



April 8, 2024

Securities and Exchange Commission

7907 Makati Avenue, Brgy. Bel-Air, Salcedo Village,
Makati City, 1209

Attention: **Mr. Oliver O. Leonardo**

Director, Markets and Securities and Regulation Department

Philippine Stocks Exchange

6/F, PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Ms. Alexandra T. Wong**

OIC, Disclosure Department

Gentlemen:

For submission is the **Preliminary Information Statement** ("PIS") (SEC Form 20-IS) of The Keepers Holdings, Inc. (the "Company") for its forthcoming Annual Stockholders' Meeting scheduled on May 13, 2024, at 1:00 pm.

We want to inform the Commission and the Exchange that the Company's Management Discussion and Analysis of its Operation and 2023 Consolidated Audited Financial Statements will be submitted with the Definitive Information Statement.

Thank you.

Very truly yours,

Atty. Candy H. Dacanay – Datuon

Assistant Corporate Secretary

COVER SHEET

0 0 0 0 0 2 4 0 1 5

SEC Registration Number

THE KEEPERS HOLDINGS, INC.

(Company's Full Name)

NO. 900 ROMUALDEZ ST., PACO,
MANILA

(Business Address: No. Street City/Town/Province)

CANDY H. DACANAY-DATUON

09178612459

(Company Telephone Number)

1 2 3 1

Month

Day

SEC FORM 20-IS

(Form Type)

0 5 1 3

Month

Day

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowing

Domestic

Foreign

SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please sure BLACK ink for scanning purposes.

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20 - IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. **THE KEEPERS HOLDINGS, INC.**
Name of Registrant as specified in its charter
3. **No. 900 Romualdez St., Paco, Manila**
Province, country, or other jurisdiction of incorporation or organization
4. **24015**
SEC Identification Number
5. **000-282-553**
BIR Tax Identification Code
6. **No. 900 Romualdez St., Paco, Manila** **1007**
Address of principal office Postal Code
7. **0917 861 2459**
Registrant's telephone number, including area code:
8. **May 13, 2024, Monday, 1:00 PM Via Online Meeting**
Date, time, and place of the meeting of security holders
9. **April 18, 2024**
Approximate date on which the Information Statement is first to be sent or given to security holders
10. In case of Proxy Solicitations: **We are not asking for Proxy Solicitations.**
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on the number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt
Common Share	14,508,750,313
12. Are any or all of the registrant's securities listed in a Stock Exchange?
Yes [x] No []

If yes, disclose the name of such Stock Exchange and the class of securities listed therein: **Philippine Stock Exchange, common shares.**



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the Annual Stockholders' Meeting of **THE KEEPERS HOLDINGS, INC.** will be via Online Meeting on May 13, 2024, Monday, at 1:00 pm.

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 2023
4. Presentation of Annual Report and Approval of 2023 Audited Financial Statements
5. Election of Regular Directors and Independent Directors
6. Re-appointment of an External Auditor and Fixing its Remuneration
7. Other Matters
8. Adjournment

Only stockholders of record, as of April 22, 2024, are entitled to notice of, and vote at, this meeting.

Pursuant to the Company's bylaws and resolution of the Board of Directors dated April 4, 2024, the annual stockholders' meeting will be held online or virtual. Stockholders may participate in the meeting by remote communication, voting *in absentia*, or by appointing the Chairman of the meeting as their proxy. The Information Statement will be accessible on the Company website, www.thekeepers.com.ph, starting April 18, 2024.

Stockholders attending by proxy should e-mail their duly accomplished proxies to corporate.secretary@thekeepers.com.ph or send original hard copies of proxies to the Office of the Assistant Corporate Secretary, The Keepers Holdings, Inc., No. 900 Romualdez St., Paco, Manila 1007 on or before May 6, 2024. Stockholders attending by remote communication should notify the Company on or before May 7, 2024. The Information Statement will provide the requirements and procedures for participating in the meeting.

The Company's Stock Transfer Agent will validate the votes on May 7, 2024, at 3:00 pm, at the Office of the Assistant Corporate Secretary, The Keepers Holdings, Inc., No. 900 Romualdez St., Paco, Manila 1007.

Manila, Philippines, April 8, 2024.

CANDY H. DACANAY – DATUON
Assistant Corporate Secretary & Compliance Officer

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 1:00 pm.

