

Minutes of the Annual Stockholders' Meeting of
DA VINCI CAPITAL HOLDINGS, INC.
May 28, 2021, 10 am, via Zoom Meeting

The Chairman of the Board and the Annual Stockholders' Meeting, Mr. Lucio L. Co, welcomed the stockholders, directors, and officers of Da Vinci Capital Holdings, Inc. He thanked them for attending the annual meeting.

A. Call to Order and Proof of Notice and Quorum

Mr. Co called the meeting to order. He asked the Assistant Secretary, Atty. Candy H. Dacanay – Datuon if there is a quorum in the annual stockholders' meeting. Atty. Candy H. Dacanay – Datuon replied that notices of the Annual Stockholders' Meeting were disseminated to all stockholders of record of the Company following the provisions of the By-Laws and the Memorandum Circular of the Securities and Exchange Commission.

Atty. Candy H. Dacanay – Datuon submitted the notice of the meeting, together with the Information Statement to the Securities and Exchange Commission and the Philippine Stock Exchange, through the EDGE submission system, where the PSE approved it as a Company Announcement. The Company also posted the notice on its website and published it, both in the physical paper and the online platform of the Philippine Daily Inquirer and the Philippine Star on May 5 and 6, 2021.

She also mentioned that the members of the board, who are at the same time nominees for re-election, the executive officers of the Company, and the representatives from the External Auditor R.G. Manabat & Co. were present in the meeting.

Atty. Candy H. Dacanay - Datuon certified that there was a quorum for valid transaction of business in the meeting because out of 1,124,999,969 common shares issued and outstanding of Da Vinci Capital Holdings, Inc., stockholders representing a total of 1,019,554,444 or 91% of the issued and outstanding shares, and out of 1,019,554,444 common shares , 63,349,607 common shares held by the minority stockholders attended the meeting by person, a proxy, or in absentia

B. Approval of the Minutes and Ratification of all acts of the Board of Directors and Management

Mr. Lucio Co proceeded with the next item on the agenda, the approval of the minutes of the previous stockholders' meeting and ratification of all acts of the Board of Directors and officers of the Company since the last Annual Stockholders' Meeting held on November 20, 2020.

A motion was made to approve the minutes of the previous stockholders' meeting, together with all acts, proceedings, contracts, or deeds performed, entered into, or executed by the Company's Board of Directors and officers, be approved, confirmed, and ratified as if such acts, proceedings, contracts, or deeds had been performed, entered into, or executed with specific and special authorization of the stockholders in a meeting duly convened and held.

The motion was duly seconded and carried out.

Mr. Lucio Co called upon the Assistant Secretary to present the votes garnered in the particular item in the agenda.

Atty. Candy H. Dacanay - Datuon presented the following result:

	Yes	No	Abstain
Approval of the Minutes and Ratification of all acts of the Board of Directors and Management	1,019,554,044 or 99.99%	0	400

C. Approval of 2020 Annual Report and Audited Financial Statements

Mr. Lucio Co moved to the next item on the agenda, the presentation of the Annual Report and the approval of the Consolidated Audited Financial Statements of the Company as of December 31, 2020. Mr. Jose Paulino Santamarina presented the Company's restructuring and future plans to the stockholders.

Mr. Lucio Co asked the stockholders if they had any questions regarding the Company's Annual Report. The Chairman heard none.

After that, a motion to approve the Annual Report and the Consolidated Audited Financial Statements of the Company were duly seconded. There being no objection, the motion was approved.

Mr. Lucio Co called upon the Assistant Secretary to present the votes garnered in the particular item in the agenda.

Atty. Candy H. Dacanay - Datuon presented the following result:

	Yes	No	Abstain
Approval of 2020 Annual Report and Audited Financial Statements	1,019,554,044 or 99.99%	0	400

D. Ratification of Acts of the Board of Directors and Management since the Last Annual Meeting of Stockholders

A motion to ratify all acts of the Board of Directors and Management since the last annual stockholders' meeting was presented and seconded.

Mr. Lucio Co called upon the Assistant Secretary to present the votes garnered in the particular item in the agenda.

