



Company Environment, Social, Governance Policies

This compendium of Company Environment, Social, Governance (“ESG”) Policies has been formulated as part of the overall program of The Keepers Holdings Inc. to establish its overall Sustainability Framework that would serve as a platform for the company’s long-term sustainability journey.

One of the primary immediate objectives that we intend to achieve is to be able to communicate to our stakeholders as well as international rating agencies and respond to their feedback and the clamor to improve the Corporate Governance and Sustainability scorecard. Thus, we shall disclose/publish the approved ESG Policies in our website accordingly.

These Company ESG Policies will also serve as a guiding framework for the entire organization as well as the relevant value and supply ecosystem of The Keepers Holdings Inc. in implementing the necessary programs and processes that would require changes and enhancements along the way.

Some of the policies are a reiteration from the Manual of Corporate Governance dated May 2017 and some policies are newly created or improved policies that we hope would meet the requirements of our investors, rating agencies as well as the Philippine regulatory bodies in terms of ESG/sustainability.

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CODE OF BUSINESS CONDUCT AND ETHICS

The Keepers Holdings Inc. and its subsidiaries (“Keepers”) are fully committed to doing business following the highest standards of ethics that have been the foundation of the growth and success of the Group.

Keepers, its directors, officers, and employees endeavor to promote a culture of good corporate governance by observing and maintaining its core business principles of accountability, integrity, fairness, and transparency in their relationships among themselves and in their transactions with investors, customers, suppliers, creditors, business partners, governments, regulators and the general public.

PURPOSE AND COVERAGE

This Code of Business Conduct and Ethics sets forth Keepers’ business principles and values which shall guide and govern all business relationships of its directors, officers, and employees, including their decisions and actions when performing their respective duties and responsibilities.

This code applies to Keepers’ directors, officers, employees, and business units. Suppliers, vendors, contractors, business partners, customers, and shareholders should also align their dealings with this code.

Compliance with Law

Keepers adheres to the standards and restrictions imposed by those laws, rules, and regulations as well as the Group’s policies, rules, and regulations. Employees must be responsible to know and understand the laws that apply to their work duties, as well as following both the letter and the spirit of all laws, rules, and regulations under which Keepers operates.

Human Rights, Diversity, Equity & Inclusion

Keepers ensures that all employees are treated fairly and equitably, without prejudice, following the group’s policies, rules, and regulations. Employees from various experiences and opinions must respect one another to foster an open workplace and an inclusive culture. You may also refer to the company’s Human Rights Policy.

Accessibility

Keepers provides for the accessibility requirements of its employees and customers in a way that honors their dignity, independence, and rights to equal opportunity and access.

Alcohol & Drugs at Work

As part of Keepers’ efforts to foster a safe and wholesome working environment, company employees are covered by rules against the use of prohibited drugs and working under the influence of alcohol.

Violence, Harassment & Discrimination

Employees must treat one another with respect, to create a workplace free of violence, harassment, and discrimination. Employees must not treat coworkers or customers in a way that would be harmful to their physical or mental health or that it would make them feel degraded or threatened. This could include remarks on a person's color, religion, sexual orientation, or gender, as well as any sexual harassment. Each of the employees is responsible for creating an environment of mutual respect and trust that creates a productive workplace.

Health & Safety

Keepers protects the health and safety of its employees and customers. Employees must work and behave in a way that doesn't jeopardize their safety, the safety of their coworkers, or the safety of its customers.

Working Environment

Keepers provides its employees with enough lighting and ventilation, sanitary, and appropriate restrooms. Keepers also assesses and eliminates any dangers in the workplace for women after childbirth, during pregnancy, or while breastfeeding.

Fire Prevention and Disaster Prevention

Keepers complies with building and fire codes and ordinances.

Keepers must ensure that all working facilities have safety and emergency preventive measures in place to avoid accidents or injuries. All facilities must have operational fire alarms, fire extinguishers, sprinklers, smoke detectors, and necessary firefighting and preventative equipment and exit routes must always be clear from obstruction, and emergency evacuation is always possible.

Employees must get regular safety training.

Conflict of Interest

1. All business decisions and actions must be based on the best interest of the group and the value of its stakeholders and should not be motivated by personal considerations or relationships which may interfere with the exercise of independent judgment.
2. All directors, officers, and employees should only use THE COMPANY's resources for the benefit of THE COMPANY. Everyone must not act on their own or support any action that may run counter to THE COMPANY's ethical standards.
3. Grants or loan arrangements extended to Directors and Officers by the Company and/or its subsidiaries and/or affiliates are prohibited unless covered by the requisite approval from the Board of Directors and are done at arms' length and fair market rates.

4. All directors, officers, and employees are required to disclose any financial or personal interest or benefit in any transaction involving THE COMPANY to ensure that potential conflicts of interest are immediately brought to the attention of Management. Even the appearance of impropriety and the potential for conflict should be disclosed and avoided. These may include but need not be limited to the following:

a. Interest in businesses of suppliers, competitors, or customers

This refers to any financial interest or business management participation in the business of a supplier, competitor, or customer, whether publicly listed or privately held by an immediate family member (parent, brother, sister, spouse, child) needs to be disclosed as well.

b. Employment or analogous service in the business of a supplier, contractor, or customer

Engagement by such entities as a director, adviser, officer, employee, or consultant needs to be disclosed and requires prior approval by the Company.

Engagement in the such capacity of an immediate member of the family (parent, brother, sister, spouse, child) needs to be disclosed as well.

c. Engagement by other commercial enterprises or in a political office

Engagement in another occupation or provision of service to any other commercial enterprise, as well as holding of a concurrent position in government in addition to one's position in THE COMPANY needs to be disclosed and requires prior approval by the Company.

Officers and Employees are highly discouraged from accepting outside employment to maintain their efficiency and ensure their continued physical and mental health.

Outside employment is defined as any activity taken for gain or pay other than that which is undertaken for THE COMPANY. This includes but is not limited to:

- Full-time or part-time jobs, other than company assignments
- Teaching in a center of learning
- Private Tutoring
- Commercial endorsement for products or services

Should an officer or employee wish to accept or take outside employment, one must send a request through his/her Unit Head for the prior approval of the President. The company reserves the right to withdraw its permission at any time.

d. Political Activities

Active involvement in any political party or political campaign is not allowed.

e. Relatives in the same company

Disclosure should be made when an employee has a relative that is employed by the same company. Management may exercise its discretion on such disclosure but should avoid as much as possible situations where there will be relatives with a superior-subordinate relationship or in a control function exercised over the department of a relative.

In addition to the presence of relatives in such situations, employees should disclose any personal relationship when such begins to exist with another employee where one exercises a superior-subordinate relationship or control relationship with the employee.

Gifts & Entertainment

All gifts, entertainment, sponsorships, charitable donations, and travel of significant value by any supplier or customer of the company must not be accepted. Neither can an immediate family member or representative be designated to accept such on behalf of the employee.

