

Minutes of the Annual Stockholders' Meeting of  
**THE KEEPERS HOLDINGS, INC.**  
May 30, 2022, 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 The Keepers 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 dated February 16, 2022.

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 4 and 5, 2022.

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. and BDO Trust, Stock Transfer Agent, 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 14,508,750,313 common shares issued and outstanding of the Company, there were present in the meeting, in person, *in absentia*, and by proxy, stockholders representing a total of 12,674,387,952 common shares, or equivalent to 87.36% of the Company's outstanding capital stock.

***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 May 28, 2021.

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	12,674,387,952	0	0

***C. Approval of 2021 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, 2021.

The Joint Chairman and President's Report to the Stockholders is attached in the Minutes as *Annex "A"*.

During the reading of the said letter, the Company played a video presentation<sup>1</sup>.

Ms. Imelda Lacap, the Company's Comptroller, presented the 2021 Consolidated Audited Financial Statements of the Company by presenting a video<sup>2</sup>.

Another video about the Sustainability Initiatives<sup>3</sup> of the Company was presented after the presentation of 2021 Consolidated Audited Financial Statements.

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 2021 Annual Report and Audited Financial Statements	12,674,387,952	0	0

***D. 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 2022-2023.

He mentioned that the Corporate Governance Committee pre-screened the

<sup>1</sup> Available on the Company website.

<sup>2</sup> Available on the Company website

<sup>3</sup> Available on the Company website.

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 2022 Board of Directors:

1. Mr. Lucio Co
2. Mr. Jose Paulino L. Santamarina
3. Ms. Camille Clarisse P. Co
4. Ms. Jannelle O. Uy
5. Mr. Robin Derrick C. Chua
6. Mr. Enrico S. Cruz as Independent Director
7. Mr. Bienvenido E. 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	12,674,387,952	0	0
Election of Jose Paulino L. Santamarina	12,674,387,952	0	0
Election of Camille Clarisse P. Co	12,674,387,952	0	0
Election of Jannelle O. Uy	12,674,387,952	0	0
Election of Robin Derrick C. Chua	12,674,387,952	0	0
Election of Enrico S. Cruz	12,674,387,952	0	0
Election of Bienvenido E. Laguesma	12,674,387,952	0	0

After that, Mr. Lucio L. Co declared himself, Mr. Jose Paulino L. Santamarina, Ms. Camille Clarisse P. Co, Ms. Jannelle O. Uy, and Mr. Robin Derrick C. Chua as regular directors of the Company for 2022 – 2023 and Mr. Enrico S. Cruz and Mr. Bienvenido E. Laguesma as independent directors for 2022 – 2023.

### ***E. Amendment of Bylaws***

Mr. Lucio Co moved to the next item on the agenda, the Bylaws Amendment. He called on the Assistant Corporate Secretary to discuss the proposed revisions in the Bylaws.

The Assistant Corporate Secretary presented on the screen the original and proposed revisions in the bylaws, as follows:

<i>From</i>	<i>To</i>
<p><i>Section 2 Article 1 (2)</i></p> <p>The Stock and Transfer Book shall be closed for transfer during five (5) days before the annual general elections, and likewise during five (5) days immediately preceding the declaration of dividends; but it shall continue to be subject to the inspection of the stockholders during office</p>	<p><i>Section 2 Article 1 (2)</i></p> <p>The stock and transfer book shall be closed for transfer at least <u>twenty (20) days</u> for regular meetings and <u>seven (7) days</u> for special meetings before the scheduled date of the stockholders meeting.</p>

