

## THE KEEPERS HOLDINGS, INC.

## FOLLOW-ON OFFERING OF COMMON SHARES

**Application and Settlement Procedures for Local Small Investors (“LSI”) under the Local Small Investors Program of The Philippine Stock Exchange, Inc. (“PSE”) through the PSE Electronic Allocation System (“PSE EASy”)**

*These implementing guidelines (“LSI Guidelines”) supplement and do not replace, supersede or revoke, and must be read in conjunction with the Terms and Conditions of the Application to Subscribe/Purchase (the “LSI Application”) and the final prospectus of the The Keepers Holdings, Inc. (the “Company”) dated November 2, 2021, (the “Final Prospectus”), prepared in relation to the Company’s offer of 3,000,000,000 primary common shares (the “Offer Shares,” and the public offering of the Offer Shares, the “Offer”). The shares are offered at ₱1.50 per Offer Share. All requirements stated in the LSI Application must be complied with, except when clearly inconsistent herewith. Unless otherwise defined herein, all capitalized terms used have the same meanings ascribed to them in the Final Prospectus, which is uploaded on the Company’s website, [https://thekeepers.com.ph/?page\\_id=95](https://thekeepers.com.ph/?page_id=95), as may be amended or supplemented. Please refer to Annex “A” for the Final Offer Terms Sheet. Please refer to Annex “B” for the steps on how to create a PSE EASy account and subscribe to public offering via PSE EASy. Please refer to Annex “C” for sample payment instruction e-mail from PSE EASy. Please refer to Annex “D” for detailed Payment Guidelines.*

1. Out of the Offer Shares being offered by the Company pursuant to its follow-on offering of such shares, an aggregate of 150,000,000 common shares are allocated to the LSIs and made available nationwide through the PSE EASy (<https://easy.pse.com.ph>).
2. The Offer Shares allocated for the LSIs may be purchased by any natural person of legal age regardless of nationality (such person, the “LSI Applicant”), subject to the restrictions on ownership, as described in the Final Prospectus, and the Company’s right to reject, in whole or in part, an LSI Application, or reduce the number of Offer Shares applied for subscription. For avoidance of doubt, any payment received pursuant to the LSI Application does not constitute approval or acceptance of the LSI Application.

Only LSI Applications duly accomplished through PSE EASy will be received and accepted. The system will generate a **unique 20-character PSE EASy reference number that follows this format: “Company Code/Subscription Date/Nationality / Broker Code/Unique ID/ Check Digit ”** for each LSI Applicant, and notify the LSI Applicant of the payment instructions via electronic mail (as seen in Annex B). LSI Applications through PSE EASy must be completed on or before 12:00 noon of November 10, 2021. In the LSI Application, an LSI Applicant should nominate in the LSI Application, the PSE Trading Participant (“TP”), otherwise known as a stockbroker, through which its shares will be lodged. Otherwise, the LSI Application shall not be accepted.

3. As required under the listing rules of the PSE (the “PSE Rules”), the Offer shares, as defined in the Final Prospectus, must be in scripless form and lodged with the Philippine Depository and Trust Corporation (the “PDTC”). In the event an LSI Applicant does not have a TP, the LSI Applicant may apply for opening of a securities trading account with any TP for the lodgment of the LSI shares. A list of the TPs and their contact information is provided in <https://www.pse.com.ph/directory/>.
4. LSI Applicants may also apply for opening of a trading account with the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners’ affiliated brokerage houses, as enumerated below and nominate the entity as its endorsing “PSE Trading Participant” on PSE EASy prior to the submission of the LSI Application.

Default Trading Participant	Website	Access / Contact Details
China Bank Securities	<a href="https://www.chinabankseconline.ph/">https://www.chinabankseconline.ph/</a>	+63 (2) 8333 – 7388 +63 (2) 8333 – 7389 +63 (2) 8230 6660 to 64
SB Equities	<a href="https://www.securitybank.com/subsidiaries/sb-equities-inc/">https://www.securitybank.com/subsidiaries/sb-equities-inc/</a>	Email: <a href="mailto:sbequities@securitybank.com.ph">sbequities@securitybank.com.ph</a> Trunk Line: 891-11-43 Sales/Dealing: 891-9677 891-1243 891-1258 891-1257 Operation/Support: 8676788 local 8707 -8704 and 8776  813-3441 Settlement: 891-1031 Fax No.: 813-3349

LSI Applicants are encouraged to process the opening of the trading account as soon as possible, taking into account each TP's requirements and respective processing times, as well as the deadline for the LSI Applications. LSI Applications (with a nominated "PSE Trading Participant") must be completed on or before 12:00 noon of November 10, 2021.

For any questions related to the account opening process of China Bank Securities and SB Equities, you may contact the following:

<b>Default Trading Participant</b>	<b>Contact Details</b>
China Bank Securities	+63 (2) 8333 – 7388 +63 (2) 8333 – 7389 +63 (2) 8230 6660 to 64
SB Equities	Email: <a href="mailto:sbequities@securitybank.com.ph">sbequities@securitybank.com.ph</a> Trunk Line: 891-11-43 Sales/Dealing: 891-9677 891-1243 891-1258 891-1257 Operation/Support: 8676788 local 8707 - 8704 and 8776  813-3441 Settlement: 891-1031 Fax No.: 813-3349

5. LSI Applicants who subscribed to the Company's Offer Shares are encouraged to check their PSE EASy account for updates regarding their subscriptions.
6. Each LSI Applicant may subscribe to a minimum of One Thousand (1,000) Offer Shares, and thereafter, in multiple of One Thousand (1,000) Offer Shares, in accordance with the board lot table, but in no case subscribe to more than 666,000 Offer Shares. Based on the offer price of each Offer Share, the maximum total subscription for each LSI applicant is Nine Hundred Ninety Nine Thousand Pesos (₱999,000.00). Multiple LSI Applications (i.e. two or more LSI Applications by the same applicant) will not be allowed. As defined under the PSE Rules, an LSI is a share subscriber who is willing to subscribe or purchase a minimum board lot or whose subscription or purchase does not exceed ₱100,000.00 under the LSI program; however, for purposes of the Offer, an LSI is a subscriber to the Offer who is willing to subscribe to a minimum board lot or whose subscription does not exceed ₱1,000,000.00. Should the total demand for the Offer Shares in the LSI program exceed its maximum allocation, the Joint Issue Managers, Joint Lead Underwriters, and Joint Bookrunners shall allocate the Offer Shares ensuring equitable distribution by satisfying first the applications of investors with the smallest orders.
7. Note that LSI Applications will be processed on a first-come, first-served basis, while final allocation of the Offer Shares will be determined pursuant to the allocation mechanics. The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment. In the event of an under-application in the Institutional Offer and a corresponding over-application in the Trading Participants and Retail Offer, Offer Shares in the Institutional Offer may be reallocated to the Trading Participants and Retail Offer. If there is an under-application in the Trading Participants and Retail Offer and a corresponding over-application in the Institutional Offer, Offer Shares in the Trading Participants and Retail Offer may be reallocated to the Institutional Offer. The reallocation shall not apply in the event of over-application or under-application in both the Trading Participants and Retail Offer and the Institutional Offer, which shall be subject to any clawback, clawforward or other such mechanism as may be determined by the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners. The purchase price must be paid in full in Philippine Pesos upon the submission, otherwise, the application will be rejected.
8. An LSI Applicant may request for his/her ownership of the Offer Shares to be converted from scripless form to certificated form through his/her nominated PSE Trading Participant only after the Offer Shares have been listed. The cost of the issuance for such stock certificates shall be for the account of the LSI Applicant.
9. LSI Applications duly accomplished through PSE EASy shall be able to generate specific payment instructions and must be settled on the relevant deadline through any of the following available payment options.