2. Certification of Notice and Quorum

The Secretary, Candy H. Dacanay-Datuon, will certify that the notice of the meeting was sent to the stockholders on record by posting it on the Company website and the Philippine Stock Exchange Edge platform in accordance with the Company's bylaws. 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 Minutes and ratifying the acts and resolutions of the Board of Directors and Management since the last stockholders' meeting will be submitted for stockholders' approval.

4. Presentation of Annual Report and Approval of the 2022 Consolidated Audited Financial Statements

The Company will present its Annual Report and the 2023 Consolidated Audited Financial Statements to the stockholders. A resolution ratifying the Annual Report and the 2023 Consolidated Audited Financial Statements will be presented to the stockholders for 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 the election of 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. Edgardo G. Lacson as Independent Director

The nominees' profiles will be provided in the information statement.

6. Re-appointment of an External Auditor and fixing its remuneration

A resolution to appoint R.G. Manabat & Company (KPMG) with payment of up to P1.2 million as External Auditor of the Company will be presented for stockholders' approval.

7. Other Matters

The Chairman will open the floor to answer any questions from the stockholders.

PART 1: INFORMATION REQUIRED IN THE INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time, and place of meeting of security holders

- (a) May 13, 2024, Monday, 1:00 PM, via Online Meeting
Principal Office: No. 900 Romualdez St., Paco, Manila 1007
- (b) The Information Statement will be available on the Company's website, www.thekeepers.com.ph, beginning on April 18, 2024¹.

We are not asking for a proxy, and you are requested not to send us a proxy.

Item 2. Dissenters' Right of Appraisal

Under Section 80, Title X of the Revised Corporation Code, any stockholder shall have the right to dissent and demand payment of the fair value of the shares in the following instances:

- a) In case of an amendment to the articles of incorporation that has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those outstanding shares of any class, or of extending or shortening the term of corporate existence;
- b) In case of a sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all the corporate property and assets;
- c) In case of merger or consolidation; and
- d) In case of investment of corporate funds for any purpose other than the corporation's primary purpose.

However, no matters or actions to be taken at the meeting may give rise to a possible exercise by stockholders of their appraisal rights.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

- a) No director, officer, nominee, or any associate of the foregoing person has a substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election or appointment to office.
- b) No director, officer, nominee, or any associate of the foregoing person has informed the Company in writing that he intends to oppose any action to be taken by the Company at the meeting and indicate the action which he intends to oppose.

¹ The Information Statement will be distributed to stockholders by posting the Notice of Meeting and the Information Statement on the Company website and the PSE Edge following Section 3, Article II of the Company's bylaws.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders

- (a) Number of outstanding shares as of March 31, 2024:
14,508,750,313 common shares
Number of votes entitled: one (1) vote per share
- (b) All stockholders on record as of April 22, 2024, shall be entitled to vote in the meeting.
- (c) Section 23 of the Revised Corporation Code states that stockholders entitled to vote shall have the right to vote on the number of shares of stock standing in their own names in the stock books of the Company as of the record date. The said stockholder may: (a) vote such number of shares for as many as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by a number of shares owned; or (c) distribute them on the same principle among as many candidates as may be seen fit. Provided, that the total number of votes cast shall not exceed the number of shares owned by the stockholders as shown in the books of the Company multiplied by the whole number of directors to be elected.
- (d) Security Ownership of Certain Beneficial Owners and Management

1. Security ownership of more than 5% of the stock of the Company as of March 31, 2024:

Title of Class	Name, Address of record owner	Relationship with the Company	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of shares held	%
Common	Cosco Capital, Inc. ² No. 900 Romualdez St., Paco, Manila	Stockholder/ Parent Company	Parent Company	Filipino	11,250,000,000	77.54%
Common	PCD Nominee Corporation	Stockholder/ Not related	Acting for various clients	Filipino	2,235,184,354	15.40%
Common	PCD Nominee Corporation	Stockholder/ Not related	Acting for various clients	Non-Filipino	767,213,528	5.2%

2. Security Ownership of Directors and Executive Officers of the Company as of March 31, 2024:

Title of Class	Name of Beneficial Owner	Position	Nature of beneficial ownership	Citizenship	Number of shares	%
Common	Lucio L. Co	Chairman	Direct	Filipino	1	0.00%

