

## **GUIDELINES ON THE KEEPERS HOLDINGS, INC.'S REPLACEMENT OF STOCK CERTIFICATES**

These Guidelines are issued in connection with the approval by the Securities and Exchange Commission (“SEC”) on 30 June 2021 (“**Approval Date**”) of the amendments to (a) Article First and (b) Article Seventh of the Amended Articles of Incorporation of The Keepers Holdings, Inc. (“**KEEPR**”) consisting of (a) change in the corporate name from “Da Vinci Capital Holdings, Inc.” to “The Keepers Holdings, Inc.”; and (b) the increase in the par value of the common shares of KEEP R from ₱0.023 per share to ₱0.10 per share (the “**Reverse Stock Split**”).

### **I. EFFECTIVITY DATE**

For trading purposes, the “Effectivity Date” of the Reverse Stock Split shall be July 8, 2021. Common shares traded prior to this date will still be denominated on the basis of the old par value of ₱0.023 per share.

As of the Effectivity Date, the number of common shares shall be reduced at a ratio of 1 share for every 4.348 shares, and the par value of such reduced number of common shares shall be adjusted to ₱0.10 per share.

### **II. TOP-UP PLAN FOR THE RESULTING FRACTIONAL SHARES**

Without taking into account the increase in the authorized capital stock of KEEP R (which was approved by the SEC at the same time as the Reverse Stock Split), the increase in par value of the shares of stock of KEEP R results in the decrease in the number of authorized shares, as well as the number of outstanding shares. Each multiple of 4.348 common shares with a par value of ₱0.023 per share, will be reduced to 1 share with a par value of ₱0.10 per share.

Following the Reverse Stock Split, the resulting fractional shares shall be rounded up to a whole share. For purposes of restoring the fractional shares to whole shares, Cosco Capital, Inc. paid for the difference between the par value of one (1) whole share and the value of a fractional share.

### **III. REPLACEMENT OF STOCK CERTIFICATES**

Beginning September 1, 2021, KEEP R shall cause its stock transfer agent, BDO Unibank, Inc.-Trust and Investments Group (“**Transfer Agent**”), to issue new stock certificates bearing the (a) new corporate name; and (b) new par value of KEEP R’s common shares and the new number of shares due to the Reverse Stock Split (the “**New Stock Certificates**”) against the surrender of the stock certificates bearing the corporate name and par value of said shares prior to the above-stated amendments to the Articles of Incorporation (the “**Original Stock Certificates**”).

The Original Stock Certificates will no longer be honored for trading unless these are first surrendered to the Transfer Agent for the replacement of the New Stock Certificates.

Stockholders of KEEP R are encouraged to cause the replacement of their Original Stock Certificates with New Stock Certificates, even if they do not intend to trade the shares yet.

Stockholders will not be charged any fee for having their Original Stock Certificates replaced. If a stockholder desires to split an Original Stock Certificate into more than that one (1) certificate, he shall be charged a reasonable fee for every New Stock Certificate to be issued in

excess of the first New Stock Certificate. In the case of stockholders holding several stock certificates, the Transfer Agent will consolidate their certificates into one New Stock Certificate, unless otherwise instructed or indicated in their notice to the Transfer Agent.

#### **IV. PROCEDURES ON REPLACEMENT OF STOCK CERTIFICATES**

##### **A. For Individual Stockholders**

1. Stockholders must submit a letter requesting for the change of Old Stock Certificate(s) to the Transfer Agent with the following contact details:

BDO Unibank, Inc. - Trust and Investments Group  
15/F South Tower, BDO Corporate Center, H.V Dela Costa St. cor.  
Makati Avenue, Makati City  
8-878-4695

2. Stockholders must surrender the Old Stock Certificate(s) for replacement to the Transfer Agent, through any of the following:

- a. By personal appearance

Individual shareholders who will personally surrender their Old Stock Certificate(s) and claim their New Stock Certificate(s) will be required to present two (2) valid government issued identification cards bearing the stockholder's photograph and specimen signature, and submit two (2) copies of the identification cards to the Transfer Agent.

- b. Through authorized representatives

The Old Stock Certificate(s) may be surrendered and the New Stock Certificate(s) may be claimed by a representative of the stockholder upon (i) presentation by the representative of two (2) valid government issued identification cards, bearing the representative's photograph and specimen signature; and (ii) submission by the representative to the Transfer Agent of: (a) an original copy of an authorization letter for individual stockholders, and (b) two (2) photocopies of the identification cards presented by representative to the Transfer Agent.

Note: If the shareholder's signature does not tally with the record of the Transfer Agent, personal appearance of the stockholder will be required.

- c. The New Stock Certificate must be picked-up by the shareholder or his authorized representative.

- d. For purposes of updating the stock transfer records, Individual Stockholders will be requested to accomplish a signature card and must submit copies of two (2) valid government issued identification cards.

##### **B. For Corporate Stockholders**

1. Stockholders must submit a letter requesting the change of Old Stock Certificate(s) to the Corporation's Transfer Agent with the following contact details:

BDO Unibank, Inc. - Trust and Investments Group  
15/F South Tower, BDO Corporate Center, H.V Dela Costa St. cor.  
Makati Avenue, Makati City  
8-878-4695

2. Stockholders must surrender the Old Stock Certificate(s) for replacement to the Transfer Agent, through any of the following:

- a. Through authorized representatives

The Old Stock Certificate(s) may be surrendered and the New Stock Certificate(s) may be claimed by a representative of the corporate stockholder upon (i) presentation by the representative of two (2) valid government issued identification cards bearing the representative's photograph and specimen signature; and (ii) submission by the representative to the Transfer Agent of: (a) a duly notarized Secretary's Certificate for corporate stockholders and (b) two (2) photocopies of the identification cards presented by representative to the Transfer Agent (c) authorization letter signed by the authorized signatory/s of the Company.

The Secretary's Certificate must state the name of the authorized representative and must bear the specimen signature/s of such representative/s.

- b. Specimen signature card of the authorized signatory/ies authenticated by the Corporate Secretary and photocopy of two valid government issued ID's of the authorized signatory/ies Certified as True Copy by the Corporate Secretary
  - c. New Stock Certificate is subject for pick up.
3. For purposes of updating the stock transfer records, corporate stockholders shall submit a copy of the latest Articles of Incorporation, By-Laws and General Information Sheet, and a duly notarized Secretary's Certificate naming all the authorized signatories of the corporate stockholder with their corresponding specimen signatures appearing thereon. A photocopy of each signatory's valid identification cards with photograph thereon must also be submitted.

#### **V. PROCEDURE FOR LOST STOCK CERTIFICATES**

In case of lost, stolen or destroyed stock certificate(s), the stockholder is required to submit a duly Notarized Affidavit of Loss and an Affidavit of Publication certifying that the publication was made once a week for three (3) consecutive weeks in a newspaper of general circulation.

- a. A sample cut-out of the published details of the certificate must accompany the Affidavit of Publication.
- b. Replacement of lost, stolen or destroyed stock certificate(s) will be made after one (1) year from the last day of publication.
- c. If the stockholder wishes to expedite the replacement, a surety bond must be submitted, insuring 200% of the value of the lost shares with any non-life insurance company.