**For LSI Applicants with COL Financial as the nominated "PSE Trading Participant", please see below for payment instructions:**

COL Financial	<a href="#">Click here</a>
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LSI Applicants may refer to the contact details of COL Financial below for any questions related to the payment process:

PSE Trading Participant	Contact Details
COL Financial	<a href="mailto:helpdesk@colfinancial.com">helpdesk@colfinancial.com</a>

**For LSI Applicants with other entities as the nominated “PSE Trading Participant”:**

- a. Over-the counter via Bills Payment in the name of “CBC TAMG AS RECEIVING AGENT” at any China Bank branch through the following payment types:
  - i. Manager’s/cashier’s check, corporate check or personal check drawn against any *Bangko Sentral ng Pilipinas* authorized bank or any branch thereof located in Metro Manila having a clearing period of not more than one (1) Banking Day. All checks should be made payable to “CBC TAMG AS RECEIVING AGENT”, crossed “Payee’s Account Only,” and dated the same date as the Application via PSE EASy.
  - ii. Cash payment

Deadline for check and cash payments is at 12:00 noon on November 10, 2021, the last day of the Offer Period.

For a list of China Bank branches, please visit: <https://www.chinabank.ph/find-atm-branch.aspx>.
- b. Online payment via China Bank Bills Payment, with “CBC TAMG AS RECEIVING AGENT” as the merchant name through the following online payment channels:
  - i. China Bank Internet Banking; or
  - ii. China Bank Mobile App.

Deadline for online payments is at 12:00 noon on November 10, 2021, the last day of the Offer Period.

Each LSI Applicant is responsible for ensuring that the payment details provided upon payment are correct. The PSE EASy Reference Number should be indicated in the deposit/ payment slip for over-the-counter payments. For online payments via China Bank Internet Banking or China Bank Mobile App, LSI Applicants must select “CBC TAMG AS RECEIVING AGENT” as the Company/Biller in their China Bank accounts and indicate the PSE EASy Reference Number in the “Subscriber Number” field. Only LSI Applicants with existing and active China Bank accounts may pay through the China Bank Internet Banking or the China Bank Mobile App.

Please refer to Annex “D” for the detailed China Bank Bills Payment guidelines.

The payment instructions generated by PSE EASy, and delivered to the LSI Applicant via electronic mail (a sample of which is provided in Annex “C”), shall reflect the relevant merchant details to be used. Failure to strictly comply with the foregoing instructions, or failure to include the PSE EASy Reference Number in the proof of payment when making over-the-counter payments, or any discrepancies in the PSE EASy Reference Number as reflected in the proof of payment may cause the rejection of the LSI Application.

LSI Applicants must ensure that they will pay only once through the chosen designated channels. If multiple payments are processed for the same order, the additional payments will be refunded accordingly following the process for refunds as described in these LSI Guidelines.

10. Key dates of the Offer:

Offer Period	November 4 to 10, 2021
Deadline for application in PSE EASy	November 10, 2021, no later than 12:00 noon
Deadline for payments:	

a. Over-the-counter payment via China Bank Bills Payment using personal, corporate, manager's/ cashier's check	November 10, 2021, 12:00 noon
b. Over-the-counter payment via China Bank Bills Payment using cash	November 10, 2021, 12:00 noon
c. Online payment via China Bank Internet Banking or China Bank Mobile App	November 10, 2021, 12:00 noon
Listing and trading	November 19, 2021

The Company and the Joint Issue Managers, Joint Lead Underwriters, and Joint Bookrunners reserve the right to extend or terminate the Offer Period for LSIs with the approval of the SEC and the PSE.

11. In the event that the number of Offer Shares to be received by an Applicant, as confirmed by the Joint Issue Managers, Joint Lead Underwriters, and Joint Bookrunners, is less than the number covered by its LSI Application, or does not satisfy the conditions set out in the Final Prospectus, then the Receiving Agent shall refund, without interest, all or a portion of the payment corresponding to the number of Offer Shares wholly or partially rejected through the issuance of checks by the Receiving Agent, which shall be made available for pick-up at the office of the Receiving Agent at the 8<sup>th</sup> Floor, China Bank Building, 8745 Paseo de Roxas corner Villar Street, Makati City, Philippines 1226, within five (5) Banking Days from the end of the Offer Period or on November 17, 2021. All refunds shall be made through the Receiving Agent, at the Applicant's risk.

12. Any **questions related to payment instructions and payments** may be directed to the below representatives of the Receiving Agent with the following subject headings:

Payment Instruction - "LSI Payment Instruction: (Name of Investor) + (PSE Easy Reference Number)"

Payment - "LSI Payment: (Name of Investor) + (PSE Easy Reference Number)"

Due to the existing community quarantine restrictions and to ensure proper appreciation of inquiries and complete replies thereto, the official communication channel of the Receiving Agent and the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners will be via electronic communication / email.

#### Receiving Agent

Name	Telephone Numbers	E-mail Address
Jenny Lind De Dios	(02) 8885-5888 loc. 5865	<a href="mailto:projectkeepers@chinabank.ph">projectkeepers@chinabank.ph</a>
Princess Reyes	(02) 8885-5888 loc. 5846	<a href="mailto:projectkeepers@chinabank.ph">projectkeepers@chinabank.ph</a>
Eva Pintang	(02) 8885-5888 loc. 6628	<a href="mailto:projectkeepers@chinabank.ph">projectkeepers@chinabank.ph</a>

Any **questions related to the Offer** may be directed to the below representatives of the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners:

#### China Bank Capital Corporation

Name	E-mail Address
Samantha T. Uy	<a href="mailto:satuy@chinabank.ph">satuy@chinabank.ph</a>
Jaime J. San Pedro	<a href="mailto:jmjsanpedro@chinabank.ph">jmjsanpedro@chinabank.ph</a>

#### PNB Capital and Investment Corporation

Name	E-mail Address
Kim C. Aclan	<a href="mailto:pnbcapitalkeepersfoo@pnb.com.ph">pnbcapitalkeepersfoo@pnb.com.ph</a>
Marge J. Reyes	

#### SB Capital Investment Corporation

Name	E-mail Address
Daisy S. Garcia	<a href="mailto:DGarcia@securitybank.com.ph">DGarcia@securitybank.com.ph</a>

Adrienne Denise C. Aguirre	<a href="mailto:ADAguirre@securitybank.com.ph">ADAguirre@securitybank.com.ph</a>
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### OFFER TERM SHEET

*This document sets forth the final terms relating to the offer and sale to the public of 3,000,000,000 primary common shares (the "Offer Shares"), each common share with a par value of P0.10 per share (the "Shares"), of The Keepers Holdings, Inc. (the "Company" or the "Issuer"), a corporation organized and existing under Philippine law. The offer of the Offer Shares is referred to herein as the "Offer. Unless otherwise defined herein, capitalized terms shall have the same meaning as those ascribed to them in the Final Prospectus dated 29 October 2021 (the "Prospectus").*

*The following does not purport to be a complete listing of all the rights, obligations, and privileges attaching to or arising from the Offer Shares. Some rights, obligations, or privileges may be further limited or restricted by other documents and subject to final documentation. Prospective investors are enjoined to perform their own independent investigation and analysis of the Company and the Offer Shares. Each prospective investor must rely on its own appraisal of the Company and the Offer Shares and its own independent verification of the information contained herein and any other investigation it may deem appropriate for the purpose of determining whether to invest in the Shares and must not rely solely on any statement or the significance, adequacy, or accuracy of any information contained herein. The information and data contained herein are not a substitute for the prospective investor's independent evaluation and analysis.*

