

DECLARATION OF TRUST

METRO CLEAN ENERGY EQUITY FEEDER FUND A Unit Investment Trust Fund

KNOW ALL MEN BY THESE PRESENTS:

Metropolitan Bank and Trust Company a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, and authorized to perform trust and other fiduciary functions through its Trust Banking Group ("Metrobank - Trust Banking"), with principal office address at 16TH Floor, Metrobank Center, 35th Street corner 7th Avenue, Bonifacio Global City, 1634 Taguig City, hereinafter referred to as the "**TRUSTEE**";

WITNESSETH:

Article I **CREATION OF THE TRUST**

That for the purpose of providing investment opportunities to its trust clients for higher investment yields and a diversified portfolio of investments pursuant to investment objectives and policies herein stipulated, the Trustee hereby establishes and declares itself as trustee of a unit investment trust fund for the collective investment of funds held by it in the capacity of trustee under the terms and conditions herein-below set forth:

Article II **NATURE AND INVESTMENT OBJECTIVES**

Sec. 1 **Title of the Fund** – The pooled fund shall be known as **METRO CLEAN ENERGY EQUITY FEEDER FUND** (herein referred to as the "Investor Fund").

Sec. 2 **Nature of the Investor Fund** –The Investor Fund is a unit investment trust fund structured as a feeder fund and established in accordance with and shall be operated subject to the stipulations of this declaration and as the same may be amended from time to time in accordance with the regulations issued by the Bangko Sentral Ng Pilipinas (the "BSP") and to existing laws.

A Feeder Fund is a UITF that invests at least ninety percent (90%) of its assets in a single collective investment scheme. Such underlying collective investment scheme is referred to as target fund and consistent with the provisions on investment objective and investment policy as specified in **Appendix I** hereto. An illustration of the Feeder Fund structure is found in **Appendix III** hereto.

The Fund shall have a base currency of Philippine Peso (PhP).

The Investor Fund shall be treated as an entity separate and distinct from its constituent assets and from the contributions of the participants thereto and from other trust accounts administered by the Trustee.

Title to Assets of the Investor Fund - All assets of the Investor Fund shall, at all times, be considered as assets held by the Trustee vested solely in the Trustee.

Nature of Participant's Interest in the Investor Fund - No participant shall have or be deemed to have any ownership or interest in any particular account, investment or asset of the Investor Fund but shall have only its proportionate and undivided beneficial interest in the Investor Fund as a whole.

Description of the Investor Fund - The features of **METRO CLEAN ENERGY EQUITY FEEDER FUND**, shall be described in **Appendix I** hereto.

Sec. 3 Investment Objectives and Policy – The Investor Fund shall be invested and reinvested in such investment outlets and held and disposed of in accordance with such investment objectives and policies as specified in **Appendix I** hereto.

The Trustee shall make available to all Participants for review a list of prospective and outstanding investment outlets which shall be updated quarterly. Such disclosure shall be substantially in the form hereto attached as **Appendix II**.

Article III

PARTICIPATION : ADMISSION & REDEMPTION

Sec. 1 Qualified Participants (Requirements and Restrictions) - Prior to acceptance of the initial participation in the Investor Fund, the Trustee shall perform a Client Suitability Assessment (CSA) for the purpose of profiling the risk return orientation of the client.

Participation in the Investor Fund shall be open to participants with legal capacity to contract subject to the rules or procedures stipulated in **Appendix I** hereto and those established by the Trustee to be advantageous or to the best interest of the Investor Fund.

Sec. 2 Participation Units - Participation in the Investor Fund shall always be through participation in units of the Investor Fund and each unit shall have uniform rights or privileges as any other unit. The beneficial interest of each participation unit shall be determined under the net asset value per unit (NAVPU) valuation methodology defined herein. The admission or redemption of units of participation in the Investor Fund may be made only on the basis of such valuation and in such frequency as indicated in **Appendix I** hereto.

Article IV

MANNER OF OPERATION

Sec. 1 Pooled Fund Accounting - The total assets and accountabilities of the Investor Fund shall be accounted for as a single account referred to as pooled-fund accounting method.

Sec. 2 Distribution - The Investor Fund shall be distributed exclusively in distribution channels duly authorized by the Trustee and offered by duly certified UITF marketing personnel.

Article V

VALUATION OF THE INVESTOR FUND AND PARTICIPATION UNITS

Sec. 1 Valuation of the Investor Fund – The valuation of the Investor Fund shall be subject to the following rules: