company may be dealing with. Directors are required to disclose to the Investment Company and its Fund Manager his/her appointment and roles in said company. Dealings with related parties shall be done on an arm's length basis and in accordance with the best execution requirements set in the established internal guidelines.

Position on Other Publicly Listed Companies

As of December 31, 2024, the Fund's Directors have the following position on other publicly listed companies.

Fund - Position	Publicly Listed Company - Position
Gregorio Kilayko (Director)	East West Banking Corporation – Independent Director
Dobbin Tan (Independent Director)	Alliance Select Foods International, Inc. – Independent Director

As of December 31, 2024, the Fund Manager's Directors have the following position on other publicly listed companies.

Fund Manager - Position	Publicly Listed Company - Position
Roberto Lorayes (Chairman)	Vantage Equities, Inc. – Director
Edmundo Bunyi (President)	Vantage Equities, Inc. – CEO/Director
Joseph Ong (Treasurer)	Vantage Equities, Inc. – Director
Willy Ocier (Director)	Abacore Capital Holdings, Inc. – Director APC Group, Inc. – Chairman and Director Belle Corporation – Chairman Pacific Online Systems Corporation – Chairman Vantage Equities, Inc. – Director
Wilson Sy (Founder, Director & CIO)	The Philippine Stock Exchange, Inc – Director Vantage Equities, Inc. – Director
Valentino Sy (Director)	Vantage Equities, Inc. – Director
Antonio Moncupa, Jr. (Independent Director)	Vantage Equities, Inc. – Independent Director
Bert Hontiveros (Independent Director)	Vantage Equities, Inc. – Independent Director

PARTIES INVOLVED IN THE FUND

INVESTMENT MANAGER AND PRINCIPAL DISTRIBUTOR

Philequity Management, Inc. (PEMI) is the investment manager, advisor and principal distributor of the Fund. It is duly licensed with the SEC as an Investment Company Adviser with Certificate of Registration No. 01-2004-00156 issued on 27 June 2024 and License Number ICA-00007. PEMI has a solid track record in fund management, being the investment manager and principal distributor of Philequity Fund, Inc., Philequity Dividend Yield Fund, Inc., Philequity Dollar Income Fund, Inc., Philequity Peso Bond Fund, Inc., Philequity PSE Index Fund, Inc., Philequity MSCI Philippines Index Fund, Inc. and Philequity Alpha One Fund, Inc.

The guidelines for management of the resources and operations of the Fund are set in the Management and Distribution

Agreement between the parties.

PEMI Board of Directors and Officers

The following are the PEMI Board of Directors and Officers:

Roberto Z. Lorayes

Mr. Lorayes is a Director of Vantage Equities, Inc. and Vantage Financial Corporation, Inc. (1994 to present). Concurrently, he is the Chairman of Philequity Management, Inc. In the past, he served as Chairman of the Philippine Stock Exchange (1993 to 1994) and Investment Companies Association of the Philippines (2005-2008). He also served as President of Manila Stock Exchange (1991-1992), UBP Securities (1989-1993), Citicorp (1987-1989), CT Corp, Scringeur, Vickers (1987-1989), and as a director of Philippine Central Depository (1995-1996). He received his Bachelor of Science in Commerce degree and Bachelor of Liberal Arts degree in De La Salle University (1966). He holds a Masters degree in Business Management from Ateneo de Manila University (1969).

Edmundo Marco P. Bunyi, Jr.

Mr. Bunyi is currently the President and CEO of Vantage Equities, Inc. He is also Vice Chairman and CEO of Vantage Financial Corporation (formerly e-Business Services, Inc.) and President of Philequity Management, Inc. (All since 2006). Previously, he was formerly SVP and Treasurer of International Exchange Bank (1995-2006). He holds a degree in Management Engineering from the Ateneo de Manila University (1985).

Joseph L. Ong

Mr. Ong is both the Treasurer and a Director of Vantage Equities, Inc., Vantage Financial Corporation and Philequity Management. Mr. Ong is also the President of Chemcenter Corporation. Previously, he was connected with Exxon Chemicals serving various functions in sales, marketing, audit, and logistics operation both here and abroad. He was also a former director of Petroenergy Resources Corporation from 2007 to 2009. Mr. Ong holds a degree in Chemical Engineering, magna cum laude, from De La Salle University.