<b>Issuer .....</b>	The Keepers Holdings, Inc.
<b>Joint Issue Managers, Joint Lead Underwriters, and Joint Bookrunners .....</b>	China Bank Capital Corporation, PNB Capital and Investment Corporation, and SB Capital Investment Corporation
<b>Selling Agents .....</b>	PSE Trading Participants
<b>The Offer.....</b>	Offer of 3,000,000,000 Shares
<b>Offer Shares.....</b>	3,000,000,000 primary Shares to be issued and offered by the Company.
<b>Institutional Offer .....</b>	2,250,000,000 Offer Shares, or 75% of the Offer Shares (subject to re-allocation as described below), are being offered and sold to QIBs and other investors in the Philippines by the Joint Lead Underwriters.
<b>Trading Participants and Retail Offer.....</b>	750,000,000 Offer Shares are being offered in the Trading Participants and Retail Offer in the Philippines at the Offer Price (the " <b>Trading Participants and Retail Offer Shares</b> "). 600,000,000 Offer Shares (or 20% of the Offer Shares) are being allocated to all of the PSE Trading Participants at the Offer Price and 150,000,000 Offer Shares (or 5% of the Offer Shares) are being allocated at the Offer Price to local small investors (" <b>LSIs</b> "). Each PSE Trading Participant shall initially be allocated 4,800,000 Offer Shares and be subject to reallocation as may be determined by the Joint Lead Underwriters. Each LSI applicant may subscribe up to a maximum of 666,000 Offer Shares at the Offer Price. The Joint Lead Underwriters shall purchase the Trading Participants and Retail Offer Shares not reallocated to the Institutional Offer or otherwise not taken up by the PSE Trading Participants, LSIs, or clients of the Joint Lead Underwriters or the general public in the Philippines pursuant to the terms and conditions of the Underwriting Agreement.

LSIs may subscribe through the PSE Electronic Allocation System ("**PSE EASy**"). An LSI is defined as a subscriber to the Offer who is willing to subscribe to a minimum board lot

or whose subscription does not exceed ₱1,000,000.00. In the case of this Offer, the minimum subscription of LSIs shall be 1,000 shares or ₱1,500.00, and thereafter in multiple of 1,000, while the maximum subscription shall be 666,000 shares or up to ₱999,000.00. There will be no discount on the Offer Price. The procedure in subscribing to Offer Shares via PSE EASy is indicated in the Company's Implementing Guidelines for Local Small Investors to be announced through the PSE EDGE website. Should the total demand for the Offer Shares in the LSI program exceed the maximum allocation, the Joint Lead Underwriters shall allocate the Offer Shares ensuring equitable distribution by satisfying first the applications of investors with the smallest orders.

**Offer Price .....** ₱1.50 per Offer Share. The Offer Price was determined based on a book-building process and discussions amongst the Company and the Joint Lead Underwriters.

**Eligible Investors.....** The Trading Participants and Retail Offer Shares may be purchased by any natural person of legal age regardless of nationality, or any corporation, association, partnership, trust account, fund or entity residing in and organized under the laws of the Philippines or licensed to do business in the Philippines, regardless of nationality, subject to the Company's right to reject an Application or reduce the number of its Offer Shares applied for subscription.

The Institutional Offer Shares are being offered for sale to QIBs and other investors in the Philippines by the Joint Lead Underwriters.

Purchase of the Offer Shares in certain jurisdictions may be restricted by law. Foreign investors interested in purchasing the Offer Shares should inform themselves of the applicable legal requirements under the laws and regulations of the countries of their nationality, residence or domicile, and as to any relevant tax or foreign exchange control laws and regulations affecting them personally. Foreign investors, both corporate and individual, warrant that their purchase of the Offer Shares will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase, and hold the Offer Shares.

**Use of Proceeds.....** The Company intends to use the net proceeds from the Offer primarily for strategic acquisition opportunities, expansion of product portfolio and distribution network channels, investments in distribution and logistics network, and working capital.

See "*Use of Proceeds*" beginning on page 123 of this Prospectus.

**Minimum Subscription.....** Each application must be for a minimum of 1,000 Offer Shares, and thereafter, in multiples of 1,000 Offer Shares. Applications for multiples of any other number of Shares may be rejected or adjusted to conform to the required multiple, at the Company's discretion.

**Reallocation .....** The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is

subject to adjustment. In the event of an under-application in the Institutional Offer and a corresponding over-application in the Trading Participants and Retail Offer, Offer Shares in the Institutional Offer may be reallocated to the Trading Participants and Retail Offer. If there is an under-application in the Trading Participants and Retail Offer and a corresponding over-application in the Institutional Offer, Offer Shares in the Trading Participants and Retail Offer may be reallocated to the Institutional Offer. The reallocation shall not apply in the event of over-application or under-application in both the Trading Participants and Retail Offer and the Institutional Offer.

**Listing and Trading .....**

The Company has filed an application with the SEC for the registration and an application with the PSE for the listing of the Offer Shares. The SEC issued a Pre-Effective Letter on October 7, 2021 and the PSE approved the listing application on October 13, 2021, subject to compliance with certain listing conditions.

All of the Offer Shares are expected to be listed on the Main Board of the PSE under the symbol KEEPR. See “*Description of the Shares.*” All of the Offer Shares are expected to be listed on the PSE on or about November 19, 2021, or such other date that may be agreed by the Company and the Joint Lead Underwriters. Notice of any adjustment to the Listing Date shall be made by publication by the Company in two newspapers of general circulation, provided that any adjustment to the Listing Date shall be subject to the approval of the PSE and SEC. Trading of the Offer Shares is expected to commence on the same date that the Offer Shares are listed.

**Dividends and Dividend Policy .....**

The Company is authorized to declare dividends. A cash dividend declaration requires approval from the Board. A stock dividend declaration requires the further approval of shareholders representing not less than two-thirds of the Company’s outstanding capital stock. Dividends may be declared only from available unrestricted retained earnings.

Under the Company’s current dividend policy, it intends to maintain an annual cash dividend payment ratio for its Shares of at least 20% of its consolidated net income after tax for the preceding fiscal year, subject to the requirements of applicable laws and regulations and the absence of any circumstances which may restrict the payment of dividends, including, but not limited to the following: (i) when the Corporation undertakes major projects and developments requiring substantial cash expenditures; or (ii) when the Corporation is restricted from paying dividends due to its loan covenants. See “*Dividends and Dividend Policy.*”

**Registration and Lodgment of Shares with PDTC .....**

The Offer Shares are required to be lodged with the PDTC. The applicant must provide the information required for the PDTC lodgment of the Offer Shares. The Offer Shares will be lodged with the PDTC on the Listing Date. The applicant may request to receive share certificates evidencing such applicant’s investment in the Offer Shares through his/her broker after the Listing Date. Any expense to be incurred by such issuance of certificates shall be borne by the applicant.



**Restrictions on Ownership .....** The Offer Shares may be purchased and owned by any person or entity regardless of citizenship or nationality, subject to the nationality limits under Philippine law. The Philippine Constitution and related statutes set forth restrictions on foreign ownership for companies engaged in certain activities. In particular, if and to the extent that the Company acquires land in the Philippines, foreign ownership in its capital stock will be limited to a maximum of 40% of its issued and outstanding capital stock. Nevertheless, because the Company's Amended Articles of Incorporation authorizes the Company to acquire land, which may include land in the Philippines, foreign shareholdings in the Company may not exceed 40% of its total issued and outstanding capital stock.

