

Annex “C”

IMPLEMENTING GUIDELINES FOR THE RESERVATION AND ALLOCATION OF THE KEEPERS HOLDINGS, INC. (THE “COMPANY”) OFFER SHARES TO THE TRADING PARTICIPANTS OF THE PHILIPPINE STOCK EXCHANGE, INC. (“PSE” OR THE “EXCHANGE”) THROUGH THE JOINT ISSUE MANAGERS, JOINT LEAD UNDERWRITERS AND JOINT BOOKRUNNERS

These implementing guidelines (“TP Guidelines”) supplement and do not replace, supersede or revoke, and must be read in conjunction with, the Terms and Conditions of the Offer in the Application to Purchase (the “Application”) and the final prospectus of The Keepers Holdings, Inc. dated November 2, 2021 (the “Final Prospectus”) prepared in relation to the offer of the Company’s Offer Shares (the “Offer”), which shall be distributed prior to the start of the Offer Period.

The Final Prospectus details the offer of 3,000,000,000 primary common share of the Company (the “Offer Shares”). All requirements stated in the 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 and on the PSE EDGE website, <https://edge.pse.com.ph>, as may be amended or supplemented.

For the purpose of ensuring and facilitating a fair, orderly and transparent distribution of the Offer Shares through the PSE, in connection with the Offer, the Company and China Bank Capital Corporation (“China Bank Capital”), PNB Capital and Investment Corporation (“PNB Capital”), and SB Capital Investment Corporation (“SB Capital”) (collectively referred to as the “Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners”), and the Trading Participants of the PSE (“Trading Participants” or “TP”), hereby adopt the following guidelines for the Offer:

1. On October 29, 2021, the Exchange posted in the PSE EDGE website, <https://edge.pse.com.ph>, the hyperlink to the Prospectus dated October 25, 2021 (the “Preliminary Prospectus”) prepared in relation to the Offer. Such Preliminary Prospectus uploaded in the Company’s website contains, among others, the following:
 - a. Summary terms and conditions of the Offer;
 - b. Total number of shares to be distributed; and
 - c. Number of Offer Shares which may be distributed by each active TP (“Allocation per TP”).
2. On October 29, 2021, the Company advised the Exchange of the Final Offer Price of ₱1.50 per share applicable on the Offer Shares. The Listings Department of the Exchange announced the Offer Price through a PSE Listing Notice posted on the PSE EDGE website, (“PSE Listing Notice”).
3. On October 29, 2021, the Company advised the Exchange on the final terms and conditions of the Offer.
4. The Exchange shall post in the PSE EDGE website the hyperlink to the Company’s website, https://thekeepers.com.ph/?page_id=95, where the Company’s Final Prospectus is uploaded and is available for downloading through a PSE Listing Notice which shall include, among others, the following information:
 - a. Final Issue Size and Final Offer Price;
 - b. Final Summary Terms and Conditions of the Offer;

- c. Total number of shares to be distributed; and
 - d. Allocation per TP.
5. Before 9:00 a.m. on November 4, 2021, the selling kits prepared by the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners in relation to the Offer (“Selling Kits”) shall be distributed by the Company, through the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners through electronic communication.

Each Selling Kit shall contain at least (i) a copy of the TP Guidelines, (ii) a copy of the Final Prospectus, (iii) a copy of the Sales Report template, (iv) a copy of the Application, and (v) a copy of the Signature Card.

Physical copies of the Selling Kit are available upon request and for pick-up at:

- a. Office of China Banking Corporation acting through its Trust and Asset Management Group (“CBC – TAMG” or the “Receiving Agent”) at Client Room A, Second (2nd) Floor, China Bank Building, 8745 Paseo de Roxas corner Villar Street, Makati City, Philippines 1226; or
- b. Lobby of The Philippine Stock Exchange, Inc. located at the 5th Avenue corner 28th Street: Bonifacio Global City, Taguig City.

Requests for physical copies must be submitted on or before 10:00 a.m. on November 4, 2021. Trading Participants shall coordinate with PNB Capital at pnbcapital@pnb.com.ph for further instructions.

Upon receipt of the Selling Kits referred to above, each Trading Participant is deemed to have agreed to the terms and conditions set out in these Guidelines and to the procedures relative to the TP Guidelines.

6. No later than 11:00 a.m. on November 8, 2021, each TP participating in the Offer (each a “Participating TP”) shall submit the scanned copy of the duly-accomplished and signed Firm Undertaking to Purchase Offer Shares of the Company (the “Firm Undertaking to Purchase”), attached as Annex “B” to these TP Guidelines, to China Banking Corporation acting through its Trust and Asset Management Group (“CBC – TAMG” or the “Receiving Agent”) via email at projectkeepers@chinabank.ph with the subject “Undertaking – [Name of TP]”. Kindly note that three (3) sets of hard/physical copies of the Firm Undertaking to Purchase and the attachments (if any) should be submitted to the Mr. Jericho Lagustan at the 8th Floor, China Bank Building, 8745 Paseo de Roxas corner Villar Street, Makati City, Philippines 1226 (“Receiving Agent Office”) no later than 12:00 noon on November 19, 2021.