² Mr. Lucio L. Co will vote on behalf of Cosco Capital, Inc.
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Common	Jose Paulino L. Santamarina	President	Direct	Filipino	8,000,023	0.06%
Common	Camille Clarisse P. Co	Director	Direct	Filipino	1,500,023	0.01%
Common	Robin Derrick C. Chua	Director	Direct	Filipino	1,000,023	0.01%
Common	Jannelle O. Uy	Director	Direct	Filipino	2,000,023	0.01%
Common	Enrico S. Cruz	Independent Director	Direct	Filipino	2,750,023	0.02%
Common	Edgardo G. Lacson	Independent Director	Direct	Filipino	1,000	0.00%
Common	Imelda G. Lacap	Comptroller	Direct	Filipino	1,600,000	0.01%
Common	Ma. Editha D. Alcantara	Treasurer	Direct	Filipino	1,000,000	0.01%
Common	Baby Gerlie I. Sacro	Corporate Secretary	Direct	Filipino	0	0%
Common	Candy H. Dacanay-Datuon	Assistant Corporate Secretary	Direct	Filipino	520,000	0.00%
Common	Abigael D. Lintag	Internal Auditor	Direct	Filipino	14,000	0.00%
Common	John Marson T. Hao	Investor Relations and Sustainability Officer	Direct	Filipino	0	00.00%

3. None of the officers or directors have any voting trust agreement for owning the Company's stocks.
4. There has been no change in control of the Company in the last fiscal period.
5. Foreign ownership level as of March 31, 2024:
767,213,736, or 5.29% of the Company's outstanding capital stock.

Item 5. Directors and Executive Officers

(a) The Company held seven board meetings in 2023. The record of attendance of the Directors is as follows:

Director	Attendance	Percentage
Mr. Lucio L. Co	7/7	100%
Mr. Jose Paulino L. Santamarina	7/7	100%
Ms. Camille Clarisse P. Co	7/7	100%
Ms. Jannelle O. Uy	6/7	86%
Mr. Robin Derrick C. Chua	6/7	86%
Mr. Enrico S. Cruz	7/7	100%
Mr. Edgardo G. Lacson	4/4	100%

Mr. Lacson was elected as an Independent Director of the Company on May 30, 2023.

(b) The Company has three Board Committees:

1. Executive Committee:

Chairman: Mr. Lucio L. Co

Members: Mr. Jose Paulino L. Santamarina, Ms. Camille Clarisse P. Co,

Ms. Jannelle O. Uy, and Mr. Robin Derrick C. Chua

2. Audit Committee

Chairman: Mr. Enrico S. Cruz

Members: Mr. Edgardo G. Lacson and Mr. Jose Paulino L. Santamarina

3. Corporate Governance Committee:

Chairman: Mr. Edgardo G. Lacson

Members: Mr. Enrico S. Cruz and Mr. Robin Derrick C. Chua

(c) The following are the nominees for the election of regular directors:

1. Mr. Lucio L. Co
2. Mr. Jose Paulino L. Santamarina
3. Ms. Camille Clarisse P. Co
4. Ms. Jannelle O. Uy
5. Mr. Robin Derrick C. Chua

The following are the nominees for the election of independent directors:

1. Mr. Enrico S. Cruz as Independent Director
2. Mr. Edgardo G. Lacson as Independent Director

Mr. Co nominated Mr. Cruz and Mr. Lacson as the Company's independent directors during the Corporate Governance Committee meeting held on March 21, 2024. On the Committee's favorable recommendation, the Board of Directors approved their nominations on April 4, 2024.

Presented below are the business profiles of the nominees for the election of directors:

Lucio L. Co, Filipino, 69 years old

Mr. Co has served as Chairman of the Company since 2013. Mr. Co is concurrently the Chairman and President of the following companies: Bellagio Holdings, Inc., Canaria Holdings Corporation, Ellimac Prime Holdings, Inc., Invescap Incorporated, Puregold Duty Free, Inc., and Puregold Properties, Inc. He is also the Chairman of Alcorn Petroleum and Minerals Corporation, Entenso Equities, Inc., NE Shopping Centers Corporation, PG Holdings, Inc., Pajusco Holdings Corporation, Puregold Duty Free (Subic), Inc., Puregold Finance, Inc., Puregold Realty Leasing & Management, Inc., San Jose City I Power Corp., Makabayan Holdings Incorporated, Union Energy Corporation, and Union Equities, Inc. He is a Director of these companies: Bacolod Real Estate Development Corporation, Catuiran Hydropower Corporation, Cleangreen Energy Corporation, Forbes Corporation, Grass Gold Renewable Energy (G2REC) Corporation, Karayan Hydropower Corporation, Kareila Management Corporation, LCKK & Sons Realty Corporation, Luis Co Chi Kiat Foundation, Inc., Meritus Prime Distributions, Inc., Montosco, Inc., League One Finance and Leasing Corporation, Pamana Water Corporation, Tower 6789 Corporation, Illido Management Corporation, KMC Realty Corporation, Negros Water Company, Patagonia Holdings Corp., PPCI Subic, Inc., S&R Pizza Harbor Point, Inc., S&R Pizza, Inc., and VS Gripal Power Corporation. He is a member of the Board of Trustees of Luis Co Chi Kiat Foundation, Inc.