For more information relating to restrictions on the ownership of the Shares, please see "*Description of the Shares*" and "*Regulatory and Environmental Matters—Foreign Investment Laws and Restrictions*."

**Tax Considerations .....** See "*Philippine Taxation*" for further information on the Philippine tax consequences of the purchase, ownership and disposal of the Offer Shares.

**Procedure for Application for the Offer ...** The Offer Period shall commence at 9:00 a.m., Manila time, on November 4, 2021 and shall end at 12:00 noon, Manila time, on November 10, 2021. If, for any reason, any day of the Offer Period is a non-Banking Day, then the Offer Period may be extended to the next immediately succeeding Banking Day, or such other date as may be agreed upon by the Company and the Joint Lead Underwriters. The Company and the Joint Lead Underwriters reserve the right to extend, shorten, or terminate the Offer Period.

Applications must be received by the Receiving Agent by 12:00 noon, Manila time on November 10, 2021 for the Trading Participants and Retail Offer, or filed directly with the Joint Lead Underwriters by 12:00 noon, Manila time on November 10, 2021 for the Institutional Offer, and shall be subject to the terms and conditions of the Offer as stated in the Prospectus and in the Application. Applications received thereafter or without the required documents will be rejected. The actual purchase of the Offer Shares shall become effective only upon the actual listing of the Offer Shares on the PSE and upon the obligations of the Joint Lead Underwriters under the Underwriting Agreement becoming unconditional and not being suspended, terminated or cancelled on or before the Listing Date in accordance with the provisions of such agreement.

For PSE Trading Participants:

Application forms to purchase the Trading Participants and Retail Offer Shares and signature cards may be obtained from the Joint Lead Underwriters or any participating PSE Trading Participant. Application forms will also be made available for download on the Company's website.

Applicants shall complete the application form, indicating all pertinent information, such as the applicant's name, address,

contact number, taxpayer's identification number, citizenship and all other information required in the application form. Applicants shall undertake to sign all documents and to do all necessary acts to enable them to be registered as holders of the Trading Participants and Retail Offer Shares. Failure to complete the application form may result in the rejection of the application.

Applications must be received by the Receiving Agent by 12:00 noon, Manila time on November 10, 2021. Applications received thereafter or without the required documents will be rejected. Applications shall be considered irrevocable upon submission to the Receiving Agent, and shall be subject to the terms and conditions of the Offer as stated in this Prospectus and in the application. The actual purchase of the Offer Shares shall become effective only upon the actual listing of the Offer Shares on the PSE and upon the obligations of the Joint Lead Underwriters under the Underwriting Agreement becoming unconditional and not being suspended, terminated or cancelled on or before the Listing Date in accordance with the provisions of such agreement.

All applications shall be evidenced by the application to purchase form duly executed by an authorized signatory of the applicant and accompanied by two (2) completed signature cards, duly authenticated and certified by the corporate secretary or equivalent corporate officer of the relevant PSE Trading Participant, and the corresponding payment for the Trading Participants and Retail Offer Shares covered by the application and all other required documents.

The application must be accompanied by the following documents:

- A certified true copy of the applicant's latest articles of incorporation and by-laws (or articles of partnership, in the case of a partnership) and other constitutive documents (each as amended to date) duly certified by its corporate secretary (or managing partner in the case of a partnership);
- A certified true copy of the applicant's SEC certificate of registration duly certified by its corporate secretary (or managing partner in the case of a partnership); and
- A duly notarized corporate secretary's certificate (or certificate of the managing partner in case of partnership) setting forth the resolution of the applicant's board of directors or equivalent body authorizing the purchase of the Offer Shares indicated in the application, identifying the designated signatories authorized for the purpose, including his or her specimen signature, and certifying to the percentage of the applicant's capital or capital stock held by Philippine nationals.

Foreign corporate and institutional applicants who qualify as eligible investors, in addition to the documents listed above,

are required to submit in quadruplicate, a representation and warranty stating that their purchase of the Trading Participants and Retail Offer Shares to which their application relates will not violate the laws of their jurisdictions of incorporation or organization, and that they are allowed, under such laws, to acquire, purchase and hold the Trading Participants and Retail Offer Shares.

This should be read in conjunction with the Offer Implementing Guidelines for Trading Participants which will be published on the PSE EDGE website prior to the start of the Trading Participants and Retail Offer.

For Local Small Investors:

With respect to the LSIs, applications to purchase the Trading Participants and Retail Offer Shares must be done online through the PSE EASy. The system will generate a reference number and corresponding payment instruction. The LSIs and Trading Participants must complete their applications and settle their payments by 12:00 noon, Manila time on November 10, 2021 (“**Trading Participants and Retail Settlement Date**”).

An LSI applicant should nominate in the Application the PSE Trading Participant, otherwise known as a stockbroker, through which its shares will be lodged. Otherwise, the Application shall not be accepted.

Further information about the Company, details about the Offer, instructions for subscribing through PSE EASy, and list of PSE Trading Participants where LSI applicants may open trading accounts for the lodgement of the LSI applicant’s LSI shares will be made available in the online IPO information center. The link to the online information center will be made available on the Company’s website in due course and in the Offer Implementing Guidelines for LSIs which are to be read in conjunction with this section and will be published on the PSE EDGE website prior to the start of the Trading Participants and Retail Offer.

LSI applications will be processed on a first-come, first-served basis in ascending order, while final allocation of the Trading Participants and Retail Offer Shares will be determined pursuant to allocation mechanics. This should be read in conjunction with the Offer Implementing Guidelines for LSIs which will be published on the PSE EDGE website prior to the start of the Trading Participants and Retail Offer.

**Payment Terms for the Trading  
Participants and Retail Offer Purchased  
through PSE Trading Participants .....**

The purchase price must be paid in full in Philippine Pesos upon the submission of the duly completed and signed application form and signature card together with the requisite attachments.

Payments must be cleared on or before 12:00 noon on the Trading Participants and Retail Settlement Date, or such other date that may be agreed by the Company and the Joint Lead Underwriters.

The modes of payment and instructions will be specified in the Offer Implementing Guidelines for Trading Participants and Offer Implementing Guidelines for LSIs which will be published on the PSE EDGE website prior to the start of the Trading Participants and Retail Offer.

**Acceptance or Rejection of Applications for the Trading Participants and Retail Offer .....**

Applications for the Trading Participants and Retail Offer Shares are subject to the confirmation of the Joint Lead Underwriters and the Company's final approval. The Company, in consultation with the Joint Lead Underwriters, reserve the right to accept, reject or scale down the number and amount of Trading Participants and Retail Offer Shares covered by any application. The Company and the Joint Lead Underwriters have the right to reallocate available Trading Participants and Retail Offer Shares in the event that the Trading Participants and Retail Offer Shares are insufficient to satisfy the total applications received. The Trading Participants and Retail Offer Shares will be allotted in such a manner as the Company and the Joint Lead Underwriters may, in their sole discretion, deem appropriate, subject to distribution guidelines of the PSE. Applications with checks dishonored upon first presentation or application forms which do not comply with the terms of the Trading Participants and Retail Offer will be automatically rejected. Notwithstanding the acceptance of any application, the actual acquisition of or subscription to the Trading Participants and Retail Offer Shares by an applicant will be effective only upon the listing of the Trading Participants and Retail Offer Shares on the PSE.