For submissions on November 4 to 5, 2021 (cut-off of 3:30 p.m.), the Receiving Agent shall provide a confirmation email acknowledging receipt of the scanned copies of the Firm Undertaking to Purchase no later than 3:30 p.m. on the same day. Otherwise, please contact representatives of the Receiving Agent immediately. For submissions on November 8, 2021, if the Participating TP does not receive confirmation by 11:30 a.m., the Participating TP must contact the representatives of the Receiving Agent.

Alternatively, Participating TPs may also physically submit three (3) physical copies of the duly-accomplished Firm Undertaking to Purchase to the designated representatives of the Receiving Agent stationed at Client Room A, Second (2nd) Floor, China Bank Building, 8745 Paseo de Roxas corner Villar Street, Makati City, Philippines 1226, beginning on November 4, 2021 from 9:00 a.m. until 3:00 p.m. until November 8, 2021, 11:00 a.m. (where the 11:00 a.m. deadline shall be strictly observed).

Participating TPs must also attach with the Firm Undertaking to Purchase a copy of its proof of authority to sign of its authorized signatory/(ies) which shall be in a form of a Sworn Corporate Secretary's Certificate containing the board resolution, confirming the authority of the person(s) designated therein to sign and execute the papers or documents for and on behalf of such Trading Participant, and the specimen signature(s) of such authorized signatory(ies) (the "Proof of Authority to Sign") unless the Proof of Authority to Sign has already been provided in the records of the Exchange (the "PSE Records"). The Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall make arrangements with the Exchange to provide the Receiving Agent access to the PSE Records no later than two (2) business days before the start of the Offer Period. **All forms must be originally signed in wet ink. Photocopies or facsimile copies for the Firm Undertaking to Purchase shall not be accepted. The Participating TPs should read the terms of the Firm Undertaking to Purchase and abide by its commitments under the Firm Undertaking to Purchase.**

- a. Two (2) copies of the Firm Undertaking to Purchase shall be retained by the Receiving Agent, while the third copy, duly stamped and received by it, will be returned to the Participating TP.
- b. The number of Offer Shares to be placed on the Firm Undertaking to Purchase shall be the total number of Offer Shares which the Participating TP shall unconditionally commit to purchase, on a firm basis ("Firm Order"), including Additional Shares (as defined below), if any.
- c. The Participating TP may opt to submit a Firm Order that is more than, equal to, or less than the TP Allocation. Any orders in excess of the TP Allocation shall be referred to as the "Additional Shares".
- d. The number of Offer Shares to be indicated in the Firm Undertaking to Purchase must be compliant with the minimum order size and incremental lot size as described in item number 12 below.

The scanned copies of the original documents shall be submitted to the Receiving Agent via email at projectkeepers@chinabank.ph no later than 11:00 a.m. on November 8, 2021. The subject of the email should be "Undertaking – [Name of TP]". The Receiving Agent shall provide a confirmation email acknowledging receipt of the scanned copies of the Firm Undertaking to Purchase. For submissions on November 4 to 5, 2021 (cut-off of 3:30 p.m.), the Receiving Agent shall provide a confirmation email acknowledging receipt of the scanned copies of the Firm Undertaking to Purchase no later than 3:30 p.m of the same day. Otherwise, please contact representatives of the Receiving Agent. Submissions past the cut-off time will be confirmed on the next banking day and shall follow the same procedures on email confirmation as described. On November 8, 2021, if the Participating TP does not receive confirmation by 11:30 a.m., the Participating TP must contact the representatives of the Receiving Agent.

The original copies shall be submitted to the Receiving Agent Office no later than 12:00 noon on November 19, 2021.

7. Based on the Firm Undertaking to Purchase submitted by the Participating TP, the Receiving Agent shall accomplish the following:
 - a. Verify the signature on each Firm Undertaking to Purchase received against the records of the Exchange on the Sworn Certification/Proof of Authority to Sign submitted by the Participating TP to the Exchange or against the copy of the Proof of Authority to Sign that is attached to the Firm Undertaking to Purchase and submitted by each Participating TP to the Receiving Agent;

- b. Verify that the number of shares indicated in the Firm Undertaking to Purchase are in accordance with the minimum subscription amount of One Thousand (1,000) Offer Shares and in multiples of One Thousand (1,000) Offer Shares thereafter; and
 - c. Verify that the total number of Offer Shares indicated does not exceed the aggregate number of Offer Shares allocated to all Participating TPs under the Offer (the “TP Allocation”).
8. No later than 1:00 p.m. on November 8, 2021, the Receiving Agent shall prepare a summary report containing the list of Participating TPs and their corresponding Firm Orders based on the Firm Undertaking to Purchase (“Firm Undertaking Report”) submitted by the Participating TPs, and send the report to the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners.