Confidential Information

1. Maintain and safeguard the confidentiality of information entrusted by THE COMPANY, its subsidiaries, affiliates, employees, customers, business partners, or other parties with whom THE COMPANY relates except when disclosure is authorized or legally mandated or with the employee's consent.

Confidential information includes any non-public information that might be of use to competitors, or significant enough to affect the value of THE COMPANY stock or to influence someone to buy or sell stock.

Public information is that which is available in the Securities and Exchange Commission (SEC) filing, PSE filings, and disclosures or press releases in major media communication channels.

2. Follow company policy and applicable laws regarding business records retention. Ensure that records are not altered, concealed, destroyed, or falsified to impede obstruct, or influence any investigation by, or proceeding before any official Company committee, governmental, regulatory, or judicial body having jurisdiction.
3. Avoid trading THE COMPANY shares of stock using material information that has not been disclosed to the public. They are also prohibited from passing on such information to someone else who then buys or sells the company's stock. (Refer to Insider Trading Policy)

Data Privacy

Keepers safeguards and carefully manages each employee's personal information in accordance with data privacy laws, rules, and regulations of the Philippines. (Refer to Data Privacy and Cybersecurity Policy)

Cyber & Information Security

Keepers protects employees, suppliers, and customers' data, records, and information from cyberattacks by employing multiple-layer cybersecurity measures. Employees must know their cybersecurity responsibilities by reviewing the policies and procedures on cybersecurity practices. (Refer to Data Privacy and Cybersecurity Policy)

Social Media Policy

The information we share on social media and in online groups is how we present ourselves to the public. It should be courteous as well as factual. Use sound judgment and common sense when posting content on behalf of the Company, and provide credit where credit is due. Employees must not publish or share content that is unlawful, unethical, untrue, or misleading.

Fair Dealing

1. Treat everyone with respect and act in good faith and with integrity and professionalism at all times
2. Deal fairly with THE COMPANY's customers, suppliers, service providers, business partners, competitors, employees, and with the government.
3. Avoid taking unfair advantage of anyone through misrepresentation of material facts, manipulation, concealment, abuse of privileged information, or any unfair dealing practice.

Insider Trading Policy

All directors, officers, employees, and consultants, who know material information about the company that is not disclosed or generally available to the public are prohibited to trade in THE COMPANY securities and shall not communicate such material non-public information to any person.

1. It shall be unlawful for a Director or Principal Officer of the Company to sell or buy a security of the Company, while in possession of material information concerning the Company or the security that is not generally available to the public.
2. A Director or a Principal Officer of a Company must not deal in the Company's securities during the period within which material nonpublic information is obtained and up to two (2) full Trading Days after the price-sensitive information is disclosed to the public.

3. A Director or a Principal Officer must report to the Compliance Officer their trade of the Company's securities within two days of the transaction's completion.

Anti-Bribery, Anti-Corruption & Anti-Money Laundering Policy

Keepers does not tolerate the engagement of any form of bribery, corruption, or money laundering to maintain its reputation. Employees must follow the company's Anti-Bribery and Anti-Corruption policy and applicable laws, rules, and regulations for anti-money laundering.

Anti-Fraud Policy

Keepers has a zero-tolerance policy for fraud no matter how minor it would be. Employees must not engage in fraudulent activities or behavior. Every employee is responsible for reporting suspected occurrences of internal and external fraud. This includes reporting any situation in which you interact with an organization and suspect or are aware that they have engaged in fraudulent activity.

Whistleblowing Policy

Keepers encourages and commits to protect any director, officer, employee, or Business Partner (referred to as a "Whistleblower") who reports or provides information regarding any action that he or she considers to be fraudulent, misconduct, malpractice, corrupt or irregular and has potential to cause losses and harm to the business, or any of its employees and/or Business Partners.

Confidentiality

Any complaint or report by a Whistleblower shall be kept confidential to the extent permitted by law and the Company's ability to address the violations alleged to be committed. A Whistleblower who reports a suspected violation shall remain anonymous but will bear in mind that there are certain circumstances wherein the law or applicable regulation may require disclosure of the identity of the Whistleblower in administrative and legal proceedings.

Protection

The Company shall adopt a Non-retaliatory Posture. In this regard, the Company must protect the Whistleblower acting in Good Faith from any form of direct or indirect Retaliation, harassment, and discrimination. The Whistleblower may report any act of direct or indirect Retaliation, harassment, and/or discrimination encountered to the Compliance Officer for appropriate action.

Penalty for Retaliation

Any employee, officer, or Business Partner who commits any retaliatory action against the Whistleblower will be subjected to appropriate sanctions, which may include dismissal from employment or termination of contractual relations.

Making False Reports

If a Whistleblower makes a false report with an ulterior motive or for personal gain, the Company reserves the right to take appropriate actions against the Whistleblower to recover any loss or damage as a result of the false report. In particular, the employee may face disciplinary action including termination from employment, while the Business Partner's contract may be terminated, where appropriate.

While the Company does not expect the Whistleblower to have absolute proof or evidence of the misconduct, malpractice or irregularity reported, the report should be based on one or more reasons for the concern/s and full disclosure of any relevant details and supporting documentation.

IMPLEMENTATION, MONITORING, AND GOVERNANCE OF THE CODE

The Head of the Human Resources Department shall be accountable for the publication of this code and shall ensure that all officers and employees understand and be aware of the Code of Business Conduct and Ethics and have received an electronic copy of the policy.

All Managers are responsible for the proper dissemination and implementation of the provisions of this Code in their respective work units and shall strive to be role models of the Code's provisions.

For reports on violations, the office of the Compliance Officer shall ensure a confidential investigation is immediately undertaken to determine the veracity of the report, gather pertinent data, and recommend appropriate sanctions which may lead to separation from the service of the Company and may include filing of legal suits on behalf of the company.

Directors, officers, and employees may report in writing any violations of this code of ethics to the Compliance Officer

Email: corporate.governance@thekeepers.com.ph

Mail: Compliance Officer
3rd Floor New Tabacalera Building 900
Romualdez St. Paco Manila 1007

Management commits to handle such reports with strict confidentiality and discretion and protect the identity of the person making such a report. Such persons shall be granted protection from any retaliation that may come from the parties being reported.

1. GOVERNANCE MECHANISM

- a. The Company shall appoint a Compliance Officer who shall have the responsibilities set out in this Policy.

- b. The Company shall create a Management Disciplinary Committee composed of the following: Compliance Officer, Division HR Head, and General Counsel, which shall have the responsibilities set out in this Policy.

- c. Investigation and Resolution Process

Upon receipt of a complaint or report from a Whistleblower, the Compliance Officer shall conduct a preliminary investigation to determine whether there is evidence in support of the matters raised, or alternatively, refute the Whistleblower Report.

The Compliance Officer shall then submit an initial written report on the results of his investigation to the Management Disciplinary Committee. If the report warrants further investigation, the Management Disciplinary Committee shall then endorse to an Investigating Body together with the Compliance Officer, to handle the investigation.

Thereafter, the Investigating Body shall submit its written report and recommendation to the Management Disciplinary Committee for review prior to submission to the company President for evaluation and approval.