<p>hours even if the books is closed for transfer in the two cases above-mentioned.</p>	
<p><i>Section 1 Article II</i></p> <p>The annual meeting of the Stockholders, whether regular or special, shall be held in the city or municipality where the principal office of the corporation is located, and if practicable in the office of the corporation on any day of May of each year.</p>	<p><i>Section 1 Article II</i></p> <p>The annual meeting of the Stockholders, whether regular or special, shall be held in the city or municipality where the principal office of the corporation is located, and if practicable in the office of the corporation on any day of May of each year.</p> <p><u>The Corporation may conduct physical or entirely virtual meetings subject to the applicable guidelines of the Securities and Exchange Commission.</u></p>
<p><i>Section 3 Article II</i></p> <p>Notice of the time and place of annual as well as special meeting of the stockholders shall be given either personally or by registered mail to those having addresses in the Philippines, and by registered air mail to those having addresses outside the Philippines, addressed to each stockholder of record entitled to vote and to notice of such meeting, at the address left by such stockholder with the Secretary of the Corporation or at his last known post office address at least 30 days before the date set for such meeting. The notice of every special meeting shall state briefly the purpose of the meeting. No other business shall be acted upon at such meeting except by the consent of all stockholders of the Corporation entitled to vote and be present at such meeting. Notices of meeting need not be published in the newspaper except when necessary to comply with the special requirements of the Corporation Law.</p>	<p><i>Section 3 Article II</i></p> <p><u>Notices for regular or special meetings of stockholders shall be sent to stockholders by electronic transmission or by such other means the Securities and Exchange Commission shall allow under its guidelines. The notice shall be sent to stockholders on record twenty-one (21) days before the regular meeting and seven (7) days before the special meeting.</u></p> <p><u>The notice shall state the date, hour, place, and purposes for which the meeting is called.</u></p> <p><u>Electronic transmission means the delivery or transfer of data, information, or document by electronic email, posting on the company website and the Philippine Stock Exchange disclosure system, or such other means of electronic transfer of data or information.</u></p> <p>Notices of meeting need not be published in the newspaper except when necessary to comply with the special requirements of the Corporation Law.</p>
<p><i>Section 6 Article II (1)</i></p> <p>At every stockholders' meeting, every stockholder is entitled to vote shall be entitled to one (1) vote for each share of stock registered in his name in the books of the Corporation; provided, however, that in the case of the election of directors, every stockholder entitled to vote shall be entitled to cast his vote at his option in accordance with the provision of the Corporation Law in such case made and provided.</p>	<p><i>Section 6 Article II (1)</i></p> <p>A stockholder may vote in person, by proxy, <u>through remote communication, or in absentia</u> subject to the applicable guidelines of the Securities and Exchange Commission.</p> <p>Every stockholder is entitled to vote shall be entitled to one (1) vote for each share of stock registered in his name in the books of the Corporation; provided, however, that in the case of the election of directors, every stockholder</p>

	entitled to vote shall be entitled to cast his vote at his option in accordance with the provision of the Corporation Law in such case made and provided.
<p><i>Section 1 Article III (2)</i></p> <p>The Board of Directors shall hold regular quarterly meetings, to be attended by the Directors either in person or through teleconference, subject to compliance with the appropriate guidelines set forth in SEC Memorandum Circular No. 15, Series of 2001, and/or such other rules, directives or guidelines to be issued by the SEC governing the attendance of directors in board meetings through teleconferencing, at such time and place as the Board of Directors may prescribe. Special meeting may be called by the Chairman of the Board or by written requests of two (2) Directors to be attended by the Directors either in person or through teleconference, subject to compliance with the appropriate guidelines set forth in SEC Memorandum Circular No. 15, Series of 2001, and/or such other rules, directives or guidelines to be issued by the SEC governing the attendance of directors in board meetings through teleconferencing. Notices of all special meetings of the Board of Directors shall be mailed to each director at his last known address, or be delivered to him personally or by facsimile at least seven (7) days previous to the date fixed for the meeting. No notice need be given of regular meetings of the Board of Directors held at the time and the place previously fixed by the Board.</p>	<p><i>Section 1 Article III</i></p> <p><u>The Board of Directors shall meet at least six (6) times per calendar year. The dates of which shall be set at the beginning of the year. The Board of Directors may hold special meetings upon the request of the Chairman, President, or majority of the Directors.</u></p> <p><u>Meetings of the Board of Directors shall be presided over by the Chairman or, in his absence, by any other director chosen by the Board.</u></p> <p><u>Meetings of the Board of Directors may be conducted in person or through remote communications such as videoconferencing, teleconferencing, or other alternative modes of communication allowed by the Securities and Exchange Commission.</u></p> <p><u>Notice of the regular or special meetings of the Board, specifying the date, time, and place of the meeting, shall be communicated by the Secretary to each director personally, by electronic mail, or any other suitable means of sending notice. A director may waive this requirement, either expressly or impliedly.</u></p>