**Refunds of the Trading Participants and Retail Offer .....**

In the event that the number of Trading Participants and Retail Offer Shares to be received by an applicant, as confirmed by the Company and the Joint Lead Underwriters, is less than the number covered by the application, or if an application is rejected, then the Receiving Agent shall refund, without interest, within five (5) Banking Days from the end of the Offer Period, all or a portion of the payment corresponding to the number of Offer Shares wholly or partially rejected. All refunds shall be made through the Receiving Agent, at the applicant's risk. Check refunds shall be available for pick-up at the office of the Receiving Agent starting on November 17, 2021.

**Expected Timetable .....**

The timetable of the Offer is expected to be as follows:

SEC en banc approval of the Registration Statement.....	October 7, 2021
PSE Board approval of the listing application.....	October 13, 2021
Pricing and allocation of the Institutional Offer Shares .....	October 28, 2021
Notice of final Offer Price to the SEC and PSE .....	October 28, 2021
Receipt of the Permit to Sell from the SEC.....	November 2, 2021

Offer Period.....	November 4, 2021 to November 10, 2021
PSE Trading Participants’ Commitment Period .....	November 4, 2021 to November 8, 2021
Submission of Firm Order and Commitments by PSE Trading Participants.....	November 8, 2021, 11:00 a.m.
Trading Participants and Retail Settlement Date.....	November 10, 2021, 12:00 p.m.
Institutional Offer Settlement Date .....	November 17, 2021
Listing Date and commencement of trading on the PSE .....	November 19, 2021

If, for any reason, any day of the above periods or dates is a not a Banking Day, then such period or date may be extended or moved, as the case may be, to the next immediately succeeding Banking Day, or such other date as may be agreed upon by the Company and the Joint Lead Underwriters. Notice of any adjustment to the Listing Date shall be made by publication by the Company in two newspapers of general circulation, provided that any adjustment to the Listing Date shall be subject to the approval of the PSE and SEC.

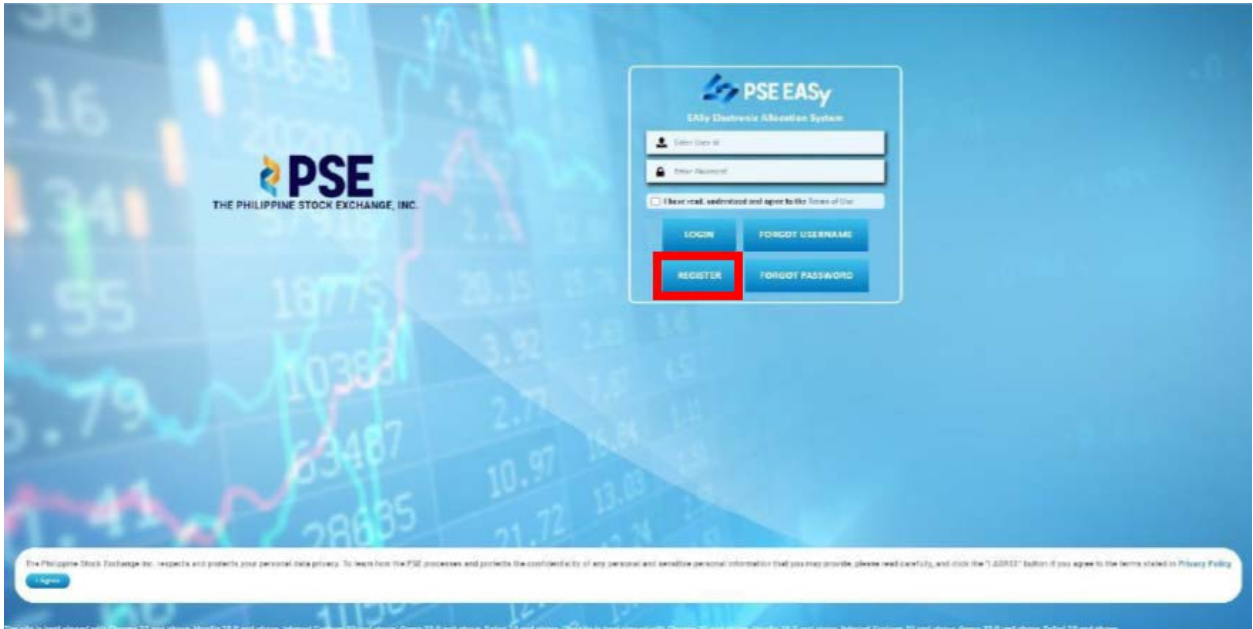
<b>Risks of Investing</b> .....	Prospective investors should carefully consider the risks associated with an investment in the Offer Shares before making an investment decision. Certain of these risks are discussed in the section of this Prospectus entitled “ <i>Risk Factors</i> .”
<b>Receiving Agent</b> .....	China Banking Corporation – Trust and Asset Management Group (“ <b>CBC Trust</b> ”)
<b>Stock and Transfer Agent</b> .....	Banco de Oro Unibank, Inc. - Trust Banking Group (“ <b>BDO Trust</b> ”)
<b>Counsel for the Issuer</b> .....	Angara Abello Concepcion Regala & Cruz (“ <b>ACCRA Law</b> ”) and Zambrano Gruba Caganda and Advincula (“ <b>ZG Law</b> ”)
<b>Counsel for the Joint Lead Underwriters</b> .	Romulo Mabanta Buenaventura Sayoc & de los Angeles (“ <b>Romulo Law</b> ”)
<b>Independent Auditors</b> .....	KPMG R.G. Manabat & Co. (“ <b>R.G. Manabat</b> ”)

## **HOW TO CREATE PSE EASy ACCOUNT**

### **1. REGISTRATION**

**STEP 1.** Go to <https://easy.pse.com.ph>

**STEP 2.** Click on the "Register" button in the login page.



Note: Only investors that have trading accounts with PSE Trading Participants will be allowed to proceed with the PSE Easy registration or account creation.

**STEP 3.** Upon clicking the "Register" button, a pop up window "Register" will be displayed. User should answer if he has a trading account.

The screenshot shows a 'Register' form for The Philippine Stock Exchange (PSE). The form is titled 'Register' and has a close button (X) in the top right corner. It contains several fields and sections:

- With Trading Account? \***: Radio buttons for 'Yes' and 'No'.
- Investor Type \***: A dropdown menu with 'Individual' selected.
- Trading Participant \***: A dropdown menu with '--Select--' selected.
- Username \***: A text input field.
- Password \***: A text input field.
- Re-confirm Password \***: A text input field.
- Security Question 1 \***: A dropdown menu with '--Select--' selected, followed by a 'Type your answer' text input field.
- Security Question 2 \***: A dropdown menu with '--Select--' selected, followed by a 'Type your answer' text input field.
- Security Question 3 \***: A dropdown menu with '--Select--' selected, followed by a 'Type your answer' text input field.
- First Name \***: A text input field.
- Last Name \***: A text input field.
- Nationality \***: A dropdown menu with 'Filipino' selected.
- Telephone No.**: A text input field.
- Address \***: A text input field.
- Email Address \***: A text input field.
- Re-confirm Email Address \***: A text input field.

At the bottom left, there is a small logo for 'The Philippine Stock Exchange Inc.' and a 'Terms' link. At the bottom right, there is a 'Privacy Policy' link.