Atty. Candy H. Dacanay - Datuon presented the following result:

	Yes	No	Abstain
Ratification of Acts of the Board of Directors and Management since the Last Stockholders Meeting	1,019,554,044 or 99.99%	0	400

E. Approval of the Amendments of Articles of Incorporation and Bylaws

Mr. Lucio Co moved to the next item on the agenda, the approval of the Amendment of the Company's Articles of Incorporation and By-Laws.

A motion was presented to amend the following provisions in the Company's Articles of Incorporation and By-Laws:

- a. Amendment of Corporate Name to "The Keepers Holdings, Inc."
- b. Amendment of Primary and Secondary Purposes (see attached Annex "A")
- c. Amendment of Corporate term to Perpetual Existence

- d. Change in Par Value of Common shares to P0.10 per share and the reclassification of authorized preferred shares to common shares
- e. Increase of Authorized Capital Stock to P2 billion or 20 billion shares, and Delegation to the Company's Board of Directors of the authority to determine the manner of subscription and the subscriber/s of the increase in authorized capital stock.

The motion was duly seconded. The Chairman declared the motion as carried and requested the Assistant Secretary to present the results of the *in absentia* voting for this particular item on the agenda.

Atty. Candy H. Dacanay - Datuon presented the following result:

	Yes	No	Abstain
Amendment of Corporate Name to "The Keepers Holdings, Inc."	1,019,554,044 or 99.99%	0	400
Amendment of Primary and Secondary Purposes (<i>see attached Annex "A"</i>)	1,019,554,044 or 99.99%	0	400
Amendment of Corporate term to Perpetual Existence	1,019,554,044 or 99.99%	0	400
Change in Par Value of Common shares to P0.10 per share and the reclassification of authorized preferred shares to common shares	1,019,554,044 or 99.99%	0	400
Increase of Authorized Capital Stock to P2 billion or 20 billion shares, and Delegation to the Company's Board of Directors of the authority to determine the manner of subscription and the subscriber/s of the increase in authorized capital stock.	1,019,554,044 or 99.99%	0	400

There being no objection, the Chairman declared the motion as carried.

F. Top-Up Plan for the Fractional Shares Resulting from the Proposed Increase in Authorized Capital stock

The Chairman moved to the next item on the agenda.

A motion was made to approve the top-up plan for the fractional shares resulting from the proposed increase in the company's authorized capital stock. The move was duly seconded, and no stockholder interposed an objection.

The Chairman called upon the Assistant Secretary to present the votes garnered in the particular item in the agenda.

	Yes	No	Abstain
Top-Up Plan for the Fractional Shares Resulting from the Proposed Increase in Authorized Capital stock	1,019,554,044 or 99.99%	0	400

The Chairman declared the motion as carried.

G. Ratification of Rescission of Subscription Contract between Da Vinci Capital Holdings, Inc. and Invescap Incorporated

A motion was made to approve the Ratification of Rescission of Subscription Contract between Da Vinci Capital Holdings, Inc. and Invescap Incorporated. The motion was duly seconded, and no stockholder interposed an objection.

The Chairman called upon the Assistant Secretary to present the votes garnered in the particular item in the agenda.

	Yes	No	Abstain
Ratification of Rescission of Subscription Contract between Da Vinci Capital Holdings, Inc. and Invescap Incorporated	1,019,554,044 or 99.99%	0	400

The Chairman declared the motion as carried.

H. Issuance and Listing of up to 11,250,000,000 Common shares of Da Vinci Capital Holdings, Inc. pursuant to the Share Swap Transaction with Cosco Capital Inc.

A motion was made to approve the issuance and listing of up to 11,250,000,000 common shares of Da Vinci Capital Holdings, Inc. pursuant to the Share Swap Transaction with Cosco Capital Inc. The motion was duly seconded, and no stockholder interposed an objection.

The Chairman called upon the Assistant Secretary to present the votes garnered in the particular item in the agenda.

	Yes	No	Abstain
Issuance and Listing of up to 11,250,000,000 Common shares of Da Vinci Capital Holdings, Inc. pursuant to the Share Swap Transaction with Cosco Capital Inc	1,019,554,044 or 99.99%	0	400

The Chairman declared the motion as carried.