Mr. Co holds positions in other PSE-listed companies: Chairman of Cosco Capital, Inc. and Director of Puregold Price Club, Inc. and the Philippine Bank of Communications.

He has been an entrepreneur for the past 50 years.

Mr. Jose Paulino L. Santamarina, Filipino, 60 years old

Mr. Santamarina was elected President of the Company on February 19, 2021. He was the former President of Premier Wines and Spirits, Inc., one of the leading companies in the imported wine and spirits industry and a company he helped co-found in 1996. Before Premier, Mr. Santamarina was the Chief Financial Officer (1988-1996) of CMG Marketing, Inc., a subsidiary of United Distillers Ltd., the precursor of what is now known as Diageo. CMG was a pioneer in the imported wine and spirits industry established during the early stages of market liberalization in 1986. He started as an auditor for the professional firm SGV from 1984 to 1988. He concurrently holds directorship and officer positions in the following companies: Booze On-line, Inc., Cleangreen Energy Corporation; Karayan Hydropower Corporation, Liquorph Distributors Corp., Pamana Consortium, Inc., Pamana Water Corporation, Premier Wine and Spirits, Inc. (Chairman and President), San Jose City I Power Corp., Southern Utility Management and Services Incorporation, Technowater Corporation, and VS Gripal Power Corporation. Mr. Santamarina graduated from Ateneo de Davao University with a Bachelor of Science in Accountancy degree in 1984. He is a Certified Public Accountant.

Ms. Camille Clarisse P. Co, Filipino, 35 years old

Ms. Co has been one of the Directors of the Company since 2020. Ms. Co also serves as chairman and president of Meritus Prime Distributions, Inc., one of the Company's subsidiaries. She is also a Director of Alerce Holdings, Corp., Blue Ocean Holdings, Corp., CHMI Hotels and Residences, Inc., Fertuna Holdings, Corp., Invesco Company, Inc., KMC Realty Corporation, League One, Inc., Montosco, Inc., Nation Realty Inc., P.G. Holdings, Inc., Patagonia Holdings, Corp., Pure Petroleum Corp., Premier Wine and Spirits, Inc. Puregold Properties, Inc., S&R Pizza, Inc., SPC Resources, Inc., Union Equities, Inc., VFC Land Resources, Inc. Ms. Co is a graduate of De La Salle University with a degree of Bachelor of Arts in Psychology in 2009.

Ms. Jannelle O. Uy, Filipino, 35 years old

Ms. Uy has been a Director of the Company since 2020 and is the Chairman and President of Montosco, Inc., one of its subsidiaries. Her previous experience includes working as a Key Account Manager at Unilever Philippines from 2009 to 2013. She graduated from De La Salle University with a degree in Applied Corporate Management in 2009.

Mr. Robin Derrick C. Chua, Filipino, 34 years old

Mr. Chua has been one of the Directors of the Company since 2020. Mr. Chua has been the Managing Director of Premier Wine and Spirits, Inc., one of the subsidiaries of the Company, from 2018 up to the present. He also worked in various consumer marketing and sales roles in Unilever Philippines and overseas from 2012 to 2018. He graduated from Ateneo de Manila University with a degree of Bachelor in Management and a Minor in Entrepreneurship in 2012.