A motion was made to approve the proposed revisions in the bylaws. The same 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 Bylaws	12,674,387,952	0	0

As shown in the tally of votes, stockholders representing 12,674,387,952 (87.36%), or more than 2/3 of the Company's total issued and outstanding shares approved the revisions in the Company's bylaws.

***F. 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 2022 with auditors fee of up to P1million.

A motion to re-appoint R.G. Manabat & Co. (KPMG) as the company's external auditor and its subsidiaries for the year ending December 31, 2022, 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	12,674,387,952	0	0

***G. 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.

***H. 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

## **THE KEEPERS STOCKHOLDERS' ANNUAL REPORT**

Since the start of the pandemic back at the end of the first quarter of 2020, many corporations' resilience and true strength were continually tested, most especially those engaged in the premium alcohol beverage industry.

A crisis of this magnitude and intensity, where distribution channels were shut down, movement of goods stopped, social gatherings banned, consumption disallowed, travel and tourism restricted, would bring any company to its knees.

Amid this backdrop, management began the process of restructuring a non-operational listed shell company called Da Vinci Capital or Davin, into a commercially operating business, thru the spin-off of the liquor distribution business of Cosco Capital to Davin thru a share swap transaction.

On November 19, 2021 and after all regulatory clearances and approvals were received, your company successfully implemented a follow-on offering and listing of additional new shares from its expanded capital stock at the PSE that raised P4.5 pesos in fresh equity and brought the public float to 20.5% in compliance with existing listing regulations.

2021 however continued to test us with the effects of the pandemic still lingering.

On-premise and travel retail are still 50% at best, of their pre-pandemic levels and the second half of the year brought us supply issues, creeping costs and shipping line disruptions.

Through sheer grit and commitment your company closed 2021 on a high note, topline P11b pesos and delivering a bottom line of P1.6b pesos. A significant 35% growth in the top line and 34% in the bottom line.

The 35 % growth over the previous year, was a result of the 32% growth in volume of cases sold, totaling more than 4.46 million cases, driven by the continued robust performance of Alfonso, the leading imported brandy in the market, which has already surpassed its pre-pandemic levels.

Keepers all-time-high consolidated net income of P1.6b pesos or an increase of 34% over prior years net is a result of strong sales and strategic cost control.

The industry is on the uptrend, with bans lifted and social protocols softened, more consumers are going out and enjoying our products.

The general consumer trend is premiumization, which offers a strategic fit with our product portfolio.

And this premium segment is at a nascent stage and growing faster than the industry rate.

The business model and agile operating units thrive and continue to deliver strong results in the face of the pandemic and disruptions.

Our portfolio of leading world-class brands, though affected by the restrictions is very much attractive to consumers.



With extensive and long-standing relationships with multinational brand owners, high potential for sustained long-term growth is evident in this segment of ours.

Keepers being the largest aggregator and distributor of imported spirits in the Philippines holding a leading position in the market with a share of 74% of imported spirits based on volume according to International Wine and Spirit Record.

The synergy and seamless relationship with Puregold and S&R present a strong competitive advantage for Keepers.. Puregold and S&R have a vast nationwide network of 452 retail stores as of end-2021, providing us with extensive retail touchpoints covering practically all market segments.

Our employees have shown tremendous resilience and dedication, that is why our first priority has been their health, safety, and wellbeing. We make sure that health standards and protocols are properly practiced and observed in the work environment.

Moving forward, as the on-trade and travel retail channels reach their pre-pandemic levels and consumers go out as frequently as they did.

We see further growth coming from revenue streams that took a pause because of the pandemic.

And with the momentum of our biggest category...the brandy category...and the strong fundamentals of the company.

Your company, Keepers, has been and will continue to deliver stronger numbers in the years to come.