I. Waiver of Requirement to Conduct a Rights Offering on the Issuance and Listing of up to 11,250,000,000 Da Vinci Common shares to Cosco Capital, Inc. for the Share Swap Transaction

The Chairman moved to the next item on the agenda.

A motion was made to waive the requirement to conduct a Rights Offering on the issuance and listing of up to 11,250,000,000 Da Vinci common shares to Cosco Capital, Inc. for the Share Swap Transaction. The motion was duly seconded, and no stockholder interposed an objection.

The Chairman called upon the Assistant Secretary to present the votes garnered in the particular item in the agenda.

	Yes	No	Abstain
Waiver of the requirement to conduct a Rights Offering on the issuance and listing of up to 11,250,000,000 Da Vinci Common shares to Cosco Capital, Inc. for the Share Swap Transaction	1,019,554,044 or 99.99%	0	400

Out of a total of 63,349,607 common shares held by the minority stockholders who attended the meeting, by proxy or in absentia, 63,349,207 or 99.99% of the attending minority voted to approve the waiver of the requirement to conduct a Rights Offering on the issuance and listing of up to 11,250,000,000 Da Vinci common shares to Cosco Capital, Inc. pursuant to the

Share Swap Transaction.

The Chairman declared the motion as carried.

J. Issuance and Listing of up to 3,000,000,000 Da Vinci common shares pursuant to DAVIN's Follow-on Public Offering ("FOO") Program

A motion was made to approve the issuance and listing of up to 3,000,000,000 Da Vinci Common shares pursuant to DAVIN's Follow-on Public Offering ("FOO") Program. The motion was duly seconded, and no stockholder interposed an objection.

The Chairman called upon the Assistant Secretary to present the votes garnered in the particular item in the agenda.

	Yes	No	Abstain
Issuance and Listing of up to 3,000,000,000 Da Vinci Common shares pursuant to DAVIN's Follow-on Public Offering ("FOO") Program	1,019,554,044 or 99.99%	0	400

The Chairman declared the motion as carried.

K. Election of Directors

Mr. Lucio Co moved to the next item on the agenda, the election of the members of the Board of Directors for the year 2021-2022.

He mentioned that the Corporate Governance Committee pre-screened the qualifications of all nominees and prepared a final list of all candidates for directors and that such a definitive list of candidates was made available to all stockholders through the information statements released to the public.

Atty. Candy H. Dacanay - Datuon announced the candidates for the 2021 Board of Directors:

1. Mr. Lucio Co
2. Mr. Jose Paulino Santamarina
3. Ms. Camille Clarisse Co
4. Ms. Jannelle Uy
5. Mr. Robin Derrick Chua
6. Mr. Enrico Cruz as Independent Director
7. Mr. Bienvenido Laguesma as Independent Director

Mr. Lucio Co requested the Assistant Secretary to present the results of the *in absentia* voting for this particular item on the agenda.

Atty. Candy H. Dacanay - Datuon presented the following result:

	In Favor	Against	Abstain
Election of Lucio L. Co	1,019,554,044 or 99.99%	0	400
Election of Jose Paulino Santamarina	1,019,554,044 or 99.99%	0	400
Election of Camille Clarisse Co	1,019,554,044 or 99.99%	0	400
Election of Jannelle Uy	1,019,554,044 or 99.99%	0	400
Election of Robin Derrick Chua	1,019,554,044 or 99.99%	0	400
Election of Enrico Cruz (ID)	1,019,554,044 or 99.99%	0	400

Election of Bienvenido Laguesma (ID)	1,019,554,044 or 99.99%	0	400
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Mr. Lucio L. Co, after that, declared himself, Mr. Jose Paulino Santamarina, Ms. Camille Clarisse Co, Ms. Jannelle Uy, and Mr. Robin Derrick Chua as regular directors of the Company for the years 2021 – 2022, and Mr. Enrico Cruz and Mr. Bienvenido Laguesma as Independent Directors for the years 2021 – 2022.

L. Re-appointment of R.G. Manabat & Company as External Auditor

The Chairman moved to the next item on the agenda, the re-appointment of R.G. Manabat & Company as External Auditor. Mr. Lucio Co mentioned that the Audit Committee of the Company recommended that RG Manabat & Co., (KPMG), with Mr. Dindo Dioso, as the handling partner, be re-appointed as the External Auditor of the Company and its subsidiaries for the year 2021 with auditors fee of up to P1million.