The Compliance Officer and members of the Management Disciplinary Committee or Investigating Body are not exempted from this Policy and any Whistleblower Report against them shall be submitted to the President of the company. An ad hoc Investigating Body may be constituted by the company President to conduct the investigation and the report on the results of its investigation will be submitted to him/her for evaluation and approval.

All Whistleblower Reports shall be the subject of a thorough, unbiased, and discreet investigation with the objective of obtaining evidence that either substantiates or refutes the claims made by the Whistleblower.

Applicable laws, rules, and regulations shall be observed in any investigation arising out of a Whistleblower Report. As such, any individual against whom the allegation is made shall be given the right and opportunity to present evidence to disprove the allegation.

- d. Monitoring and Feedback Process

The Compliance Officer shall update the whistleblower on the general status of the investigation. All updates will be kept strictly confidential.

ANTI-BRIBERY & ANTI-CORRUPTION POLICY

The Keepers Holdings Inc. and its subsidiaries (“Keepers”) do not tolerate any form of bribery or corrupt practices. Keepers commits to conducting its businesses in an honest and ethical manner and maintaining a system that prevents any involvement in corrupt practices. Keepers upholds all laws relevant to countering bribery and corruption in the Philippines.

SCOPE

This policy must be strictly observed in all transactions and dealings of the directors, officers, and employees of the group with its customers, suppliers, investors, creditors, and business partners of the group as well as with the government.

DEFINITION

Bribery - offering, promising, providing, receiving, or soliciting an advantage as an enticement for unlawful and dishonest behavior. A bribe is an enticement or reward offered, promised, or supplied in order to acquire an economic, contractual, regulatory, or personal benefit.

Corruption - misuse of power for personal benefit.

GUIDELINES

1. All directors, officers, and employees of the group shall not offer, promise, or give bribes to obtain, retain or facilitate business or any transactions of the group.
2. All directors, officers, and employees of the group shall not, whether directly or indirectly, request, agree to accept, or take bribes from any person or organization. Bribes include anything of value, which may be in the form of fee, commission, reward, improper gifts or contributions, or other forms of advantage, financial or otherwise.
3. All directors, officers, and employees of the group shall not engage in any form of corruption including but not limited to extortion, fraud, insider trading, money laundering, and kickbacks.
4. Anyone who deliberately aids, conceals, or permits the performance of any irregular, illegal, or fraudulent act against Keepers shall be held liable together with the principal perpetrators of the fraud, unlawful act, or irregularity.
5. Any form of bribe demand or offer must be rejected immediately.

REPORTING

1. Any suspect of bribery and corrupt practices in the group must be reported immediately to the direct supervisor, Compliance Officer, or Head of the Legal or Human Resources Department.
2. In accordance with this policy, the group will assist any person who expresses a concern in good faith, even if the investigation subsequently determines that the issue reported was unfounded.
3. Keepers guarantees that no one will be treated unfairly as a result of refusing to take or give a bribe or engaging in other corrupt actions, or because they expressed concern about a possible act of bribery or corruption.

TRAINING AND COMMUNICATION

1. Keepers shall conduct training and orientation of this policy to its new and full-time employees.
2. Keepers shall communicate this policy to all of its suppliers, contractors, and partners at the beginning of any business dealings and as needed going forward.

DATA PRIVACY AND CYBERSECURITY POLICY

The privacy and security of personal data collected from all our stakeholders - our customers, suppliers and service providers, shareholders and public investors, employees, in the course of conducting the group's business activities are all important and critical to Keepers. The officers and employees of Keepers adhere to the principles of the Data Privacy Act (RA 10173) and comply with the best data privacy practices sanctioned in its Implementing Rules and Regulations and Memorandum Circulars issued by the National Privacy Commission.

SCOPE

This policy applies to Keepers and its subsidiaries' employees, suppliers/vendors, customers, contractors, and anyone else who may have access to Keepers' systems, websites, software, and hardware.

OUR COMMITMENT

Keepers is committed to protecting and securing the data collected from our employees, customers, suppliers, contractors, and other service providers, whether in the form of a physical or a digital copy.

Protecting Privacy

Keepers commits to protecting the confidentiality as well as privacy of the information, records, and data collected from all our stakeholders in the course of conducting its normal business activities.

Cybersecurity and Information Security

Keepers commits to securing information, records, and data from our stakeholders through the application of multiple-layer cybersecurity measures to minimize or eliminate the risk of cyberattacks.

DATA PRIVACY PRACTICES

Collection of Personal Data

Keepers may gather personal information of all covered stakeholders such as name, address, phone number, gender, marital status, age, religious affiliation, health, or education in the normal course of business.

Use of Personal Data

Keepers uses these data to facilitate processing of transactions with all stakeholders, administer your account with us, and most especially, to be more efficient in providing you with our services.

Non-Disclosure of Personal Data

Keepers will not disclose your personal information without your consent or in any circumstance not authorized by law or any valid order of a court or government agencies.

Security of Personal Data

Keepers applies multiple-layer security measures and modern technologies to make sure your personal data are kept confidential and secured with us. Our employees are trained to handle your personal data with the utmost confidentiality and we have adequate internal control processes and systems in place to avoid security breaches or violations.

Use of Cookies

Our websites use “cookies” to allow us to help you navigate efficiently, obtain the information and services you need, and enhance user experience. Users' web browser places cookies on their hard drive for record-keeping purposes and sometimes to track information about them to help personalize the content presented to the user based on history. However, a cookie gives us no access to your computer or any information about you other than the data you choose to share with us.

You can choose to accept or decline cookies. By continuing to visit or use our website, you are agreeing to use cookies and similar technologies for the purpose described in this policy.

Data Privacy Rights

You may inquire or request information about processing your personal data, including the data privacy and security policies implemented by Keepers to protect your personal data.

You may also request for an updating, rectification, or amendment of your personal data or file a complaint in case of any breach or violation of your privacy.

You may send your inquiry or request to the following: Email:

dataprivacy@thekeepers.com.ph

Letter: Office of the Data Protection Officer New
Tabacalera Building, 900 Romualdez St., Paco
Manila, 1007 Philippines
Call: +632-8257-0851

CYBERSECURITY PRACTICES

Device Security

Keepers' data may be in danger if employees log in to their company's accounts using their personal smartphones, tablets, or computers. Keepers does not advise its employees to use personal devices to access company data. If unavoidable, employees must keep their gadgets in a secure location away from the reach of others.

We advise our employees to adhere to the following best practices:

1. Keep the passwords for all electronic devices safe and secure.
2. Use only secure networks when logging into workplace accounts.
3. Regularly install security updates.
4. Update antivirus programs frequently.
5. Never leave your gadgets exposed and vulnerable.
6. When you leave your workplace, lock your computers.