No later than 3:00 p.m. on November 8, 2021, the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners, with guidance from the PSE Listings Department, shall conduct the allocation of the Offer Shares for Participating TPs, as described under the Mechanics of Distribution of the TP Allocation section below, and furnish the PSE Listings Department the list of Participating TPs and the corresponding number of Offer Shares allocated to each of them (the “TP Allocation Report”) no later than 4:00 p.m. on November 8, 2021, which shall be in the form of an excel worksheet and in PDF format. The Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall verify that the total number of Offer Shares indicated in the TP Allocation Report does not exceed the aggregate Offer Shares allocated to all TPs.

9. No later than 5:00 p.m. on November 8, 2021, the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall submit to the Exchange, through electronic communication, any amendment to the TP Allocation Report, as advised by the PSE Listings Department (the “Final TP Allocation Report”). The Final TP Allocation Report duly signed by an authorized signatory of each of the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall be sent to the PSE Listings Department (email: listings@pse.com.ph) and the Receiving Agent (email: projectkeepers@chinabank.ph).
10. No later than 9:00 a.m. on November 9, 2021, the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall deliver, through electronic communication, the notice of final allocation to each Participating TP (each a “Notice of Final Allocation”). Immediately thereafter, the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall inform the PSE Listings Department of the delivery of the Notice of Final Allocation to each Participating TP via electronic communication.
- The original copies of the Notice of Final Allocation will be delivered to each Participating TP’s registered office address within thirty (30) calendar days from November 9, 2021.
11. No later than 12:00 noon on November 10, 2021, each Participating TP shall submit, through email, the following documents (each “Application Documents”) to the Receiving Agent at projectkeepers@chinabank.ph with the subject of the email “Documents – [Name of TP]”:
- a. Duly-accomplished Application to Purchase;
 - b. The required attachments as enumerated in the Application;
 - c. Properly filled-out specimen signature cards, each bearing the specimen signatures of the TP’s designated signatories, duly authenticated and certified by its Corporate Secretary;
 - d. Two (2) government issued IDs of the authorized signatory/ies, certified true copy by the TP’s Corporate Secretary;
 - e. Duly-accomplished Sales Report in excel format;
 - f. “Affidavit of Undertaking to Submit Original Copies of the Documents” (the “Undertaking to Submit”), attached as Annex “C” to these TP Guidelines; and

- g. The proof of payment covering the total Offer Shares awarded to the TP pursuant to the Notice of Final Allocation.

Payment for the Offer Shares being subscribed for may be done through over-the counter deposit to the designated bank account below at any China Bank branch through the following payment types:

Account Name	CBC-TAMG FAO TP Keepers
Account Number	SA# 1003-0260-7200
Bank	China Banking Corporation

- 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 FAO TP Keepers", crossed "Payee's Account Only," and dated the same date as the Application; or
- ii. Cash payment

For a list of China Bank branches, please visit: <https://www.chinabank.ph/find-atm-branch.aspx>.

Participating TPs may coordinate with the Receiving Agent for other modes of payment, and shall strictly adhere to the procedures to be imposed by the Receiving Agent for such other mode of payment.

The Receiving Agent shall provide a confirmation email acknowledging receipt of the scanned copies of the Application Documents. For submissions prior to November 10, 2021 (cut-off of 3:30 p.m. on banking days), the Receiving Agent shall provide a confirmation email by 3:30 p.m. on the same day; otherwise, Participating TPs shall contact representatives of the Receiving Agent. Submissions post the cut-off time will be acknowledged on the next banking day and are to observe the same procedures on acknowledgment described. On the last day of the Offer Period or on November 10, 2021, if the Participating TP does not receive confirmation by 1:00 p.m., the Participating TP must contact the representative(s) of the Receiving Agent.

Hard/physical copies of the Application documents shall be submitted to the Receiving Agent at the Receiving Agent's Office no later than 12:00 p.m. on November 19, 2021. In relation to the submission of physical copies, Participating TPs are reminded of the following:

- a. The Application must be duly-accomplished in quadruplicate (4 copies), with at least one (1) copy bearing the wet ink signature of the authorized signatory(ies) of the Participating TP;
- b. There must be two (2) properly filled-out specimen signature cards, each bearing the wet ink specimen signatures of the authorized signatory(ies) of the Participating TP, and duly authenticated and certified by its corporate secretary (bearing the wet ink signature); and
- c. There must be four (4) properly accomplished sales report, each bearing the wet ink signature of the certifying authorized signatory(ies) of the Participating TP.

Notwithstanding the above, Participating TPs may also physically submit their Applications before the deadline, during the Offer Period from 9:00 a.m. until 3:00 p.m. (except on November 10, 2021 where the 12:00 noon deadline shall be strictly observed) at the designated receiving area of the Receiving Agent at the Client Room A, Second (2nd) Floor, China Bank Building, 8745 Paseo de Roxas corner Villar Street, Makati City, Philippines 1226. Participating TPs submitting the physical/ hard copies of the Application Documents from November 11, 2021 until 12:00 p.m. on November 19, 2021 may submit these to Mr. Jericho Lagustan at the Receiving Agent Office.