Mr. Enrico S. Cruz, Filipino, 66 years old³

³ The Certification of Independent Director of Mr. Cruz is hereto attached as Annex "C".
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Mr. Cruz has been an Independent Director of the Company since 2020. Mr. Cruz is concurrently an Independent Director of Security Bank Corporation, where he is also the Chairman of the Risk Oversight Committee and Vice Chairman of the Audit Committee, Member Nominations, Remuneration Committee, and Finance Committee. He is the incumbent Vice Chairman and a member of the Engagement and Underwriting Committee of SB Capital Investment Corporation. He is also an Independent Director of AREIT, Inc (Ayala Land REIT Company), where he chairs the Audit Committee and is a member of the Related Party Transactions, Corporate Governance and Nominations, and Risk Oversight Committees. Mr. Cruz is also an Independent Director of Maxicare Corporation and a member of the Audit and Related Party Transactions Committees. He is also an Independent Director of DITO CME Holdings Corp., Maxilife Insurance Corporation, Inc., and Robinsons Retail Holdings, Inc. He is part of the Board of Directors of CIBI Information Inc. Mr. Cruz's previous experience includes being the Chief Country Officer (CCO) of Deutsche Bank AG Manila Branch from 2003 until his retirement in 2019. Before he joined Deutsche Bank, he was a Senior Vice President at Citytrust Banking Corporation (CTBC), an affiliate of Citibank N.A. He was a Director of the Bankers Association of the Philippines (BAP) from 2003 to 2007 and from 2011 to 2015. He was again elected to the Board of the BAP and was appointed 2nd Vice President and Secretary from 2017 to 2020. As a BAP Director, he was likewise the Chairman of the Capital Markets Committee (2017-2019) and Open Market Committee (2019-2020). Mr. Cruz was also a Director of Deutsche Knowledge Services RHQ, Deutsche Regis Partners, Philippine Dealing and Exchange Corporation, and Philippines Securities Settlement Corporation. He is also a past President of the Money Market Association. He obtained his B.S. in Business Economics and MBA from the University of the Philippines. The UP College of Business named him a Distinguished Alumnus in 2008 and a Distinguished Alumnus Awardee by the UP School of Economics Alumni Association.

Mr. Edgardo G. Lacson, Filipino, 80 years old⁴

Mr. Lacson has been an Independent Director of the Company since 2023. He is concurrently the Chairman of Employers' Confederation of the Philippines, MIL Export Philippines, Inc. and Metrostores, Inc., President of MIS Maritime Corporation, Marine Industry Supply Corp., Safe Seas Shipping Agency Co., Inc., Director of Link Edge, Independent Director of Global Ferronickel Holdings, Inc. and Double Dragon Meridian Park – REIT, and a Member of the Board of Trustees of the University of Makati. He served as Independent Director of Puregold Price Club, Inc. from 2011 to 2022, Trustee of the Philippine Interisland Shipping Association from 1994 to 2022, and Director of The Philippine Stock Exchange from 2011 to 2017. He graduated from the Dela Salle College in 1965 with a Bachelor of Science degree, a major in Accounting, and an MBA candidate. Mr. Lacson is a Certified Public Accountant.

Presented below are the Executive Officers' Business Profiles:

Ms. Baby Gerlie I. Sacro, Filipino, 45 years old

Ms. Sacro has been the Company's Corporate Secretary since 2021. She graduated from Polytechnic University of the Philippines with a Bachelor of Science in Entrepreneurial Management.

Ms. Imelda Lacap, Filipino, 45 years old

⁴ The Certification of Independent Director of Mr. Lacson is hereto attached as Annex "D".

Ms. Lacap has been the Company's Comptroller since 2021. She was an Audit Officer at Puregold Price Club, Inc., from 2001 to 2006. She graduated from Centro Escolar University—Malolos with a Bachelor of Science in Accountancy degree in 1998. She is a Certified Public Accountant.

Ms. Candy H. Dacanay, Filipino, 45 years old

Atty. Dacanay has been the Company's Assistant Corporate Secretary and Compliance Officer since 2013. Atty. Dacanay is a graduate of Colegio De San Juan de Letran, holding a Bachelor of Arts degree in Political Science, with honors as a cum laude. She finished her Bachelor of Laws from the University of Santo Tomas in 2003 and was admitted to the Philippine Bar in 2004. Atty. Dacanay started her legal career as Associate Counsel of Puregold Price Club, Inc. from 2004 to 2011. She became the Company's Assistant Corporate Secretary and, at the same time, Compliance Officer in 2012 and Data Privacy Officer in 2018. Concurrently, she is the Assistant Corporate Secretary and Compliance Officer of Cosco Capital, Inc. and Puregold Price Club, Inc. (both listed companies), Corporate Secretary of Kareila Management Corporation (S&R), and Corporate Secretary and Compliance Officer of League One Finance and Leasing Corporation. Atty. Dacanay has recently completed the Harvard Business School Online Certificate Program, "Sustainable Business Strategy", in 2020.