Email Security

Emails may carry scams and malware (e.g. worms, bugs, etc.). Our policy is to constantly alert personnel to the following in order to prevent virus infection or data theft:

1. Avoid opening or clicking suspicious files and links.
2. Always double-check email sender names and addresses.
3. Look for inconsistencies in email addresses, links, and domain names. Also, check for grammatical errors and spelling mistakes.
4. Be wary of click-bait headlines (for example offering prizes, advice, etc.)

Employees may always get in touch with our IT department if they have any questions about whether the email or any other sort of data received is secure.

Data Transfer

Data transmission is one of the most popular methods of cybercrime. The company encourages to follow these recommended practices:

1. Avoid sending personal data such as customer and employee private information.
2. Observe data privacy protocols.
3. Data can only be exchanged over the company's network.

ENTERPRISE RISK MANAGEMENT

The Keepers Holdings Inc. and its subsidiaries (“Keepers”) acknowledge that certain risks are inherent in doing our business. We recognize that these risks may not be totally eliminated, but they can be managed if measured more consistently, accurately, and in a timely manner.

Keepers’ enterprise risk management system is an essential component of the strategy for achieving its strategic objectives of value creation and shareholder value preservation. This system also aids in ensuring that Keepers complies with all applicable laws and regulations. It reduces the possibility of unanticipated losses or harm to Keepers’ reputation and enterprise value.

ERM Scope

Risk management at Keepers applies to the whole group from the Board of Directors, Senior Management, and Business Units to individual workers and specific roles, programs, projects, and activities.

ERM Objective

- Identify, measure, manage and control risks inherent in Keepers and its subsidiaries' activities.
- Define and disseminate risk management policies to key stakeholders.
- Encourage a strong "control culture" and risk awareness in Keepers and its subsidiaries.

ERM Strategy

Keepers enterprise risk management system is based on a globally recognized methodology and a variety of best practices to assure sustained corporate success through an objective approach to risk-taking.

Keepers’ Enterprise Risk Management strategy starts with risk identification, then moves on to risk assessment, including risk source analysis. Following this, risk management response and action plans are developed. The risk management process is then communicated, monitored, and continuously improved.



TASK	DESCRIPTION
STRATEGIC/ OBJECTIVE SETTING	To plan the strategies and establish the business objectives of each business unit
RISK IDENTIFICATION	To identify the risks, threats, and opportunities within the company and business units that could potentially impact the achievement of business objectives
RISK ASSESSMENT	To evaluate the risks and threats identified and possible impacts on the business
RISK RESPONSE	To determine the risk treatment and whether to mitigate, transfer, tolerate, terminate or exploit the identified risks

<p align="center">COMMUNICATION, MONITORING and REVIEW</p>	<p>To communicate the risk process among the internal and external stakeholders and ensure continuous monitoring and review of its effectiveness.</p>
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Roles and Responsibilities

ROLES	RESPONSIBILITIES
BOARD OF DIRECTORS	<ol style="list-style-type: none"> Oversees management's implementation of an effective risk management system for identifying, assessing, managing, responding to, and monitoring of risks to the company and its strategic objectives. Recognizes and evaluates the risks inherent in the company and business unit's strategy and encourages management to pursue the appropriate risk to achieve long-term performance and value. Works with management to define and assess the company's risk management regularly. Ensures that Management provides timely information and updates on critical risks, as well as crucial indicators and solutions. Reports to stakeholders on the risk management operations of Keepers and its subsidiaries and authorizes the associated disclosure.
RISK COMMITTEE	<ol style="list-style-type: none"> Oversees Keepers' ERM framework and procedures on behalf of the Board of Directors. Reviews and recommends for approval by the Board of Directors Keepers' ERM program to identify, measure, monitor, and control its risks. Reviews risk exposure reports, proposes appropriate measures, and communicates ERM strategies to affected business units to address or decrease risks. Reports to the Board of Directors significant matters concerning Keepers' risk exposures Conducts investigations into any matter within its scope of responsibility, as necessary
PRESIDENT	<ol style="list-style-type: none"> Assumes ownership of the ERM Leads the setting of strategic objectives for the company Meets with the Management Committee, business unit heads, and key executives on a regular basis to ensure that management responses to recognized serious risks are adequate and effective. Inspires and nurtures cultural change in favor of ERM as a value and best practice for the company.

	5. Reviews and approves risk information and ERM progress reports prior to their submittal to the Risk Committee or full Board of Directors
RISK MANAGEMENT OFFICER	<ol style="list-style-type: none"> 1. Leads and supervises the development, implementation, reporting and monitoring of risk management activities across Keepers and its subsidiaries and recommends for continual improvement and enhancement of its ERM process. 2. Creates and executes risk management procedures and methods, tools, techniques, analysis, and training. 3. Recommends areas for continuous improvement and advancement of the ERM process.
SENIOR MANAGEMENT	<ol style="list-style-type: none"> 1. Demonstrates full commitment to ERM as a value and best practice. 2. Allocates enough resources, including the formation of a working group, to guarantee the success and support of ERM initiatives
INDIVIDUAL EMPLOYEES	<p>Each employee must be aware of the ff:</p> <ol style="list-style-type: none"> 1. Risks associated with their positions and activities 2. How risk management assists them in achieving their own goals and objectives 3. Their responsibility for certain hazards and how they can handle them 4. How they can help to enhance risk management in the long run.

ENVIRONMENTAL POLICY

As a conglomerate operating in various parts of an archipelagic country, the Philippines, that is highly exposed to the effects of climate change and environmental degradation, we feel we have the duty to support our environment by protecting our natural resources and minimizing our environmental negative impact. This includes working with suppliers, partners, and relevant government instrumentalities to protect the environment and helping our customers live more sustainably by minimizing our negative environmental impact

Protecting and enhancing the environment is vital to how Keepers Group conducts its business. This overall environment policy details how Keepers Group manages its responsibilities to the environment. This policy statement highlights some of our programs and plans for the environment which applies to all of Keepers Group's business activities, including all its business segments/subsidiaries.

Our commitment

We have identified the following environmental issues as priority areas where we can work and focus on achieving our goals on sustainability:

- Climate Change (Greenhouse Gas Emissions): We are committed to gradually reducing our GHG emissions and carbon footprint in our entire operations and supply chain in line with *the science-based targets*. Before we set our science-based reduction targets, we first need to have the complete quantification of our GHG Emissions in all of our operations and supply chain. *Furthermore, the company plans to develop a comprehensive product carbon footprint brochure for all of our products sold in our retail stores with help from the suppliers.*

“Keepers commits to achieving net zero carbon emissions across its operation by 2050 in support of international agreements for climate action such as the United Nation’s Paris Agreement and Glasgow Climate Pact.”

- Waste: We are committed to minimizing our waste whether it is *food waste, solid waste, or hazardous waste* in our entire operation and supply chain. We would also help our customer lessen their waste generation and disposal.
- Resource Efficiency: We aim to operate more efficiently whether in terms of our *energy consumption (electricity and fuel), water consumption (potable and recycled), or paper consumption* of our entire operation and supply chain.
- Biodiversity: We will strive to support and enhance our biodiversity through partnerships with organizations with biodiversity and nature protection programs. We encourage our suppliers to source their raw materials in a way that is not harmful and does not destroy our forest and ecosystem. We also promote better management practices from our suppliers to protect and restore biodiversity and prevent loss.