For further clarifications, TPs may reach the Receiving Agent via email at projectkeepers@chinabank.ph. The representatives are as follows:

Name	Telephone Number	E-mail Address
Susan U. Ferrer	(02) 8885-5888 loc 5874 / +639209229849	projectkeepers@chinabank.ph
Jericho D. Lagustan	(02) 8885-5888 loc 6006 / +639178745374	
Jenny Lind De Dios	(02) 8885-5888 loc. 5865 / +639178311101	
Princess Reyes	(02) 8885-5888 loc. 5846 / +639958195990	

12. The minimum order size is One Thousand (1,000) Offer Shares, with incremental lot sizes of One Thousand (1,000) Offer Shares. The Offer Shares may be purchased by (a) any natural person of legal age, regardless of nationality; and (b) any corporation, association partnership, trust account, fund or entity, that is resident in and organized under the laws of the Philippines (the “Philippine Investor”), regardless of nationality, subject to the Restrictions on Ownership, as described in the Final Prospectus, and Company’s right to reject an Application or reduce the number of Offer Shares applied for subscription. Each Participating TP shall not make any press or public announcement or issue and distribute any document other than the Final Prospectus, Application (including the attached annexes) or materials issued by the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners, in accordance with the Amended Implementing Rules and Regulations of the Philippine Securities Regulation Code (SRC) Rule 8.1 No. 3, G, which states that: “the use of selling documents other than the final prospectus during the Offer Period is prohibited, except that the information contained in SRC Rule 8.3 may be disseminated in whole or in part to summarize the offering.”
13. Each Participating TP shall not solicit, directly or indirectly, applications for any Offer Shares on behalf of or for the account of any person or entity who is not a Philippine Investor. Each Participating TP shall also represent, warrant and agree it will, offer or sell, directly or indirectly, any of the Offer Shares in a manner which is compliant with all relevant laws, rules and regulations in the jurisdictions where it proposes to offer or sell the Offer Shares.
14. Without prejudice to the foregoing and any subsequent submission by a Participating TP of the above-specified documents, the Company, through the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners, reserves the right to reject any Application that is incomplete, completed

incorrectly, submitted without all the required documents or does not meet the requirements as set forth in the terms and conditions of the Application.

15. No later than 12:00 p.m. of November 12, 2021, two (2) Business Days after the end of the Offer Period, the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall deliver to the Receiving Agent the final allocation reports and final sales reports containing the final allocation of Offer shares to each institutional investor under the Institutional Offer, and to each relevant Joint Issue Manager, Joint Lead Underwriter and Joint Bookrunner (as applicable).
16. No later than 12:00 p.m. on November 15, 2021, the Company, through the Receiving Agent shall submit to the Philippine Depository & Trust Company (“PDTC”) the final consolidated Sales Report.
17. By Listing Date, the aggregate number of Offer Shares sold in the Offer will be lodged with the PDTC in the name of PCD Nominee Corporation.
18. The Company, through the Receiving Agent, shall submit to the Exchange three (3) banking days prior to the Listing Date or on November 16, 2021 not later than 5:00 p.m. (Philippine Standard time), the final consolidated Sales Report of the Offer, including the breakdown of the final Participating TP subscriptions and LSI subscriptions. The Company, through the Receiving Agent, shall likewise submit a report summarizing all the Applications and payments made by the Participating TPs relative to their respective Firm Undertaking to Purchase.
19. Three (3) business days prior to the listing of the Offer Shares or on November 16, 2021 not later than 5:00 p.m. (Philippine Standard time), the Company, through the Receiving Agent shall likewise submit to the Exchange a certification on the number of Offer Shares lodged with the Registrar, along with the final consolidated Sales Report.
20. In case of rejected or scaled down Applications to purchase the Offer Shares, the concerned Participating TPs shall be notified by the Receiving Agent. In such a case, check refunds shall be available for pick-up at least five (5) business days after the Offer Period or on November 17, 2021 from 8:30 a.m. to 3:30 p.m. at the office of the Receiving Agent located at the 8th Floor, China Bank Building, 8745 Paseo de Roxas corner Villar Street, Makati City, Philippines 1226. Likewise, rejected Applications shall be made available for pick-up at the said office of the Receiving Agent on November 17, 2021 from 8:30 a.m. to 3:30 p.m.. The representatives of the Participating TPs claiming such check refunds or rejected Applications are required to present an authorization letter and proper identification documents prior to the release of such check refunds or rejected Applications.
19. Any questions related to the documentary submissions and payments may be directed to the below representatives of the Receiving Agent with the following subject headings:

Documentary Submissions - “TP Documentary Submission: (Name of Trading Participant)”
Payments - “TP Payment: (Name of Trading Participant)”

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 Number	E-mail Address
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Susan U. Ferrer	(02) 8885-5888 loc 5874 / +639209229849	projectkeepers@chinabank.ph
Jericho D. Lagustan	(02) 8885-5888 loc 6006 / +639178745374	

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

Name	E-mail Address
Samantha T. Uy	satuy@chinabank.ph
Jaime J. San Pedro	jmjsanpedro@chinabank.ph

PNB Capital

Name	E-mail Address
Kim C. Aclan	pnbcapitalkeepersfoo@pnb.com.ph
Marge J. Reyes	

SB Capital

Name	E-mail Address
Daisy S. Garcia	DGarcia@securitybank.com.ph
Adrienne Denise C. Aguirre	ADAguirre@securitybank.com.ph

20. Participating TPs shall be entitled to a selling fee of 1.00%, inclusive of VAT, of the Trading Participants and Retail Offer Shares taken up and purchased by the relevant Participating TP. The selling fee, less a withholding tax of 15%, will be paid by the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners to the relevant Participating TP within ten (10) banking days from the Listing Date.

Annex “A”

PROCEDURES RELATIVE TO THE IMPLEMENTING GUIDELINES FOR THE RESERVATION AND ALLOCATION OF THE KEEPERS HOLDINGS, INC. (THE “COMPANY”) OFFER SHARES TO THE TRADING PARTICIPANTS OF THE PHILIPPINE STOCK EXCHANGE, INC. (“PSE” OR THE “EXCHANGE”) THROUGH THE JOINT ISSUE MANAGERS, JOINT LEAD UNDERWRITERS AND JOINT BOOKRUNNERS

These Procedures do not replace, supersede or revoke, and must be read in conjunction with, the Terms and Conditions of the Application to Purchase (“Application”) and Implementing Guidelines for the Reservation and Allocation of The Keepers Holdings, Inc.’s Common Shares to the Trading Participants of the Philippine Stock Exchange Inc. through the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners (“TP Guidelines”).

The Final Prospectus details the offer of 3,000,000,000 primary common shares (the “Offer Shares”). All requirements stated in the Application must be complied with. All capitalized terms used herein have the same meanings ascribed to them in the Final Prospectus, unless otherwise defined in the Implementing Guidelines.

Upon receipt of the Selling Kits referred to above, each TP is deemed to have agreed to the terms and conditions set out in the Implementing Guidelines and to the procedures relative to the TP Guidelines.

I. Action Steps for the PSE TPs:

1. No later than 11:00 a.m. on November 8, 2021, submit to the Receiving Agent via email to projectkeepers@chinabank.ph with subject “Undertaking – [Name of TP]” the duly-accomplished and signed Firm Undertaking to Purchase, specifying the number of shares the TP commits to purchase, including Additional Shares, if any. Kindly note that three (3) sets of hard/physical copies of the Firm Undertaking to Purchase and the attachments (if any) should be submitted to the Mr. Jericho Lagustan at the 8th Floor, China Bank Building, 8745 Paseo de Roxas corner Villar Street, Makati City, Philippines 1226 (“Receiving Agent Office”) no later than 12:00 noon on November 19, 2021.

Alternatively, three (3) physical duly-accomplished and signed Firm Undertaking to Purchase may be submitted to designated representatives of the Receiving Agent at Client Room A, Second (2nd) Floor, China Bank Building, 8745 Paseo de Roxas corner Villar Street, Makati City, Philippines 1226.

In accomplishing the Firm Undertaking to Purchase, please be guided by the following:

For the Offer, Trading Participants will be allocated a total of 600,000,000 Offer Shares. Each Trading Participant will be allocated a total of 4,800,000 Offer Shares.

The minimum subscription is 1,000 Offer Shares. Participating TPs may subscribe to additional Offer Shares provided that they be in multiples of 1,000 Offer Shares.

- a. A TP must attach to the Firm Undertaking to Purchase a copy of its proof of authority to sign of its authorized signatory/(ies) which shall be in a form of a Sworn Corporate Secretary’s Certificate containing the board resolution, confirming the authority of the person(s) designated therein to sign and execute the papers or documents for and on behalf of such Trading Participant, and the Specimen Signature(s) of such authorized signatory(ies) (the “Proof of Authority to Sign”), unless

the Proof of Authority to Sign has been provided in the records of the Exchange. All forms must be originally signed in wet ink, and actual documents delivered to the Receiving Agent no later than 12:00 p.m. on November 19, 2021. Photocopies or facsimile copies of the Firm Undertaking to Purchase shall not be accepted. The TPs should read the terms of the Firm Undertaking to Purchase and abide by its commitments under the Firm Undertaking to Purchase.

- b. A Participating TP may opt to submit a Firm Order that is more than, equal to, or less than the TP Allocation, subject to the Mechanics of Distribution described below. Any orders in excess of the TP Allocation shall be referred to as the “Additional Shares”, subject to the Mechanics of Distribution described below.

