



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Our Stockholders:

Please be informed that the Annual Stockholders' Meeting of **THE KEEPERS HOLDINGS, INC.** will be on **May 30, 2022, at 10:00 am, via Zoom Online Meeting.**

### AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management in 2021
4. Annual Report and Approval of the 2021 Audited Financial Statements
5. Election of Regular Directors and Independent Directors
6. Amendment of Bylaws
7. Re-appointment of External Auditor and fixing its remuneration
8. Other Matters
9. Adjournment

Only stockholders on record as of March 30, 2022 are entitled to notice and vote in the meeting.

Considering the ongoing COVID 19 pandemic, the stockholders may only participate in the meeting by remote communication, *in absentia*, or by appointing the Chairman of the meeting as their proxy. The requirements and procedures for participating *in absentia* or remote communication will be available in the Information Statement. The Information Statement will be accessible on the company website ([www.thekeepers.com.ph](http://www.thekeepers.com.ph)) starting May 6, 2022.

The stockholders who are attending by proxies should e-mail their duly accomplished form to [thekeepersholdings@gmail.com](mailto:thekeepersholdings@gmail.com) on or before May 25, 2022. The company's stock transfer agent will validate the votes on May 27, 2022, at 1:00 pm, at the office of the Assistant Corporate Secretary, Tabacalera Building, No. 900 Romualdez St., Paco, Manila, 1007.

Manila, Philippines, April 29, 2022.

SIGNED

**CANDY H. DACANAY – DATUON**  
Assistant Corporate Secretary

## **EXPLANATION OF AGENDA ITEMS**

### **1. Call to Order**

The Chairman of the meeting, Mr. Lucio L. Co, will welcome the stockholders and formally open the meeting at 10:00 am.

### **2. Certification of Notice and Quorum**

The Assistant Corporate Secretary, Atty. Candy H. Dacanay - Datuon, will certify that notice of the meeting to stockholders was posted on the Philippine Stock Exchange Edge platform and duly published in accordance with the Notice of the Securities and Exchange Commission dated February 16, 2022. She will also certify that there is a quorum to transact business in the meeting.

### **3. Approval of Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management**

The result of the last Annual Meeting is posted on the company website. A resolution presenting the said Minutes and the ratification of the acts and resolutions of the Board of Directors and Management since the last stockholders' meeting will be submitted to the stockholders for approval.

### **4. Annual Report and Approval of the 2021 Consolidated Audited Financial Statements**

A video presentation will be shown to the stockholders to present the company's 2021 Annual Report and Consolidated Audited Financial Statements to the stockholders. A resolution ratifying the Annual Report and the 2021 Consolidated Audited Financial Statements will be presented to the stockholders for their approval.

### **5. Election of Regular and Independent Directors**

The Chairman of the meeting will announce the names of the nominees for the election of directors and will open the floor for stockholders' voting. The nominees for directors are:

- a. Mr. Lucio L. Co
- b. Mr. Jose Paulino L. Santamarina
- c. Ms. Camille Clarisse P. Co
- d. Ms. Jannelle O. Uy
- e. Mr. Robin Derrick C. Chua
- f. Mr. Enrico S. Cruz as Independent Director
- g. Mr. Bienvenido E. Laguesma as Independent Director

The profile of the nominees will be provided in the Information Statement.

### **6. Amendment of the Bylaws**

A resolution to approve the proposed revisions in the company's bylaws will be presented for stockholders' approval.

### **7. Re-appointment of External Auditor and fixing its remuneration**

A resolution for the re-appointment of R.G. Manabat & Company (KPMG) and its proposed remuneration of up to P1 million as External Auditor of the company and its subsidiaries will be presented to the stockholders for approval.

### **8. Other Matters**

The Chairman will open the floor for any questions from the stockholders.