- **Packaging:** We will use packaging where it serves its purpose, primarily ensuring product safety, and we will strive to ensure that the packaging materials used in our operation and supply chain are chosen to minimize our environmental impact.
- **Environmental Compliance:** We aim to be fully compliant with all environmental regulations in the Philippines including but not limited to RA 9003 (Ecological Solid Waste Management Act of 2000), RA 9275 (Philippine Clean Water Act of 2004), RA 8749 (Philippine Clean Air Act of 1999), RA 6969 (Toxic Substances, Hazardous Waste, and Nuclear Waste Control Act of 1990), PD 1586 (Environmental Impact Statement of 1978) in all of our operations and supply chain by implementing relevant environmental programs.

Managing our suppliers

We encourage our suppliers to support and align with our environmental programs and initiative by ensuring that their operations comply with local environmental regulations and minimize their environmental and climate impact.

Roles and Responsibilities

ROLES	RESPONSIBILITY
BOARD SUSTAINABILITY COMMITTEE	responsible for overseeing the Group's environmental obligations and holding the senior management to account in terms of delivery and progress
SUSTAINABILITY STEERING GROUP	responsible for monitoring changes to the external environment and consider how they impact our sustainability strategy and reputation
TECHNICAL WORKING GROUP	create a sustainability road map and present recommendations to advance the company's sustainability performance and agenda.
SENIOR MANAGEMENT	accountable for ensuring the implementation of environmental programs and driving sustainable best practices
INDIVIDUAL EMPLOYEES	support the environmental programs and initiatives of the company by complying with the environmental rules and regulations.

HUMAN RIGHTS POLICY

The Keepers Holdings Inc.'s & Subsidiaries' ("Keepers") Human Rights Policy formalizes our commitment to uphold and respect the human rights of every person. Keepers is committed to pursuing its goal of being an effective advocate for the protection of human rights. This policy aligns with global human rights standards such as the International Bill of Human Rights, the International Labor Organization's Declaration on Fundamental Principles and Rights at Work, the UN Guiding Principles on Business and Human Rights, and the Philippine Constitution.

SCOPE

This Human Rights Policy statement applies to all its directors, officers, managers, employees, suppliers, contractors, and business units. This policy promotes the human rights of all of our stakeholders.

OUR COMMITMENT

Keepers commits to respecting, supporting, and promoting the human rights of every person. We expect our suppliers and contractors to align with these universal principles.

Child Labor

We shall not employ child labor in our business activities in accordance with international labor standards and the Philippines' labor laws.

Fair Wages and Compensation

Keepers shall pay its employees equitably to meet their basic needs and the needs of their family members who are directly reliant on them. Keepers assures full compliance with relevant pay, work hours, overtime, and benefits requirements in line with the Department of Labor and Employment's laws, rules, and regulations.

Working conditions including, hours

Keepers treats all of its employees fairly and justly in relation to the industry standard. Every employee will have a formal employment contract outlining the terms and conditions of their employment, including any notice requirements on both ends. All employees are entitled to adequate breaks for rest and access to restrooms.

In general, Keepers does not compel its employees to work more than a maximum of 48 hours a week and offers at least one day off each week. Keepers provides incentive leaves to every employee in line with Philippine labor laws and regulations.

Forced Labor and Human Trafficking

Keepers does not allow any form of forced labor, whether it is prison labor, indentured labor, bonded labor, slave labor, or any kind of human trafficking to any aspect of its operation.

Non-Discrimination and Anti-Harassment

Keepers respects each individual's human rights and will not discriminate on the basis of race, color, religion, sex, age, socioeconomic position, familial origin, physical or mental disability, or sexual orientation, nor will it violate anyone's rights in any other way.

Keepers maintains a workplace free of harassment, aggression, intimidation, coercion, excessive force, or other hazardous situations.

Diversity and Inclusion

Keepers commits to building a diverse, and inclusive workforce, with individuals and teams having different abilities, interests, and viewpoints in pursuit of common goals.

Freedom of speech and association

Keepers encourages open communication where our employees may express their issues, thoughts, and ideas in order to improve our processes and become more efficient in our work.

Health and Safety

Keepers commits to offering a safe, conducive, and healthy workplace that complies with relevant laws and regulations regarding employees' physical and mental well-being.

As part of its efforts to foster a safe and wholesome working environment, company employees are covered by rules against the use of prohibited drugs and working under the influence of alcohol.

REPORTING

Keepers encourages its employees to report any violation of the above policy to their respective superiors, the Human Resources Department, or the Legal Department for appropriate action.

SUPPLIER CODE OF CONDUCT

PURPOSE

To maintain the trust of our stakeholders, we rely on our suppliers, manufacturers, contractors, vendors, and others, to adopt and implement certain standards of integrity, values, and operating principles that are consistent and aligned with the elements and principles of Keepers' sustainability standards. This code guides every organization participating in Keepers' supply chain for products and services on how they can align their business operating standards.

SCOPE OF APPLICATION

This code applies to all companies and organizations in the supply chain involving products and services provided to Keepers and its subsidiaries, regardless of brand.

MONITORING COMPLIANCE

Suppliers must ensure that their activities are in line and consistent with the operating principles adopted in this Code. While compliance with the Code is the Supplier's primary responsibility, Keepers may verify and assess Supplier compliance with the Code using a variety of modalities, including self-evaluation of suppliers or audits conducted by Keepers or a Keepers-authorized service provider.

During the compliance monitoring process, Keepers expects full collaboration and openness from suppliers. We expect the supplier to promote and facilitate any communication with employees needed for audits, and to refrain from taking any retaliatory action against workers who participate in this process. Keepers or a Keepers-authorized supplier may visit facilities regularly to check the success of improvement programs.

Keepers has the right to seek corrective action if a supplier fails to comply with the Code. If a supplier fails to take corrective action or fails to comply with the Code, Keepers may, in its sole discretion and without further obligation to suppliers, suspend or terminate its relationship with the supplier in whole or in part.

PRINCIPLES

I. COMPLIANCE WITH APPLICABLE LAWS, POLICIES & GOVERNING TERMS

Suppliers, including all their sub-suppliers, sub-contractors, and other sub-service providers must abide by all applicable laws, rules, and regulations of the country in which the company is conducted as well as Keepers' Supplier Code of Conduct.

ETHICAL CONDUCT

Suppliers must ensure that their actions, decisions, and behaviors are consistent with ethical business governance standards and practices.

Anti-Bribery, Anti-Corruption & Anti-Money Laundering

Suppliers must comply with respective anti-bribery, anti-corruption, and anti-money laundering laws and regulations in all jurisdictions in which they operate. Suppliers must not offer, pay, receive or solicit bribes, kickbacks, payments, favors, or gifts of any kind, either directly or indirectly, to gain favorable outcomes.