Any Additional Shares may be awarded to the Participating TP from the TP Allocation not taken up by the other TPs.

- c. TPs who opt not to participate in the Offer and those who fail to submit the Firm Undertaking to Purchase on the specified date and time will be deemed not to have purchased any of the Offer Shares.

- 2. Not later than 12:00 noon on November 10, 2021, each Participating TP shall submit, via email, the following documents (each the “Application Documents”) to the Receiving Agent at projectkeepers@chinabank.ph with subject of the email “Documents – [Name of TP]”. Client Room A, Second (2nd) Floor, China Bank Building, 8745 Paseo de Roxas corner Villar Street, Makati City, Philippines 1226:

- a. Duly-accomplished Application to Purchase;
- b. The required attachments as enumerated in the Application;
- c. Properly filled-out specimen signature cards, each bearing the specimen signatures of the TP’s designated signatories, duly authenticated and certified by its Corporate Secretary;
- d. Two (2) government issued IDs of the authorized signatory/ies, certified true copy by the TP’s Corporate Secretary;
- e. Duly-accomplished Sales Report in excel format;
- f. “Affidavit of Undertaking to Submit Original Copies of the Documents” (the “Undertaking to Submit”), attached as Annex “C” to these TP Guidelines; and
- g. The proof of payment covering the total Offer Shares awarded to the TP pursuant to the Notice of Final Allocation (including Additional Shares, if any).

Payment for the Offer Shares being subscribed for may be done over-the counter deposit to the designated bank account below at any China Bank branch through the following payment types:

Account Name	CBC-TAMG FAO TP Keepers
Account Number	SA# 1003-0260-7200
Bank	China Banking Corporation

- 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 FAO TP Keepers", crossed "Payee's Account Only," and dated the same date as the Application; or
- ii. Cash payment

For a list of China Bank branches, please visit: <https://www.chinabank.ph/find-atm-branch.aspx>.

Participating TPs shall coordinate with the Receiving Agent for other modes of payment, and shall strictly adhere to the procedures to be imposed by the Receiving Agent for such other mode of payment.

The Receiving Agent shall provide a confirmation email acknowledging receipt of the scanned copies of the Application Documents. For submissions prior to November 10, 2021 (cut-off of 3:30 p.m. on banking days), the Receiving Agent shall provide a confirmation email by 3:30 p.m. on the same day; otherwise, Participating TPs shall contact representatives of the Receiving Agent. Submissions post the cut-off time will be acknowledged on the next banking day and are to observe the same procedures on acknowledgement described. On the last day of the Offer Period or on November 10, 2021, if the Participating TP does not receive confirmation by 1:00 p.m., the Participating TP must contact the representative(s) of the Receiving Agent.

Hard/physical copies of the Application documents shall be submitted to the Receiving Agent at the Receiving Agent's Office no later than 12:00 p.m. on November 19, 2021. In relation to the submission of physical copies, Participating TPs are reminded of the following:

- b. The Application must be duly-accomplished in quadruplicate (4 copies), with at least one (1) copy bearing the wet ink signature of the authorized signatory(ies) of the Participating TP;
- d. There must be two (2) properly filled-out specimen signature cards, each bearing the wet ink specimen signatures of the authorized signatory(ies) of the Participating TP, and duly authenticated and certified by its corporate secretary (bearing the wet ink signature); and
- e. There must be four (4) properly accomplished sales report, each bearing the wet ink signature of the certifying authorized signatory(ies) of the Participating TP.

Notwithstanding the above, Participating TPs may also physically submit their Applications before the deadline, during the Offer Period from 9:00 a.m. until 3:00 p.m. (except on November 10, 2021 where the 12:00 noon deadline shall be strictly observed) at the designated receiving area of the Receiving Agent at the Client Room A, Second (2nd) Floor, China Bank Building, 8745 Paseo de Roxas corner Villar Street, Makati City, Philippines 1226. Participating TPs submitting the physical/ hard copies of the Application Documents from November 11, 2021 until 12:00 p.m. on November 19, 2021 may submit these to Mr. Jericho Lagustan at the Receiving Agent Office.

The deadline for submission of Application and the required attachments to the Applications, signature cards, Sales Reports and payments to the Receiving Agent is 12:00 noon on November 10, 2021. The 12:00 noon deadline on November 10, 2021 shall be strictly observed.

Each Participating TP shall submit separate Applications and Sales Reports for subscriptions by non-Filipino applications.