Antonio C. Moncupa, Jr.

Mr. Moncupa is the Independent Director of Philequity Management, Inc (2023 to Present). Concurrently, he is also the Independent Director of Vantage Equities, Inc. and Vantage Financial Corporation. After 37 years, Mr. Moncupa retired from Banking in early 2023. Right before retirement, he served as CEO of EastWest Bank, Chairman and President of the Bankers Association of the Philippines, Chairman of East West Rural Bank and East West Insurance Brokers, and director of EastWest Ageas Life Insurance, Philippine Payments Management, Inc., the Philippine Dealing System group of Companies. He was also in the board of the Polytechnic University of the Philippines and Philippine Rural Reconstruction Movement. Mr. Moncupa completed his degrees in Accounting and Economics from De La Salle University and his MBA from the University Of Chicago Booth School Of Business.

Willy N. Ocier

Mr. Ocier is a Director of Vantage Equities, Inc., Vantage Financial Corporation and Philequity Management. At the same time, he is also the Chairman and President of Pacific Online Systems Corporation (1999 to present). Concurrently, he is the Chairman of the Boards of the following corporations: APC Group, Inc. (2005 to present), Premium Leisure Corp. (1999 to present). He earned his Economics degree from the Ateneo de Manila University (1977).

Valentino C. Sy

Mr. Sy is currently the Chairman of Vantage Equities, Inc. and Vantage Financial Corporation and Director of Philequity Management, Inc. He is a former Director of Wealth Securities (1998 to 2011). He is also the President of Equinox International Corp (1996 to present). He holds a degree in Industrial Management Engineering from the De La Salle University (1977).

Wilson L. Sy

Mr. Sy is a Director of Vantage Equities, Inc. and Vantage Financial Corporation. He is also a Director and Chief Investment Officer of Philequity Management, Inc. He is the Chairman of Wealth Securities, Inc. (2016-present), Vice Chairman of Asian Alliance Holdings, Corp. and serves as Director of the Philippine Stock Exchange (2016 – present) and Eastwest Banking Corporation (2016 – present). He was a former Chairman of the Philippine Stock Exchange, Inc. (1994 to 1995). He holds a degree in Management Engineering from the Ateneo de Manila University (1975).

Bert Hontiveros

Mr. Hontiveros is an Independent Director of PEMI. Concurrently, he is also an Independent Director of Vantage Equities, Inc. and Vantage Financial Corporation and the General Manager of HB Design Power Systems (2000 to present). He obtained his Bachelor of Science in Industrial Engineering from University of the Philippines in 1975.

Atty. Jonathan P. Ong

Atty. Ong is the Corporate Secretary of Vantage Equities, Inc., Vantage Financial Corporation, Philequity Management and the following funds: Philequity Fund, Inc., Philequity PSE Index Fund, Inc., Philequity Dividend Yield Fund, Inc., Philequity Peso Bond Fund, Inc., Philequity Dollar Income Fund, Inc., Philequity MSCI Philippines Index Fund, Inc. and Philequity Alpha One Fund, Inc. (2020 to Present). He obtained his Bachelor of Science (Economics) degree from the U.P. School of Economics on April 2, 1989 and his Bachelor of Laws degree from the U.P. College of Law on April 24, 1993. He took the bar examinations in September 1993 and was admitted to the Philippine Bar on March 15, 1994. He joined the law firm of Atty. Mario E. Ongkiko sometime in 1994. In June 1996 he became in-house counsel of the erstwhile International Exchange Bank until August 31, 2006. He then joined Maybank Philippines (MPI) in November 2006 as the Head of its Legal Department, and was appointed as its Corporate Secretary in May 2007, positions which he held until July 19, 2019. He is also the Corporate Secretary of the affiliates of MPI in the Philippines – Philmay Property, Inc. and Philmay Holdings, Inc. He is currently special counsel to the DisiniButed and Disini law offices, which he advises on matters involving banking and litigation, and a senior associate at the Valerio Law Offices.

CUSTODIAN

BPI Assest Management and Trust Corporation is the Fund's Custodian Bank. It is responsible for the safekeeping of the Fund's Assets.