Ms. Editha D. Alcantara, Filipino, 52 years old

Ms. Alcantara has been the Treasurer of the Company since 2013. Ms. Alcantara serves as Chairman of Blue Ocean Holdings, Inc. and Jurist Realty, Inc.; President of PSMT Philippines, Inc.; Vice-President and Treasurer of Invescap Incorporated; Treasurer of Blue Ocean Foods, Inc., KB Space Holdings, Inc., Maxents Investments, Inc. and Premier Freeport, Inc., Director of Cosco Price, Inc., Fertuna International Trading, Inc., Subic Freeport Zone Hamburgers Corporation and Corporate Secretary of P.G. Holdings, Inc. Ms. Alcantara graduated from the Polytechnic University of the Philippines with a degree in Bachelor of Economics and Politics in 1992.

Significant Employees

All employees of the Company are expected to make a significant contribution to the business's operation. The Company's business is not highly dependent on the services of certain key personnel.

Family Relationships

1. Mr. Lucio L. Co and Ms. Camille Clarisse P. Co are father and daughter.
2. Mr. Robin Derrick C. Chua is a nephew of Mr. Lucio L. Co and a cousin of Ms. Camille Clarisse P. Co.

Involvement in Certain Legal Proceedings

As of December 31, 2023, and in the past five years, the Company has no director, executive officer, or principal officer who is involved in any of the following:

- (1) Bankruptcy case.
- (2) Convicted by final judgment of any criminal proceeding, domestic or foreign.

- (3) The subject of any order, judgment, or decree of any court of competent jurisdiction permanently or temporarily enjoining, barring, suspending, or otherwise limiting his involvement in any type of business, securities, commodities, or banking activities.
- (4) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body or a domestic or foreign exchange or other organized trading market or self-regulatory organization to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

Since the last annual meeting of security holders, no director has resigned or declined to stand for re-election to the board of directors because of a disagreement with the company on any matter relating to the Company's operations, policies, or practices.

Item 6. Compensation of Directors and Executive Officers

The Company pays its employees and key officers fixed monthly compensation and a per diem allowance for board directors. In December 2022, the Company increased the per diem allowances of its directors from P40,000 to P100,000 per board meeting and from P15,000 to P20,000 per committee meeting.

The total annual compensation of the President and the four most highly compensated officers amounted to P10,627,430 in 2021 and P12,942,730 in 2022. Please see the table below for details:

(A) Summary Compensation Table

Name and Position	Year	Salary	Bonus	Other Annual Compensation
Jose Paulino L. Santamarina (President)				
Robin Derrick C. Chua (Director)				
Jannelle O. Uy (Director)				
Camille Clarisse P. Co (Director)				
Imelda G. Lacap (Comptroller)				
Aggregate compensation of the President and the four most highly compensated officers	2022	P12,942,730	-	-
	2023	P11,778,400	-	-
	Projected 2024	P12,956,240		
Aggregate compensation paid to all other officers and managers	2022	P11,962,492	-	-
	2023	P11,379,041	-	-
	Projected 2024	P12,516,946		

(B) Standard Arrangements

The Company has no standard arrangements according to which the directors are compensated, directly or indirectly, for any services provided as directors except for per diem allowances or salaries.

(C) Other Arrangements

The Company has no other arrangements under which the directors are compensated, directly or indirectly, for any services provided as directors except for per diem allowances or salaries.

(D) Employment Contracts and Termination of Employment and Change-in-Control Arrangements

All employees, including executive and principal officers, have employment contracts with the Company that are consistent with the country's labor laws. The Company also has a retirement plan for its employees that is consistent with current labor laws.

(E) Warrants and Options

None.

Item 7. Independent Public Accountants

(a) The Company's external auditor in 2023:

Mr. Gregorio I. Sambrano Jr.
Handling Audit Partner
CPA License No. 088825
SEC Accreditation No. 88825-SEC, Group A, valid for five years covering the audit of 2021 to 2025 financial statements
Tax Identification No. 152-885-329
BIR Accreditation No. 08-001987-36-2018 issued on June 29, 2021 valid until June 28, 2024
PTR No. Makati City 8854082
The KPMG Center, 9/F 6787 Ayala Avenue, Makati City Philippines
+63 (2) 885 7000

(b) The Board recommends the same principal accountant for 2024, upon the favorable recommendation of the Audit Committee.

(c) Mr. Sambrano or his representatives are expected to be present at the stockholders' meeting; they will have the opportunity to make a statement if they desire to do so; and they are expected to be available to respond to appropriate questions.

(d) The independent accountant who was previously engaged as the principal accountant to audit the Company's financial statements has not resigned, nor was there any indication that he declined to stand for re-election after completing the current audit, and neither was he dismissed by the Company.

(e) There were no changes in or disagreements with independent accountants on accounting and financial disclosure.