Fraud

Suppliers must not commit fraud, including asset theft and false representation of facts.

Gifts and Entertainment

Suppliers must not give presents or entertainment that may be seen and construed as an attempt to influence a business choice, establish an obligation to do something in return, or serve as a personal reward for making a business decision.

Information Security

If you provide digital, online, or support services and/or access sensitive information, make sure you have solid security measures in place to protect Keepers. Follow Keepers' Data Privacy and Cybersecurity Policy.

Confidentiality

Suppliers must comply with the confidentiality requirements of Keepers.

Conflict of Interest

Suppliers must avoid impropriety and conflicts of interest, as well as the impression of both. Suppliers must not deal directly with any Keepers employee who has a financial interest in the Supplier through their spouse, domestic partner, other family members, or relative.

II. EMPLOYMENT STANDARDS

Keepers protects the human rights of its employees, consumers, supply chain partners, and vendors. We expect our suppliers to align with our principles and commit to treating people with dignity and respecting their human rights. We specifically request that you monitor and enforce adherence to these standards for employees in vulnerable populations, such as migratory workers, women, and young people. Keepers's minimal employment and labor requirements are outlined in this Code.

You must, however, be aware of your duties under applicable local laws and regulations, as well as comply with the stricter requirements that apply to your operation.

Child Labor

There must be no employment of a child who is under 15 years old or at the age at which the child is permitted to work in that country. Employees between the ages of 16 and 18 must have suitable working hours, conditions, and other benefits that do not threaten their health or safety or jeopardize their education.

Forced Labor

There must be no involuntary labor practices, such as forced, bonded, trafficking, prison labor, or any practices that are against an employee's will that use violence, intimidation, constraint, mental or physical methods, or arbitrarily limit their freedom of action in your operations and supply chain.

Keep an eye out for any indicators of forced labor, especially among vulnerable employees such as migrant laborers, women, and young people. All employees must engage in employment willingly and have the right to discontinue employment in line with applicable laws.

Working Hours

Suppliers must follow all applicable laws on working hours, breaks, and holidays. If work exceeds the statutory working hours, overtime payment should be provided as compensation in accordance with applicable laws and regulations.

Working hours must be properly recorded using an accurate and dependable timekeeping and record system, and they must also include working hours for individuals who are paid on a piece-rate basis. Employees must be able to verify working hours data.

Wages and Benefits Package

Suppliers shall adhere to respective national wage and benefit regulations. Wages and other benefits must be paid and deducted in line with applicable regulations, and records must be preserved. Wages must include overtime allowances and be provided to employees clearly and understandably.

Every employee must be provided with a written employment contract including information about their position, exact compensation, payday, and payment method.

Violence, Harassment, and Discrimination

There must be no violence, harassment, and discrimination in the workplace. Employees should not be subjected to verbal, physical, or sexual abuse, harassment, or intimidation in the workplace.

Employees must not be discriminated against based on race, color, gender, social background, sexual orientation, ethnicity, national origin, disability, pregnancy, religion, political affiliation, marital status, medical condition, or any other personal characteristic prohibited by law or regulation applicable to your operation at any time during the employment relationship, including during hiring. All employment decisions must be based on factors linked to the capacity to complete the needed work.

Freedom of Speech and Association

Suppliers should encourage open communication with their employees so that they may express their issues, thoughts, and ideas to improve their processes and work efficiency.

Whistleblowing

Suppliers must provide a mechanism for their employees to report any workplace issues and concerns. This means must be available to all employees. Furthermore, the secrecy of every received report is protected and only shared as needed to perform an investigation and handle the report's closure. No employee who has made a report in good faith should face retaliation.

III. QUALITY STANDARD

Suppliers must meet the quality standards in manufacturing, delivering, and supplying products and/or services. Suppliers must provide safe, high-quality products. Food and product safety and quality requirements must be met or exceeded as required by applicable laws and regulations for the products and services created and/or provided.

IV. HEALTH AND SAFETY

Suppliers must provide employees with a safe and healthy working environment that complies with applicable regulations and preventive measures for accidents, injuries, and mental concerns that may lead to possible health and safety issues.

Equipment Safety and Accident Prevention

Suppliers must comply with national legislation and quality standards relevant to facilities, equipment, and personnel. Suppliers must also undertake regular safety checks of their facilities and must take precautions to avoid hazards associated with the usage of equipment machinery.

Employee training must be adequately and regularly provided and records must be kept. Employees should be provided with suitable personnel protective equipment when using the equipment and machinery at no cost to prevent employee health and safety concerns.

Working Environment

Suppliers must provide their employees with enough lighting and ventilation at all times. Suppliers must provide clean, sanitary, appropriate restrooms for the employees. Suppliers must also assess and eliminate any dangers in the workplace for women after childbirth, during pregnancy, or while breastfeeding.

Fire Prevention and Disaster Prevention

Suppliers must comply with building and fire codes and ordinances at all times.

Suppliers must ensure that all working facilities have safety and emergency preventive measures in place to avoid accidents or injuries. All facilities must have operational fire alarms, fire extinguishers, sprinklers, smoke detectors, and necessary firefighting and preventative equipment and exit routes must always be clear from obstruction, and emergency evacuation is always possible.

Employees must get regular safety training.

V. ENVIRONMENTAL PROTECTION AND COMPLIANCE

Keepers is committed to minimizing the environmental impact of our activities by promoting sustainable practices and adhering to relevant environmental laws and regulations. We expect our Suppliers to support this commitment and follow these guidelines:

- Understand and comply with all national and local environmental laws, rules, regulations, administrative processes, and policies when conducting business. This includes emissions into the atmosphere and aquatic bodies, solid waste disposal, and the management and disposal of hazardous materials.
- When hazardous or polluting materials are discharged inappropriately, the appropriate authorities must be alerted, and action must be taken to repair and mitigate the environmental damage.
- Disclose comprehensive, consistent, and accurate scope 1, 2, and 3 greenhouse gas (GHG) emissions data.

SUSTAINABILITY SUPPLIER/VENDOR SELF-ASSESSMENT QUESTIONNAIRE

I. GENERAL MANAGEMENT	Answer
1. Does your company have a management representative for sustainability management (environmental, social, and business ethics, and compliance)? 2. If yes, please provide the name/s and e-mail of the person/s, even if the person is the same as mentioned in the vendor application form. Name: Email:	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
II. SOCIAL	
1. Does your company have an employment policy that covers areas described in the Keepers Supplier Code of Conduct? (Note: It could be one overarching policy/code of conduct or multiple policies?)	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
CHILD LABOR	
2. Does your company employ child labor who is under 15 years old or under the age at which a child is permitted to work in your country?	<input type="checkbox"/> Yes (0) <input type="checkbox"/> No (1)
FORCED LABOR	
3. Does your company employ any kind of forced labor, whether it is prison labor, bonded labor, or any kind of human trafficking?	<input type="checkbox"/> Yes (0) <input type="checkbox"/> No (1)
WORKING HOURS	
4. Does your company follow all applicable laws on working hours, breaks, and holidays?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
WAGES AND BENEFITS	
5. Does your company adhere to respective national wage and benefit regulations?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
VIOLENCE, HARASSMENT AND DISCRIMINATION	
6. Does your company ensure the workplace is free of any kinds of violence, harassment, and discrimination?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
FREEDOM OF SPEECH AND ASSOCIATION	
7. Does your company encourage open communication with your employees so that they may express their issues, thoughts, and ideas to improve processes and work efficiency?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
HEALTH AND SAFETY	
8. Does your company provide a safe and healthy working environment for your employees?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
9. Does your company provide enough lighting and ventilation to your employees?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
WHISTLEBLOWING	