TRANSFER AGENT

The transfer agent of the Fund is Philequity Management, Inc. The primary responsibility of the transfer agent is the accurate record keeping of individual unitholdings and the issuance and cancellation of stock certificates/depository receipts.

LEGAL COUNSEL

Valerio & Associates Law Office serves as the legal counsel of the Fund.

EXTERNAL AUDITOR

The external auditor of the Company is SyCip, Gorres, Velayo & Company

INDEPENDENT OVERSIGHT ENTITY (IOE)/INDEPENDENT NET ASSET VALUE CALCULATOR

The Fund's Audit Committee was appointed to act as the Fund's Independent Oversight Entity and Independent Net Asset Value Calculator. The Audit Committee is responsible for monitoring the transactions and functions carried out by PEMI, its Fund Manager to ensure compliance with the disclosures made in the Registration Statement, prospectus, ICA, SRC and their implementing rules and regulations. Its other roles and responsibilities are enumerated in Rule 5.9.2 of the Implementing Rules and Regulations of the Investment Company Act and Section 10 of SEC Memorandum Circular 33, Series of 2020 related to Amendments to the Implementing Rules and Regulations of the Investment Company Act, as amended.

MATERIAL CONTRACTS AND AGREEMENTS

Following is a summary of the material terms of the principal agreements related to the business of the Fund and should not be considered to be a full statement of the terms and provisions of such agreements. Accordingly, the following summary is qualified by reference to each agreement and is subject to the full text of each agreement.

FUND MANAGEMENT AGREEMENT

Under this Agreements, Philequity Management, Inc. (PEMI) was engaged by the Fund to act as the investment manager of the Fund.

The scope of services and facilities of PEMI includes the following:

1. Manage the resources and operations of the Fund.
2. Invest and re-invest the assets of the Fund.
3. Prepare and submit such information and data relating to economic conditions, industries, business, corporation, or securities as may be required by the Fund's Board of Directors.
4. Coordinate all activities and extend all necessary assistance to the custodian, auditors, and legal counsel of the Fund.
5. Prepare and submit reports, circulars, notices, and other information required by the Fund.
6. Provide representation with government offices, instrumentalities, and agencies.
7. Provide accounting, bookkeeping, clerical and other administrative services.
8. Provide office space and other administrative facilities.
9. Transact with stockbrokers for the account of the Fund.

In purchasing and selling securities and making or disposing of investments for the account of the Fund, PEMI may act without need of prior approval or prior notification to the Fund, provided that it is within the limits of the investment policies and guidelines prescribed by the Board of Directors of the Fund and subject to the provisions of applicable Philippine laws and regulation and the registration statements of the Fund.

The securities, certificates and other evidence of title to assets within the investment portfolio of the Fund shall be under the custody of the designated Custodian. PEMI may, either directly or through the Custodian, take charge of the collection of interest, 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.

PEMI is entitled to a management fee equivalent to 0.75% per annum of the average net asset value of the Fund's assets computed on a daily basis.

The initial term of the Agreement is five (5) years. After which the agreement shall continue in effect from year to year, provided that such continuation shall be specifically approved by the Board of Directors of the Fund or by a vote of the majority of the outstanding shareholders of the Fund. The Agreement may be terminated at any time by the Board of Directors of the Fund, by vote of two thirds (2/3) of the outstanding capital stock of the Fund or upon written notice of not more than sixty (60) days. The Agreement may be terminated automatically if the investment adviser transfers or assigns it.

MARKETING AND DISTRIBUTION AGREEMENT

Under this Agreements, Philequity Management, Inc. (PEMI) was engaged by the Fund to act as the principal distributor of the Fund. PEMI shall distribute and sell units of participation of the capital stock of the Fund on a best-efforts basis at a public offering price equal to the sum of (i) the net asset value per share in effect at the time of the sale of each share; and (ii) the sales load fee payable to the investment manager/principal distributor;

PEMI is entitled to a distribution fee equivalent to 0.75% per annum of the average net asset value of the Fund's assets computed on a daily basis. In addition, the Fund shall pay PEMI the sales load charge for every sale of the Fund's units.

The initial term of the Agreement is five (5) years. After which the agreement shall continue in effect from year to year, provided that such continuation shall be specifically approved by the Board of Directors of the Fund or by a vote of the majority of the outstanding shareholders of the Fund. The Agreement may be terminated automatically if the investment adviser transfers or assigns it.