PARTICIPATING TP'S SUBMITTING VIA EMAIL MUST ENSURE THAT HARD/PHYSICAL COPIES THE APPLICATION DOCUMENTS MUST BE SUBMITTED TO THE RECEIVING AGENT AT THE RECEIVING AGENT OFFICE, AND IN SUCH NUMBER OF COPIES AND MANNER OF ACCOMPLISHMENT AS SPECIFIED IN THE TP GUIDELINES. FAILURE OF WHICH WILL GIVE THE COMPANY, THROUGH THE JOINT ISSUE MANAGERS, JOINT LEAD UNDERWRITERS AND JOINT BOOKRUNNERS AND/OR RECEIVING AGENT, THE ABSOLUTE RIGHT, BUT NOT THE OBLIGATION, TO REJECT THE APPLICATION. THIS RULE WILL BE STRICTLY FOLLOWED.

3. The Application and Sales Reports should be consistent with number of Offer Shares allocated to the Participating TP as specified under the Notice of Final Allocation.

II. Action Steps for the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners:

1. Upon receipt of the Firm Undertaking to Purchase, the Receiving Agent shall verify the signatures on the Firm Undertaking to Purchase against the PSE Records or against the copy of the Proof of Authority to Sign submitted by each TP to the Exchange or against the copy of the Proof of Authority to Sign that is attached to the Firm Undertaking to Purchase submitted by each TP to Receiving Agent, and the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall prepare a summary report of the Firm Orders on the Firm Undertaking to Purchase submitted by the Participating TP.

During the Offer Period, the Receiving Agent shall make arrangements with the PSE for its access to the PSE Records.

2. The Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall prepare the TP Final Allocation List which shall indicate the names of Participating TPs and their corresponding Firm Orders (as indicated in the report of Firm Undertaking to Purchase) and, after conducting the allocation process with guidance from the PSE Listings Department, the final number of Firm Shares allocated to each Participating TP.

The Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall prepare and submit the Notice of Final Allocation of each Participating TP to the PSE Listings Department. Those who opted not to participate in the Offer and those who failed to submit the Firm Undertaking to Purchase on the date and time specified shall not be given the said notice.

3. The Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall deliver the Notice of Final Allocation to each Participating TP no later than 9:00 a.m. on November 9, 2021. The original copies of the Notice of Final Allocation will be delivered to each Participating TP within thirty (30) calendar days from November 9, 2021.

III. Mechanics of Distribution of the Total TP Allocation

1. Upon presentation of the Firm Undertaking to Purchase report, the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall, with guidance from the PSE Listings Department, input the number of Offer Shares requested by each Participating TP in a spreadsheet designed for the reservation and allocation of the TP Allocation.

2. The spreadsheet shall distribute the total number of Offer Shares to be allocated to each Participating TP in accordance with the following process:
 - a. If the total number of Offer Shares requested by a Participating TP does not exceed the TP Allocation, the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners shall fully satisfy the request of such Participating TPs. Each TP is assured of not less than the TP Allocation. The balance, if any, shall be re-distributed among those who have signified a commitment to purchase more than the TP Allocation in their Firm Undertaking to Purchase until all the Offer Shares allotted for distribution are allocated.

If the total demand from the Participating TPs is above the total TP Allocation, the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners, with guidance from the PSE Listings Department, will be allocated to the Participating TPs by (i) filling in first those Participating TPs whose orders are less than or equal to the Allocation per TP, and then (ii) those TPs who have orders for Additional Shares.
 - b. In no case shall any Participating TP be awarded more than the shares indicated in its Firm Undertaking to Purchase.
 - c. If the total number of Offer Shares requested by all Participating TPs (including the Additional Shares) is less than the total TP Allocation, the balance shall be returned to the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners.
 - d. If the total number of Offer Shares requested by a Participating TP is more than its TP Allocation, the excess Firm Order may be awarded to such Participating TP out of the shares not taken up by the other TPs.
3. All deadlines indicated in these procedures shall be strictly enforced and followed.

Annex “B”

**FIRM UNDERTAKING TO PURCHASE OFFER SHARES
OF THE KEEPERS HOLDINGS, INC.**

This Firm Undertaking to Purchase Offer Shares of The Keepers Holdings, Inc. (the “Firm Undertaking to Purchase”) is made and executed this ____ day of _____, 2021 by:

(Name of Trading Participant)

(Trading Participant Number)

(Address of Trading Participant)

hereinafter referred to as the “Trading Participant”;

In consideration for being granted the right to participate in the sale and distribution of the Offer Shares of The Keepers Holdings, Inc., the Trading Participant unconditionally undertakes to purchase (_____) (in words) (_____) Offer Shares of the Company (in number of shares)

for and on behalf of its clients. The Trading Participant similarly undertakes to deliver to the Receiving Agent the Application Form/s (“Application”), signature cards, required attachments to the Application, hard and soft copies of the Sales Report, and the corresponding personal / corporate / cashier’s / manager’s check payment constituting the full payment of said shares, as well as other requirements, as specified in the “Implementing Guidelines for the Reservation and Allocation of The Keepers Holdings, Inc.’s Offer Shares to the Trading Participants of The Philippine Stock Exchange, Inc. through the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners” not later than 11:00 a.m. on November 8, 2021. It is hereby understood that the Offer Shares not covered by the Application in the name of the clients, if any, of the Trading Participants shall be lodged with the Philippine Depository & Trust Corporation (“PDTC”) for the account of the undersigned Trading Participant. Likewise, the Offer Shares covered by defective, deficient or incomplete Application, supporting documents or personal / corporate / cashier’s / manager’s check payments shall be lodged with the PDTC for the account of the undersigned Trading Participant.