10. Does your company provide a means to report any workplace issues and concerns?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
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III. ENVIRONMENT	
1. Does your company have environmental guidelines/objectives and/or an environmental policy?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
GREENHOUSE GAS (GHG) EMISSIONS and ENERGY	
2. Does your company monitor and track energy consumption?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
3. Have you measured and taken steps to reduce your corporate greenhouse gas* emissions? *Note: Greenhouse Gases are gases that traps heat in the atmosphere and warms the planet. GHGs include but not limited to carbon dioxide (CO2), Methane (CH4), nitrous oxide (N2O), and HCFCs. These gases are emitted through combustion of fuel such gasoline, diesel, coal, etc. and use of refrigerants. Some sources of GHG includes diesel generator set, Internal Combustion Engine vehicles, use of chillers, AC, fire extinguisher, etc.	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
If yes, what are your company's recent total greenhouse gas emissions (GHG)? (In MT CO2e)	
4. Have you set a GHG reduction target?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
If yes, what is your GHG reduction target?	
WATER AND EFFLUENT MANAGEMENT	
5. Does your company monitor water consumption? (in m3)	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
6. Does your company have a program to reduce water use or reuse/recycle water?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
7. Does your company have a system in place to address wastewater generation and management?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
8. Does your company treat wastewater prior to off-site discharge?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
WASTE MANAGEMENT	
9. Does your company have a program to minimize waste in your operation?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
10. Does your company have a program to manage and dispose of hazardous waste and solid waste?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
PACKAGING	
11. Does your company have goals and targets to reduce, reuse, and recycle the amount of packaging used for your products?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
12. Does your company incorporate packaging reduction, reuse, and recycling in your purchasing practices?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
TRANSPORTATION	

13. Does your company have targets and programs to reduce overall sustainability impacts by managing transportation logistics (e.g. prioritizing low-impact transportation modes)?	<input type="checkbox"/> Yes (1) <input type="checkbox"/> No (0)
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Score: /24

Supplier/Vendor Name: _____

Supplier/Vendor Contact Number: _____

Date/Signature: _____

Overall Comment/Rating:

Material Related Party Transactions Policy of The Keepers Holdings Inc.

A. Policy

The Keepers Holdings Inc., its subsidiaries and affiliates (herein referred to as “the Group”), firmly adhere to the principles of sound and responsible business ethics and legal standards.

The Keepers Holdings, Inc. (the “Company”), through its Board of Directors (the “Board”), recognizes that transactions between and among related parties create strategic financial, commercial, and economic benefits to the Company and its stakeholders. In this regard, related party transactions (“RPT”) are generally allowed.

However, when RPTs amount to then percent (10%), or higher, of the Company’s total audited consolidated assets, it shall be considered as Material Related Party Transaction/s (“material – RPT”) and shall be subject to arms-length principle and prior board approval as herein provided. These measures are designed to protect the Company from the adverse effects of material RPTs entered into by its personnel, officers, or directors laden with conflict of interest.

B. Purpose

This Material – RPT policy (herein referred to as “the Policy”) sets forth the rules and guidelines to ensure that material – RPTs involving the Company and its related parties are: (a) handled in a sound and prudent manner, with integrity and in compliance with applicable laws and regulations; (b) entered into on arm’s-length basis and; (c) approved following the Policy and without the participation of the concerned directors, officers or related parties.

C. Application

1. Scope

This Policy shall apply to all transactions of the Company with related parties that meet the materiality threshold as herein defined.

2. Definitions

a. **Related party** covers the following individuals:

Director	All members of the Board of Directors including consultants and advisers
Officer	Including but not limited to the following: Chairman, President, Vice-President, Chief Finance Officer, Senior Accounting Managers, Compliance Officer, Corporate Secretary, Legal Counsel, Internal Auditors, Department Managers, Treasurer, and all other officers having a rank of a Manager.

Substantial Shareholder	<p>A person shall be deemed to have an indirect beneficial ownership interest in any security which is:</p> <ol style="list-style-type: none"> (1) Held by members of his immediate family sharing the same household; (2) Held by a partnership in which he is a general partner; (3) Held by a corporation in which he is controlling shareholder; (4) Subject to any contract, arrangement, or understanding, which gives him voting power or investment power with respect to such securities.
Spouses and Relatives	<p>Spouses and relatives of the Director, Officer, Substantial Shareholder, Indirect Beneficial Owner within the 4th civil degree of consanguinity or affinity, legitimate or common-law.</p>

b. **Related party** also covers the following entities:

Parent Company	<p>An entity that controls the Company.</p>
Subsidiaries or Fellow subsidiaries	<p>An entity controlled, directly or indirectly, by the Company</p>
<p>Associate, Affiliate, Joint Venture or controlled entity</p>	<ol style="list-style-type: none"> (1) An entity in which the Company has significant influence. Where the Company holds 20% or more of the voting power of an entity, it will be presumed that the Company has significant influence unless it can be clearly demonstrated that this is not the case. (2) An entity linked directly or indirectly to the Company through any one or a combination of any of the following: <ol style="list-style-type: none"> (1) Ownership, control or power to vote, whether by permanent or temporary proxy or voting trust, or other similar contracts, by a company of at least ten percent (10%) or more of the outstanding voting stock of the Company, or vice-versa; (2) Interlocking directorship or officership, except in cases involving independent directors as defined under existing regulations; (3) Common stockholders owning at least ten percent (10%) of the outstanding voting stock of the Company and the entity; or (4) Management contract, or to the Company to direct or cause the direction of management and policies of the entity, or vice-versa.

c. **Related Party Transaction** (“RPT”) – is a transfer of resources, services, or obligations between a reporting entity and a related party, regardless of whether a price is charged. These shall include, but not limited to, the following:

- Merger, acquisition, consolidation and other related business combination involving the parent company and its subsidiaries;
- Sale, purchase or supply of any goods, merchandise, materials or supplies;
- Lease arrangements/contracts;
- Purchases and sales of assets, including the transfer of technology and intangible items (e.g., research and development, trademarks and license agreements);
- Investments and/or subscriptions for debt/equity issuances;
- Borrowings, commitments, fund transfers, and guarantees;
- On- and off-balance sheet credit exposures and claims and write-offs;
- Consulting, professional, agency and other service arrangements/contracts;
- Construction arrangements/contracts;
- Establishment of joint venture entities; and
- Settlement of liabilities on behalf of the entity or by the entity on behalf of that related party

It includes outstanding transactions with an unrelated party that subsequently becomes a related party.