**STEP 4.** If the Investor has no Trading Account and ticked “No” checkbox, a message will prompt: “In order to create an Investor Account, user should have a Trading Account. If no Trading Account exist, please visit: <https://www.pse.com.ph/directory/>

The screenshot shows the PSE Registration page with a modal dialog box displayed. The dialog box is titled 'Registration' and contains the following text:

In order to create an Investor Account, user should have a Trading Account. If no Trading Account exist please visit:  
<http://www.pse.com.ph/stockinfo/tradingParticipants.html#tab=0>

Below the text is an 'OK' button. In the background, the PSE logo and the text 'THE PHILIPPINE STOCK EXCHANGE, INC.' are visible. There are also buttons for 'LOGIN', 'FORGET USERNAME', 'REGISTER', and 'FORGET PASSWORD'.

**STEP 5.** If the investor has a Trading Account and ticked the “Yes” checkbox, the “Investor Type” field will be enabled. All required fields will have red asterisk ‘\*’.

**STEP 6.** Input the required information.

Information	Check
Username	Username should not match existing username
Password	Password should be at least 8 characters with at least 1 uppercase, 1 number and 1 special character
Re-confirm Password	Should match the encoded Password
Birthdate	Should be eighteen (18) years less than the Current Date
Email Address	Email should be properly formatted (i.e. <b>abc@abc.com</b> )
Mobile Number	Should be 10 digits

User can attach photo by clicking “Choose File” button, select self-face photo and then, click “Open” button. The photo will be uploaded.

User will click the Terms of Use and tick the checkbox to confirm that the information provided are true and correct, and user has read and accept terms of use.

**STEP 7.** Tick “Terms of Use” checkbox and then click the “Register” button to save the account information.



## Implementing Guidelines for LSIs "Annex "B"

The screenshot shows the 'Register' window of the PSEasy system. The form includes fields for 'Who is your favourite musician?' and 'What was your favorite sport in high school?' (both with 'query' dropdowns), 'First Name', 'Last Name', 'Date of Birth', 'Middle Name', 'Telephone No.', 'Nationality', and 'Address'. A modal window titled 'Please scroll below to read and acknowledge the terms of use' is overlaid on the form. This modal contains the following text:

Is the extent that any of these terms and conditions is declared by any competent authority to be invalid, unenforceable in any respect, the portion not so adversely affected shall continue to be valid and enforceable to the fullest extent permitted by law.

**GOVERNING LAW AND VENUE**  
User access to and use of PSE EASY is subject to all applicable Philippine laws and regulations. The Philippine courts shall have exclusive jurisdiction over any dispute arising out of your use of this platform.

**CHANGES TO TERMS OF USE**  
PSE may revise these terms and conditions at any time and without prior notice. You are responsible for ensuring that you have read the most current version of these terms and conditions. Your continued access and/or use of PSE EASY will be deemed to constitute your conclusive acceptance of the updated or revised terms and conditions.

**VIOLATIONS OF TERMS OF USE**  
You shall not use this website for any illegal purposes.

PSE reserves the right to seek all remedies available at law and in equity for violations of these terms and conditions, including the right to restrict or deny access to PSE EASY at any time and without any notice.

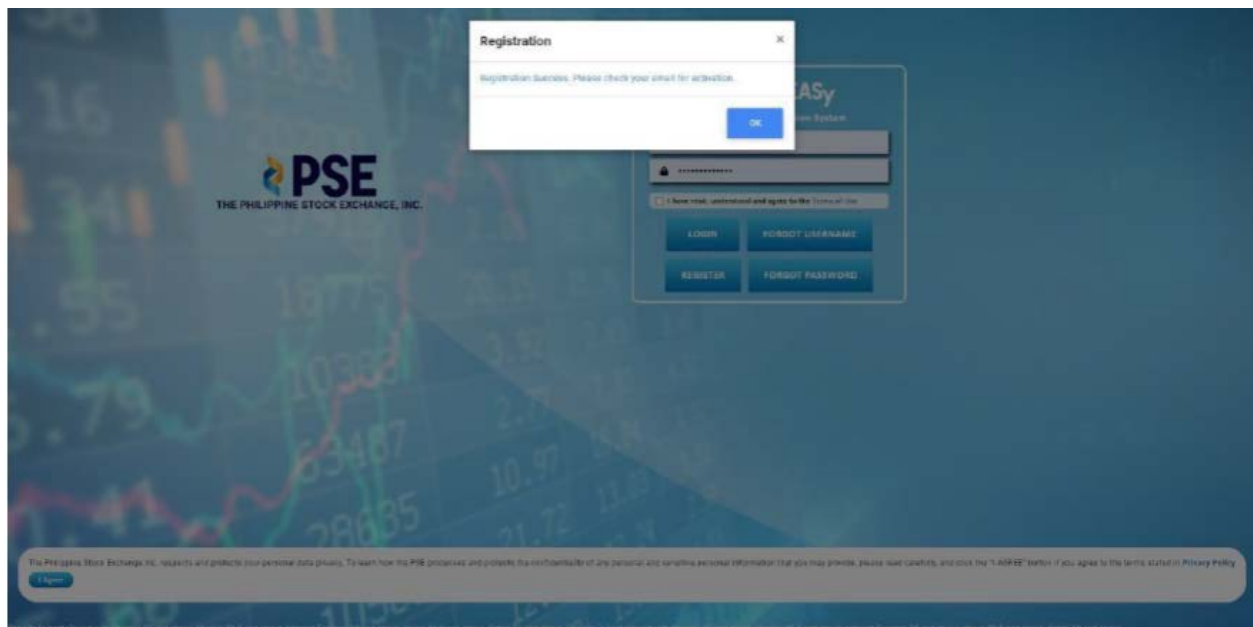
☒ Check the box to acknowledge

Please click here to read and Accept the Terms of Use ([CLICK HERE](#))

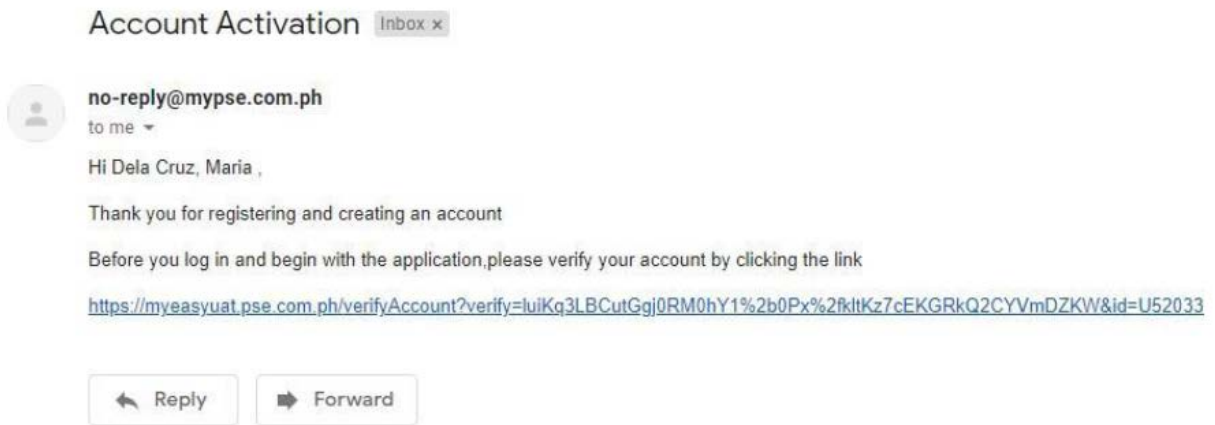
Buttons at the bottom of the modal: 'Register' and 'Cancel'.

**Note:** If the “Cancel” button is clicked, a confirmation message will be displayed “Are you sure you want to cancel your registration?” If the user clicks the “Yes” button, the “Register” window will be closed. Encoded data will not be saved. If the user clicks the “No” button, closing of the window for creating account will not proceed.