In the event the Trading Participant is allocated a number of Offer Shares less than that above specified, the Trading Participant agrees to purchase said number of shares under the same conditions.

Pursuant to Article III, Part F, Section 5 of the Exchange’s Listing Rules, the Trading Participant has ensured and shall continue to ensure that clients subscribing to the Offer Shares are prioritized before the Trading Participant can acquire the same for its own or any of its proprietary accounts as defined in Rule 34.1, paragraph 1(A)(3) of the Securities Regulation Code.”

Furthermore, by virtue of this Firm Undertaking to Purchase, the Trading Participant hereby accedes to and shall strictly comply with the “Implementing Guidelines for the Reservation and Allocation of The Keepers Holdings, Inc.’s Offer Shares to the Trading Participants of the Philippine Stock Exchange, Inc. through the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners”.

(Printed Name, Position/Title & Signature
of Authorized Signatory of the Trading
Participant)

(Printed Name, Position/Title & Signature of
Authorized Signatory of the Trading
Participant)

IMPORTANT: The foregoing Firm Undertaking to Purchase shall be accomplished for the purpose of determining the number of Offer Shares to be distributed to the public by each Trading Participant of the PSE. Read carefully and comply strictly with the following instructions: (1) Accomplish the Firm Undertaking to Purchase in triplicate and submit the same to the Receiving Agent. One copy of the Firm Undertaking to Purchase, duly stamped received by the Receiving Agent, shall be returned to the Trading Participant; (2) Indicate in the space provided the complete name and address of the Trading Participant; (3) Accomplish the Firm Undertaking to Purchase by supplying the complete and accurate information required in the spaces provided; (4) If previously not submitted to the PSE, or if there are any changes to the previously submitted authorized signatories, attach four (4) original copies of the Proof of Authority to Sign of the authorized signatory(ies) of the Trading Participant which shall be in the form of a Sworn Corporate Secretary's Certificate containing the Board Resolution, confirming the authority of the persons designated therein to sign and execute the papers or documents for and on behalf of the Trading Participant, and the specimen signature(s) of such authorized signatory(ies) (the "Proof of Authority to Sign"); and (5) The Firm Undertaking to Purchase must be submitted to the Receiving Agent not later than 11:00 a.m. on November 8, 2021 and at the method announced and specified in the *"Implementing Guidelines for the Reservation and Allocation of The Keepers Holdings, Inc.'s Offer Shares to the Trading Participants of The Philippine Stock Exchange, Inc. through the Joint Issue Managers, Joint Lead Underwriters and Joint Bookrunners"*.

Annex “C”

AFFIDAVIT OF UNDERTAKING TO SUBMIT ORIGINAL COPIES OF THE DOCUMENTS

I/We, _____(Name of Applicant/Authorized Representative/s of the PDTC Participant) with principal office address at _____, do hereby certify and state that:

- 1) I/We will comply with the guidelines for the alternative filing of the scanned Application to Purchase (ATP) and the documents mentioned therein through electronic mail with China Banking Corporation acting through its Trust and Asset Management Group in light of the imposition Stringent Social Distancing Measures over Luzon to prevent the spread of the 2019 Coronavirus Disease (COVID-2019);
- 2) The information contained in the ATP and documents mentioned therein is true and correct to the best of my/our knowledge;
- 3) I/We hereby undertake to submit hard or physical copies of ATP and the documents mentioned therein, within thirty (30) calendar days from the submission of the electronic mail of the soft copies;
- 4) I/We hereby fully aware that non-submission of hard/physical copies of ATP and documents mentioned therein as well as the Undertaking to Submit that they refer to one and the same document submitted through electronic mail, by the Listing Date or on November 19, 2021, shall invalidate various documents submitted through electronic mail; and
- 5) I/We hereby executing this Undertaking to Submit on _____ to attest to the truthfulness of the foregoing facts and for whatever legal purpose it may serve.

Signature over Printed Name of the Applicant/

Authorized Representative/s of the PDTC Participant

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF _____) S.S.

BEFORE ME, a Notary Public for and in the City of _____, Philippines on _____, personally appeared the following with their respective identification, to wit:

Name	Government ID	Issued Date	Place of Issued
_____	_____	_____	_____
_____	_____	_____	_____

known to me and to me known to be the same persons who executed the foregoing agreement and who acknowledged to me that the same is their free will and voluntary act and deed that of the corporations they respectively represent.

WITNESS MY HAND AND NOTARIAL SEAL on the date and place first above written.

NOTARY PUBLIC

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of _____.