(f) The Company paid the independent accountant P900,200.00 as a professional fee in 2022 and P1.2 million in 2023. Up to P1.2 million is being proposed to the stockholders as an independent accountant fee for the Company and its subsidiaries for 2024.

Item 8. Compensation Plans

No action is to be taken regarding any plan under which cash or non-cash compensation may be paid or distributed during the meeting.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

No action is to be taken concerning the authorization or issuance of any securities other than for exchange for outstanding securities of the Company during the meeting.

Item 10. Modification or Exchange of Securities

No action is to be taken concerning the modification of any class of securities of the registrant or the issuance or authorization for issuing one class of securities of the Company in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The Company will submit its 2023 Consolidated Audited Financial Statements together with the Definitive Information Statement.

Item 12. Mergers, Consolidations, Acquisitions, and Similar Matter

No action involving mergers, consolidations, acquisitions, or similar transactions of the Company is to be taken during the meeting.

Item 13. Acquisition or Disposition of Property

No action is to be taken concerning the acquisition or disposition of any property during the meeting.

Item 14. Restatement of Accounts

No action will be taken in the meeting concerning the restatement of any company asset, capital, or surplus.

D. OTHER MATTERS

Item 15. Action concerning Reports

- (a) Minutes of the 2023 Annual Stockholders' Meeting, including the President's Report and the 2023 Consolidated Audited Financial Statements.

(b) Annual Report including the 2023 Consolidated Audited Financial Statements.

Item 16. Matters Not Required to be Submitted

No action is to be taken concerning any matter that is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, Bylaws, or Other Documents

No action is to be taken regarding the amendment of the charter, bylaws, or any other documents.

Item 18. Other Proposed Action

(a) Ratification of all the acts and resolutions of the board of directors and management from the date of the previous stockholders' meeting. The summary of material matters approved by the Board of Directors in 2023 is as follows:

Date of Board Meeting	Items Approved by the Board
April 17, 2023	(1) 2022 Consolidated Audited Financial Statements of the Company and its subsidiaries (2) Details of 2022 Annual Stockholders' Meeting and List of Nominees for Election of Directors
May 2, 2023	Nomination of Mr. Edgardo G. Lacson as Independent Director.
May 9, 2023	First Quarter Consolidated Financial Report for 2023
May 30, 2023	<p>Result of Annual Stockholders Meeting:</p> <p>(1) Approval of the Minutes of the previous Stockholders Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management in 2022</p> <p>(2) Approval of the 2022 Annual Report and Consolidated Audited Financial Report</p> <p>(3) Reappointment of RG Manabat & Company as External Auditor of the Company and its subsidiaries with up to P1.2 million fee</p> <p>(4) Election of Mr. Lucio L. Co, Mr. Jose Paulino L. Santamarina, Ms. Camille Clarisse P. Co, Ms. Janelle O. Uy, Mr. Robin Derrick C. Chua as Regular Directors</p> <p>(5) Election of Mr. Enrico S. Cruz and Mr. Edgardo G. Lacson as Independent Directors</p> <p>Result of Organizational Meeting: Approval of the appointment of the following officers for the year 2023-2024: Chairman: Mr. Lucio Co President: Mr. Jose Paulino Santamarina Treasurer: Ms. Maria Editha Alcantara Chief Finance Officer: Ms. Imelda Lacap Chief Risk Officer: Mr. Teodoro Polinga Corporate Secretary: Ms. Baby Gerlie Sacro</p>

	Assistant Corporate Secretary & Compliance Officer: Ms. Candy Dacanay - Datuon Internal Auditor: Ms. Abigail Lintag Lead Independent Director: Mr. Enrico Cruz Investor Relations & Sustainability Officer: Mr. John Marson Hao Adviser to the Board: Mr. Roberto Juanchito Dispo <u>Executive Committee:</u> Chairman: Mr. Lucio Co Members: Mr. Jose Paulino Santamarina, Ms. Camille Clarisse Co, Ms. Jannelle Uy, and Mr. Robin Derrick Chua <u>Audit Committee:</u> Chairman: Mr. Enrico Cruz (Independent Director) Members: Mr. Edgardo Lacson (Independent Director) and Mr. Jose Paulino Santamarina (Executive Director) <u>Corporate Governance Committee:</u> Chairman: Mr. Edgardo Lacson (Independent Director) Members: Mr. Enrico Cruz (Independent Director) and Mr. Robin Derrick Chua (Executive Director)
July 24, 2023	Second Quarter Consolidated Audited Financial Report for 2023
November 9, 2023	Third Quarter Consolidated Audited Financial Report for 2023
December 11, 2023	Regular Cash Dividend Declaration of P0.077 per share

(b) Election of regular and independent directors.