A motion to re-appoint R.G. Manabat & Co. (KPMG) as the external auditor of the Company and its subsidiaries for the year ending December 31, 2021, with an audit fee of up to P1 million was made and duly seconded.

Mr. Lucio Co requested the Assistant Secretary to present the results of the *in absentia* voting for this particular item on the agenda.

Atty. Candy H. Dacanay - Datuon presented the following result:

	Yes	No	Abstain
Re-Appointment of External Auditor	1,019,554,044 or 99.99%	0	400

M. Other Matters

Mr. Lucio Co asked the stockholders present in the meeting if they had any questions for the board or the management. No stockholder raised any question.

N. Adjournment

There being no other business to transact, the Chairman asked for a motion to adjourn the meeting. A motion was made and duly seconded. There being no objection, the meeting was adjourned.

Mr. Lucio Co thanked the stockholders and participants in the Annual Stockholders' Meeting.

Prepared by:

Atty. Candy H. Dacanay – Datuon
Assistant Corporate Secretary

Approved by:

Mr. Lucio L. Co
Chairman of the Board

ANNEX "A"

PRIMARY PURPOSE

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefore in money or by exchanging shares of stock of this corporation or any other corporation, while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; to carry on and manage the general business of any company.

SECONDARY PURPOSES

- (a) To engage in the management, supervision, or control of business enterprises of all kinds, the operations and transactions of any company or undertaking and to manage and administer lands, buildings, whether real or personal, and in general, to act as agent, attorney-in-fact, or in any representative capacity as may be permitted by law, except the management of funds, securities, portfolio and other similar assets of any firm or entity.
- (b) To own, acquire, construct, maintain and operate plants, factories, and buildings that are necessary for the production and manufacturing of all kinds of goods, wares, and merchandise of all kinds and descriptions within the commerce of men.
- (c) To hold, purchase, acquire, or be interested in the shares or capital stocks, bonds, or other evidence of debts issued or created by any other corporation, partnership or Company, domestic or foreign, governmental or otherwise, and as the owner and holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon and exercise all the rights to pertaining thereto.
- (d) To act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies, and other corporations.

AND IN FURTHERANCE OF THE FOREGOING CORPORATE PURPOSES:

1. To enter into, make, and perform contracts of every kind for any lawful purpose with any person, firm, corporation, national government, or any of its instrumentalities.
2. To purchase, hold, convey, sell, lease, rent, mortgage, encumber and otherwise deal with real property, improved or unimproved, as the purposes for which the corporation is formed may permit.
3. To borrow money or create indebtedness, bonded or otherwise; to secure the payment of any such obligations by a mortgage, pledge or agreement as to all or any part of properties, real and personal, of the corporation; to provide that any such obligations shall be convertible into or exchangeable for stocks of the corporation upon such terms permitted by law as the Board of directors shall determine.
4. To apply for, register, produce, purchase, exchange, lease, acquire, own, operate, or negotiate for, licenses or other rights in respect of, sale, transfer, grant or licenses, and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create a lien upon, or otherwise dispose of, deal in, and turn to account, letters patent, patent rights, inventions, discoveries, machines, licenses, processes, data and formulate any kinds pursuant to the laws of the Philippines, or any country whatsoever, and with a view to the working and development of the same.
5. To finance, enter into, or perform contracts and agreements in connection or furtherance of any of the foregoing.
6. To promote any company or companies to acquire all or any part of the stockholdings, properties, and liabilities of said company, as may be permitted by law, or for any other purpose which may seem directly or indirectly calculated to benefit the Company under law.
7. Without in any way limiting the powers of the Company, it shall have the power to make and perform contracts of any kind and description with any person, firm, or corporation; to have one or more offices within the Philippines and abroad; and to conduct its business and exercise its powers, authorities, and privileges granted by the laws of the Philippines to corporations organized under said laws and, in particular, unto corporations of similar nature and kind.
8. Generally, to do all such acts, things and to transact all business as may be directly or indirectly incidental to or conducive to the attainment of