**STEP 8.** A confirmation message will be displayed as follows: “Registration Success. Please check your email for activation.” Click the “OK” button.

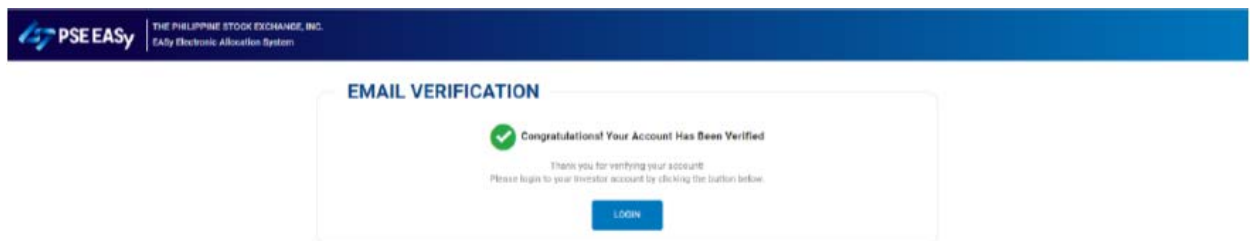


**STEP 9.** Open your registered email and open the email received from mypse.com.ph. Click the link provided in the email to activate your PSEasy account.

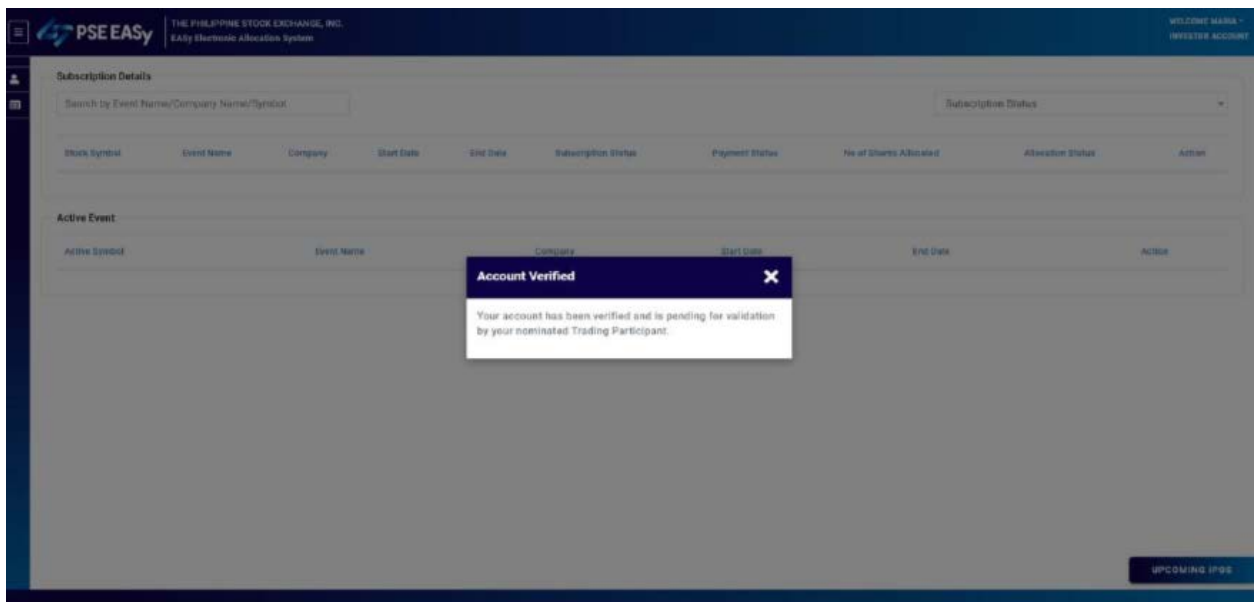


**STEP 10.** Upon clicking the link, an “Email Verification” page will be displayed with the following message: “Congratulations! Your Account Has Been Verified. Thank you for verifying your account! Please login to your Investor account by clicking the button below.”

Click “Login” button.



**STEP 11.** Upon logging in, a confirmation message will be displayed: “Your account has been verified and is pending validation by your nominated Trading Participant.”



## 2. SUBSCRIPTION

**STEP 1.** Upon login, click on an event.

The screenshot shows the PSE EASy Investor Account dashboard. The top navigation bar includes the PSE EASy logo, the text "THE PHILIPPINE STOCK EXCHANGE, INC. EASy Electronic Allocation System", and a user greeting "WELCOME CARLO - INVESTOR ACCOUNT". The main content area is titled "Subscription Details" and features a search bar "Search by Event Name/Company Name/Sy" and a "Subscription Status" dropdown menu. Below this is a table with the following columns: Stock Symbol, Event Name, Company, Start Date, End Date, Subscription Status, Payment Status, No of Shares Allocated, Allocation Status, and Action. The table contains two rows: one for "SAMPL" (sample) with a status of "Subscribed" and 0 shares allocated, and another for "ALLO" (TestAllocation) with a status of "Subscribed" and 1000 shares allocated. An "Active Event" section below the table shows the "SAMPL" event details. A blue button labeled "UPCOMING IPOs" is located at the bottom right.

Stock Symbol	Event Name	Company	Start Date	End Date	Subscription Status	Payment Status	No of Shares Allocated	Allocation Status	Action
SAMPL	sample	Premier	05-11-2021	05-14-2021	Subscribed		0		<a href="#">View</a>
ALLO	TestAllocation	Premier Software Enterprise, Inc.	05-06-2021	05-06-2021	Subscribed		1000	Allocated	<a href="#">View</a>

Active Symbol	Event Name	Company	Start Date	End Date	Action
SAMPL	sample	Premier	05-11-2021	05-14-2021	<a href="#">View</a>

**STEP 2.** Fill out the Application to Purchase.

The screenshot shows the "Application to Purchase" form overlaid on the dashboard. The form includes fields for "Lot Size" (1,000), "Maximum Number of Shares for Subscription" (100,000), and "Minimum Number of Shares for Subscription" (1,000). It also has sections for "Contact Person 2 Details" and "Contact Person 3 Details", both with a URL "https://easy10.wdsdev.premierse.com/Events/ipc". The "Application to Purchase" section contains fields for "Order Size(Shares)" (0), "Trading Participant" (a dropdown menu), and "Total Amount in PHP" (0.00). At the bottom, there is a checkbox for "I agree to the Representations, Warranties, Authorization and Acknowledgment. (Click here)" and three buttons: "SAVE AS DRAFT", "SUBSCRIBE", and "Cancel".

**Application to Purchase**

Lot Size \*  
1,000

Maximum Number of Shares for Subscription \*  
100,000

Minimum Number of Shares for Subscription  
1,000

Contact Person 2 Details  
<https://easy10.wdsdev.premierse.com/Events/ipc>

Contact Person 3 Details  
<https://easy10.wdsdev.premierse.com/Events/ipc>

Application to Purchase

Order Size(Shares) \*  
0

Trading Participant \*  
▼

Total Amount in PHP \*  
0.00

I agree to the Representations, Warranties, Authorization and Acknowledgment. ([Click here](#))

[SAVE AS DRAFT](#) [SUBSCRIBE](#) [Cancel](#)

**STEP 3.** Tick checkbox on acknowledgments.

**STEP 4.** Click "Subscribe"

### Application to Purchase

1.00

https://easy10.wdsdev.premierse.com/Events/ipc

Lot Size \*

Contact Person 2 Details

Please scroll below to read and acknowledge

Reader may/ or the Offeror may consider necessary or advisable to effect the registration in my/the Corporation's/the Partnership's name of the Offer Shares being applied for, or any lesser number in respect of which an Application may be accepted, in the Stock and Transfer Book of the Issuer. I/the Corporation/the Partnership undertake to sign all documents and to do all other acts necessary to enable me/the Corporation/the Partnership to be registered as the owners of the Offer Shares being applied for or any lesser number in respect of which the Application may be accepted, subject to the Articles of Incorporation (as amended) and By-Laws (as amended) of the Issuer, and the laws of the Republic of the Philippines.