CUSTODIAN AGREEMENT

Pursuant to the Terms and Conditions for BPI Asset Management and Trust Corporation agreement, BPI shall:

1. Hold the certificates representing the investments made by the Investment Manager on behalf of the Fund in accordance with the rules and regulations of the SEC; and
2. Follow such duties and responsibilities as set forth in the Custodian Bank Agreement.

BPI Asset Management and Trust Corporation shall receive, safe keep, record, and account for the cash proceeds of the sale of the units of stock of the fund.

STOCK TRANSFER AND DIVIDEND PAYING AGENCY AGREEMENT

Under this Agreement, PEMI was engaged by the Fund to act as the stock transfer and dividend paying agent of the Fund.

The scope of services and facilities of the transfer agent includes the following:

1. Register all the certificates of stock representing the capital stock of the Fund;
2. Prepare and issue stock certificates, as well as cancel certificates of stock presented for redemption;
3. File the reports pertaining to the Fund as may be required by the SEC and other governmental entities;
4. Prepare the list of unitholders and number of units owned by each for all regular or special meetings of the stockholders of the Fund, upon prior written request of the Investment Manager;
5. Prepare and mail out all notices, reports and circulars to all stockholders/ unitholders of the Fund upon prior written request of the Investment Manager;
6. Compute cash and stock dividends;
7. Prepare and Mail checks for the payment of cash dividends and certificates covering number of shares declared as stock dividends;
8. Replace stock certificates reported as lost, stolen or destroyed;
9. Register all liens constituted on the units of participation of the Fund;
10. Ensure all certificates issued are within the authorized capitalization of the Fund; and
11. Follow such duties and responsibilities as set forth in the Stock and Transfer Agency Agreement.

For its services as Transfer and Dividend Paying Agent, the AGENT shall be compensated in accordance with the following fee schedule:

1. An on boarding fee of Thirty Thousand Pesos (Php 30,000.00)
2. A monthly retainer's fee of Thirty Thousand Pesos (Php 30,000.00)
3. A fee of Forty Five Pesos (Php 45.00), for each units issuance or certificate issued by the AGENT and Twenty Pesos (Php 20.00) for each units cancellation/ certificate cancelled.
4. For the performance of special non-recurring functions such as proxy tabulation, stock rights and stock conversions, and other similar functions, all fees shall be subject to prior mutual agreement before the performance of each said special function if not otherwise agreed upon in Annex A of this Agreement.
5. For the preparation of cash dividend checks, the Agent shall charge the COMPANY the amount of Thirty Pesos (Php 30.00) per check.
6. All direct cost of records, reports, and forms, and all out-of-pocket expenses shall be chargeable to the COMPANY.

These fees are quoted with the understanding that they may be revised from time to time at the request of either party and adjusted on a mutually satisfactory basis.

CORPORATE GOVERNANCE

To fully comply with the adopted leading practices on good corporate governance, the Fund has prepared and approved its Manual on Corporate Governance on July 28, 2023.

The Company's Manual on Corporate Governance provides for, among others, the following:

1. Appointment of a Compliance Officer, who shall be an officer of the Company and have direct reporting responsibilities to the Chairman of the Board, and monitor and insure adherence with the provisions of the Manual of Corporate Governance.
2. Responsibilities, specific duties, and functions of the Board of Directors, which includes ensuring that the Company complies with all relevant laws, regulations and codes of best business practices. It shall be the Board's

responsibility to foster the long-term success of the Company and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Company, its shareholders and stakeholders.

3. Creation of Board Committees, such as Audit Committee, the Nominations Committee and the Compensation and Remuneration Committee.
4. Procedures for monitoring and assessment of compliance with the Manual of Corporate Governance.
5. The conduct of a training process for the purpose of conducting orientation program or workshop to implement the Manual of Corporate Governance.
6. Penalties for non-compliance of the Manual of Corporate Governance.