- d. Material Related Party Transactions** (“material – RPT”) - Any related party transaction/s, either individually or in aggregate over a twelve (12) month period with the same related party, amounting to ten percent (10%) or more of the Company's total consolidated assets based on its latest audited financial statements.

3. Approval of Material Related Party Transactions –

The Audit Committee shall review, evaluate and approve all material - RPT before endorsing to the Board of Directors for final approval. The Committee shall consider the following factors in reviewing material - RPTs:

- terms of the transaction
- the aggregate value of the transaction
- whether the terms of the transaction are no less favorable than those generally available to non-related parties under similar circumstances
- the extent of the related party's interest in the transaction
- purpose and timing of the transaction
- whether the transaction would present a conflict of interests or special risks or contingencies for the Company, its subsidiaries or affiliates or the related party, taking into account the size of the transaction and the overall financial position of the related party
- material information or other factors the Committee deems relevant

Upon affirmative endorsement of the Audit Committee, the material - RPT shall also be approved by at least two-thirds (2/3) of the vote of the Board of Directors, with at least a majority of the independent directors voting to approve the material- RPT.

In case that a majority of the independent directors' vote is not secured, the material-RPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company.

Aggregate PT within the twelve (12) - month period that breaches the materiality threshold shall require the same Committee and Board approval as herein required.

4. Ensuring Arm's length terms

The Audit Committee and the Board of Directors shall ensure that all material - RPTs follow the arms-length principle and shall not unduly favor any related party to the detriment of the interests of the Company and its stakeholders.

Before the execution of the material RPT, the Board of Directors should appoint an independent external party to evaluate the fairness of the terms of the material RPTs. An independent external party may include, but is not limited to, auditing/accounting firms and third- party consultants and appraisers. The independent evaluation of the fairness of the transaction price ensures the protection of the rights of the shareholders and other stakeholders.

5. Duties and Responsibilities

a. Audit Committee

1. Evaluate the material-RPT whether or not it is fair and for the best interest of the Company and its stakeholders.
2. Recommend to the Board explaining the grounds for approving or denying the proposed material-RPT.

b. Board of Directors

1. Institutionalize a policy framework on the management, approval, and disclosure of material-RPTs
2. Approve all material-RPTs that cross the materiality threshold
3. Approve all write-off of material exposures to related parties
4. Establish an effective audit, risk and compliance system

5. Oversee the integrity, independence, and effectiveness of the policies and procedures for whistleblowing
6. Identify persons and companies that are considered as the Company's related parties
7. Quarterly review and update the Related Party Registry to capture organizational and structural changes in the Company and its related parties

c. Senior Management

The Chief Finance Officer (CFO), or any equivalent position, shall maintain a Related Party Registry and formulate a necessary mechanism and system of monitoring PT within the Group. The CFO shall report to the Audit Committee a significant update on RPT and any proposed material-RPT quarterly.

The President and all heads of various business units/subsidiaries shall implement appropriate controls to effectively manage and monitor RPTs on a per transaction and aggregate basis. Exposures to related parties shall also be monitored on an ongoing basis to ensure compliance with the existing policies and regulations.

The above-named officers shall disclose all relevant facts to the material-RPT as well as the direct or indirect financial interest of any related party in the transaction. They shall report the same during the Audit Committee and Board of Directors meetings where the material-RPT will be presented for approval.

d. Internal Audit Division

It shall conduct a periodic formal review of the effectiveness of the Group's system and internal controls governing PTs to assess consistency with the Board-approved policies and procedures. The resulting audit reports, including exceptions or breaches in limits, shall be communicated directly to the Audit Committee and the Board of Directors.

e. Compliance Division

It shall ensure that the Group complies with relevant rules and regulations and is informed of regulatory developments in areas affecting related party transactions. It shall aid in the review of the Group's transactions and identify any potential RPT that would require review by the Audit Committee and the Board. It shall ensure that the PT policy is kept updated and is correctly implemented throughout the Company.

6. Disclosure

The Company shall submit the following documents to the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE):

- a. A summary of material-RPT entered into during the reporting year in the Company's Integrated Annual Corporate Governance Report to be submitted annually every May 30.
- b. Advisement Report, in accordance with the form prescribed by the SEC, of any material-RPT to be filed within three (3) days from the execution date of the material-RPT. The report shall be signed by the Corporate Secretary and the Chairman or President.

7. Conflict of Interest

Any personnel, officers, or directors with personal interest in any material RPT shall timely disclose all material facts especially their respective interests in the material-RPT, and abstain from the discussion, approval, and management of such transaction in the Company.

In case they refuse to abstain, their attendance shall not be counted for Purposes of assessing the quorum, and their votes shall not be counted for purposes of determining approval.

8. Report of violation and Remedy for Abusive Material RPTs

The Company encourages anyone to report any deviation or non-compliance with the material-RPT Policy. Reports may be submitted thru any of the following:

- a. Postal Mail: Office of the Compliance Officer
No. 900 Romaldez St., Paco, Manila 1007
- b. Email: corporate.governance@thekeepers.com.ph
- c. Call: +632-8257-0851

The whistle-blower's identity will be kept in the strictest confidentiality.

The Legal Counsel shall determine whether or not there is a violation of the material-RPT Policy. If he finds that there is a violation, he shall report the same to the Audit Committee and the Board of Directors. The latter body shall have the final determination of a violation of material-RPT and the appropriate remedies or penalty, including but not limited to any of the following:

- a. If still possible, discontinue the transaction and determine how to minimize losses and recover opportunity costs
- b. If the transaction has already been completed, demand for the recovery of losses or opportunity costs.
- c. Impose administrative sanctions on personnel, officers, or directors, who have been remiss in their duties of handling material RPTs. It may vary from suspension to termination, depending on the gravity of the offense and the amount of loss incurred by the Company

- d. Institute civil or criminal case against the erring personnel, officers, or directors if warranted by the circumstances and provided by applicable law, rules, or regulations.

9. Compliance and Communication

The Group shall ensure that this Policy, or any of its amendments, will be appropriately communicated to its directors, officers, employees, third-party and other stakeholders for their awareness and compliance.

Monitoring of compliance with this Policy must be conducted regularly by the Office of the Compliance Officer.

10. Policy Review

This Policy shall be reviewed annually or as deemed necessary.

D. Effective Date

This Policy has been approved and submitted to SEC and PSE on 22 September 2020.

The Board of Directors of The Keepers Holdings, Inc. has approved the Company's Environment, Social, and Governance Policies on 12 August 2024.

[sgd.]
Lucio Co
Chairman

[sgd.]
Jose Paulino Santamarina
President

[sgd.]
Camille Clarisse Co –
Lao
Director

[sgd.]
Robin Derrick Chua
Director

[sgd.]
Jannelle Uy
Director

[sgd.]
Enrico Cruz
Independent Director

[sgd.]
Edgardo Lacson
Independent Director