**I/the Corporation/the Partnership also acknowledge that:**

1. Applications received after the end of the Offer Period, or any extension thereof, Applications that do not comply with the terms and conditions of the Offer, the Implementing Guidelines, and all rules and regulations governing the Offer, Applications with incomplete requirements, and Applications that are not fully paid within the deadline for payment shall be rejected; and
2. Notwithstanding the acceptance of any Application, I/the Corporation's/the Partnership's actual subscription of the Offer Shares will be effected only upon listing of the Offer Shares at the PSE.

☐ Check the box to acknowledge

I agree to the Representations, Warranties, Authorization and Acknowledgment. [\(Click here\)](#)

SAVE AS DRAFT

SUBSCRIBE

Cancel

### Subscription

Subscription Success.

OK

### 3. PAYMENT

**STEP 1.** View / Download the payment details

Implementing Guidelines for LSIs  
"Annex “B”

PSE EASY

THE PHILIPPINE STOCK EXCHANGE, INC.  
EASy Electronic Allocation System

WELCOME JOHN GARCIA GARCIA  
INVESTOR ACCOUNT

My Portfolio

My Trading Participant

Subscription Details

IPD Name

company

--List of Statuses--

Stock Symbol	Event Name	Company	Start Date	End Date	Subscription Status	Payment Status	No of Share Allocated	Allocation Status	Action
XYZ	XYZ Company	XYZ	07-17-2019	07-18-2019	Subscribed		0		

Active Event

Stock Symbol	Event Name	Company	Start Date	End Date	Action
XYZ	XYZ Company	XYZ	07-17-2019	07-18-2019	

UPCOMING IPOs

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PSE EASY

THE PHILIPPINE STOCK EXCHANGE, INC.  
EASy Electronic Allocation System

WELCOME JOHN GARCIA GARCIA  
INVESTOR ACCOUNT

My Portfolio

My Trading Participant

Subscription Details

IPD Name

company

--List of Statuses--

Stock Symbol	Event Name	Company	Start Date	End Date	Subscription Status	Payment Status	No of Share Allocated	Allocation Status	Action
XYZ	XYZ Company	XYZ	07-17-2019	07-18-2019	Subscribed		0		<div> View</div>

Active Event

Stock Symbol	Event Name	Company	Start Date	End Date	Action
XYZ	XYZ Company	XYZ	07-17-2019	07-18-2019	

UPCOMING IPOs

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## Implementing Guidelines for LSIs "Annex "B"

**PSE EASY** | THE PHILIPPINE STOCK EXCHANGE, INC.  
EASy Electronic Allocation System

WELCOME JOHN GARCIA GARCIA  
INVESTOR ACCOUNT

### Application to purchase

**Event Details**

Event Name \* XYZ Company

**Additional Information**

Stock Symbol \* XYZ

Start Date \* 07-17-2019

End Date \* 07-18-2019

Currency \* PHP

Final Offer Price \* 5.74

[Cancel Subscription](#) [Print/Download Payment Details](#) [Cancel](#)

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### STEP 2. Pay for your subscription

**PSE** | THE PHILIPPINE STOCK EXCHANGE, INC.  
LSI SUBSCRIPTION SYSTEM

### Subscription Details

Event Name: XYZ Company  
Event End Date: 07-18-2019  
Trading Participant: Philippine Stock Exchange

### Application to Purchase

Investor Name: John Garcia Garcia  
Order Size (Shares): 17,400  
Offer Price: PHP 5.74  
Total Amount: PHP 99,876  
Reference No: XYZ00071719000154677

### Payment Instruction

Bank: ABC  
Account Name: Account 1  
Account Number: 0351789463454048  
Special Instruction: The purchase price must be paid in full in Philippine Pesos through the above cited bank. The purchase price may be paid in (i) cash; (ii) a personal check drawn against an account with a BSP-authorized bank at any of its branches located in Metro Manila; or (iii) a manager's or cashier's check issued by an authorized bank.

**\*XYZ00071719000154677\***

[Print](#) [Download](#)

**SAMPLE PSE EASY E-MAIL**

Hi

You have subscribed to The Keepers Holdings, Inc. – Follow-On Offering. Your subscription details are as follows:

Company Name: The Keepers Holdings, Inc.  
Stock Symbol: KEEPR  
Number of Offer Shares Subscribed: [Order Size]  
Offer Price per Share: [Offer Price]  
Total Amount Due: [Amount]  
Subscription Date and Time: [Subscription Date and Time]  
Payment Due Date and Time: Until [End Date] 12:00 PM  
Designated Trading Participant: [TP]  
**PSE Easy Reference Number: [Reference Number]**

To pay for your subscription, please take note of the following details:

DETAILED PAYMENT INSTRUCTIONS CAN BE FOUND IN KEEPR'S WEBSITE AT [•]. For LSI Applicants with COL Financial as the nominated "PSE Trading Participant", refer to the specific payment instructions of such broker. For LSI Applicants with other entities as the nominated "PSE Trading Participant", payment options are as follows: (a) over-the-counter via China Bank Bills Payment in the name of "CBC TAMG AS RECEIVING AGENT" at any operating China Bank branch through the following payment types: (i) cash, or (ii) cashier's/manager's check, corporate check or personal check drawn against an account with a BSP authorized bank in Metro Manila; or (b) China Bank Mobile Banking or Internet Banking via Bills Payment with the Biller/Merchant as "CBC TAMG AS RECEIVING AGENT".

Special Instruction: Checks subject to clearing of over one (1) banking day will not be accepted. All checks should be dated as of the date of submission of the Application, made payable to "CBC TAMG AS RECEIVING AGENT", and crossed for "Payee's Account Only". The PSE EASy Reference Number should be indicated in the payment slip for over-the-counter payments. LSI Applicants are encouraged to bring a copy of the PSE EASy email confirmation containing the PSE EASy Reference Number for validation. Failure to strictly comply with the foregoing instructions, or failure to include the PSE EASy Reference Number in the proof of payment when making over-the-counter payments, or any discrepancies in the PSE EASy Reference Number as reflected in the proof of payment may cause the rejection of the LSI Application.

For concerns relating to payment instructions and your subscription, please contact any of the following:

Receiving Agent: China Banking Corporation – Trust and Asset Management Group  
Contact Persons and Contact Details: Jenny Lind De Dios, Princess Reyes and Eva Pintang via [projectkeepers@chinabank.ph](mailto:projectkeepers@chinabank.ph) or (02) 8885 -5888 local 5865, 5846 or 6628

**IMPORTANT:** All paid subscriptions will still be subject to the final allocation of shares by the Joint Lead Underwriters. In the event that the final number of shares allocated to you is less than the number covered by your paid subscription, or if your subscription is rejected, the Receiving Agent shall refund you, without interest, starting from five (5) trading days from the end of the Offer Period.

This is a system generated notification. Please do not reply to this email.

For your PSE EASy concerns, please contact the System Administrator through the following:  
Contact Number: 876 4888 Email: [investing@pse.com.ph](mailto:investing@pse.com.ph)



## Over-the-Counter Bills Payment via Cash or Check