EXPENSES CHARGEABLE TO THE FUND AND THE INVESTMENT MANAGER

CHARGEABLE TO THE FUND

1. Compensation of the officers and directors of the Fund;
2. Audit and legal fees;
3. Brokerage charges and other customary fees and charges in connection with the acquisition, appraisal and disposition of the Fund's assets;
4. Fees of the custodian bank and customary fees and charges in connection with the acquisition, appraisal and disposition of the Fund's assets.
5. Fees of the Investment Manager as compensation for the services and facilities of the investment manager.
6. Cost of printing and mailing reports, notices, proxy forms, and other communication to stockholders of the Fund, except those borne by the custodian bank;
7. Fees of transfer agents for the units of the Fund and other transfer fees to the extent not absorbed by buyers of the Fund's units;
8. Costs of the registration of the Fund with the SEC; and
9. Taxes, including income taxes, license fees, documentary stamp taxes, to the extent not absorbed by buyers of the Fund's securities, including cost of bonding the Fund's personnel and officers as may be required by law or by rules and regulations of the SEC.

CHARGEABLE TO THE INVESTMENT MANAGER

1. Salaries, bonuses, allowances and other compensation of the personnel hired by PEMI to perform the services in Section 1(a) of the Management and Distribution Agreement, including other costs incurred by PEMI's salesmen, personnel and officers, in connection with the selling of the Fund's units as may be required by applicable Philippine law or by rules and regulations of the SEC;
2. Expenses of providing the office space and other administrative facilities referred to in Section 1(b) of the Management and Distribution Agreement, including office rentals, cost of office equipment and supplies, cost of utilities, such as telephone, light and water facilities;
3. All other operating expenses of the Fund, subject to the exceptions specified above under the topic Expenses Chargeable to the Fund.
4. Costs of registration of units with the SEC.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, this Registration Statement is signed on behalf of the registrant by the undersigned; thereunto duly authorized, in the City of CITY OF MANILA on DEC 19 2025.

By:

ANTONIO R. SAMSON
Chairman and President¹

LEO M. GARCIA
Treasurer²

NICELLE B. BENEDITO
Comptroller / Principal Accounting Officer

ATTY. JONATHAN P. ONG
Corporate Secretary

SUBSCRIBED AND SWORN to before me this DEC 19 2025 day of CITY OF MANILA, affiants exhibits to me their Tax Identification Number (TIN), as follows:

Name	TIN
Antonio R. Samson	105-379-031-000
Leo M. Garcia	102-046-083-000
Nicelle B. Benedito	240-064-583-000
Atty. Jonathan P. Ong	162-906-632-000

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Page No. 43;
Book No. 12;
Series of 2025

ATTY. MARIELLE JENELLE L. LAGUERTA
Notary Public for City of Manila- Until Dec. 31, 2025
Notarial Commission No. 2024-179
Tower 3, 3rd, No. 181 No. Lopez St., Ermita, Manila
I.B.P. NO. 488207- Dec. 27, 2024 for the year 2025
PTR. NO. 2041441- Jan. 2, 2025 at Manila
TITLE No. VIII-0010660- Valid until 4-14-2026
ROLL NO. 88314

¹ Equivalent to Principal Executive Officer and Principal Operating Officer
² Equivalent to Principal Financial Officer

LIST OF EXHIBITS

Exhibit 1	Publication of Notice re: Filing
Exhibit 2A	Articles of Incorporation
Exhibit 2B	By-laws
Exhibit 3	Subscription Form
Exhibit 4	Redemption Form
Exhibit 5	Certification by the President and Chairman of the Board describing the involvement, if any, by management or members of the Board of Directors in companies which the investment company will be dealing with
Exhibit 6A	Fund Management Agreement
Exhibit 6B	Marketing and Distribution Agreement
Exhibit 6C	Stock Transfer and Dividend Paying Agency Agreement
Exhibit 6D	Custodian Agreement
Exhibit 7A	Notarized Curriculum Vitae of Officers and Directors of the Fund
Exhibit 7B	Notarized Curriculum Vitae of Officers and Directors of the Investment Manager
Exhibit 8	Authorization to Commission to access registrant's bank accounts
Exhibit 9	Copy of Board Resolution approving the securities offering and authorizing the filing of the Registration Statement
Exhibit 10	Duly notarized Board Resolution manually signed by a majority of the Board of Directors of the Investment Company and Fund Manager approving the disclosures contained in the Registration Statement and assuming responsibility for the information contained therein
Exhibit 11	Advisory Agreement