On the recommendation of the Corporate Governance Committee in a meeting held on March 21, 2024, the Board of Directors endorsed to the stockholders for election the following nominees for regular and independent directors:

<i>Regular Directors:</i>	<i>Independent Directors:</i>
Mr. Lucio L. Co	Mr. Enrico S. Cruz
Mr. Jose Paulino L. Santamarina	Mr. Edgardo G. Lacson
Ms. Camille Clarisse P. Co	
Ms. Jannelle O. Uy	
Mr. Robin Derrick C. Chua	

(c) Re-appointment of an external auditor and fixing its audit service fees.

R.G. Manabat & Company	2023	2024
for The Keepers and	Up to P1,200,000	Up to 1,200,000
Subsidiaries		

The Board of Directors approved the foregoing audit scope and fee after it received a favorable recommendation from the Audit Committee.

Item 19. Voting Procedures

(a) All actions submitted to the stockholders' vote shall be approved by the affirmative vote of at least the majority of the shares present or represented in the meeting.

(b) The stockholders may cast their votes by sending proxies, *in absentia*, or by any means of remote communication. Please refer to **Annex "A"**- Guidelines for participating in the 2024 Annual Stockholders Meeting" and **Annex "B"** – Voting Form. The stockholders entitled to vote shall have the right to vote on the number of shares of stock standing in their names in the stock books of the corporation as of the record date.

For the election of directors, a stockholder may: (a) vote such number of shares for as many as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by several shares owned; or (c) distribute them on the same principle among as many candidates as may be seen fit. Provided that the total number of votes cast shall not exceed the number of shares owned by the stockholders as shown in the corporation's books multiplied by the whole number of directors to be elected.

All votes of the stockholders must be submitted by email to corporate.secretary@thekeepers.com.ph on or before May 6, 2024.

(c) The Company will engage the services of its Stock Transfer Agent, BDO Stock Transfer Agent, to count and validate the stockholders' votes.

PART II: OPERATIONAL AND FINANCIAL INFORMATION

The Company is a holding company that wholly owns three major players— Montosco, Meritus, and Premier—in the Philippines' liquor, wine, and specialty beverage distribution businesses. The Company is the largest distributor of imported spirits in the Philippines, with a market share of 74.0% based on volume and 66.9% based on retail sales value in 2020, according to IWSR Drinks Market Analysis Limited ("IWSR").

On September 14, 2022, the Company acquired 50% of the total equity of Bodegas Williams Humbert SA. It produces "Alfonso," the number one imported brandy in the Philippines, accounting for 60% of The Keepers' revenue. Bodegas Williams & Humbert is a Spanish company with over 140 years of history producing alcoholic beverages. The acquisition will secure the Company's supply line of its biggest brand and category, "Alfonso". It will also transform the Company's business model from trading to manufacturing/distribution.

Further, on December 6, 2022, the Company incorporated "Fertuna Distributions, Inc." with the SEC. This subsidiary will distribute the Company's products in selected areas.

(A) Shares of stock

The Company's common stock trades on the Philippine Stock Exchange under "KEEPR." The quarterly high and low of stock prices (in Philippine Peso) for the last two fiscal years and in the current year are stated below:

Period	2021		2022		2023	
	High	Low	High	Low		
1 st Quarter	8.98	2.51	1.51	1.14	1.60	1.28
2 nd Quarter	3.27	2.50	1.30	1.08	1.65	1.46
3 rd Quarter	3.06	2.94	1.34	1.06	1.74	1.49
4 th Quarter	1.69	1.30	1.29	1.03	1.53	1.36

As of March 31, 2024, the Company's share is trading at P1.55 per share.

(B) Stockholders

As of March 31, 2024, the Company has:

Number of Stockholders on Record	478
Issued and Outstanding Shares	14,508,750,313
Listed Shares	14,508,750,313
Treasury Shares	0

As of March 31, 2024, the Company's top 20 stockholders are as follows:

Stockholder	Number of Shares	Percentage
1 Cosco Capital, Inc.	11,250,000,000	77.54%
2 PCD Nominee Corporation (Filipino)	2,235,184,354	15.40%
3 PCD Nominee Corporation (Non-Filipino)	767,213,528	5.28%
4 Invescap Incorporated	219,926,768	1.51%
5 Carousel Holdings, Inc.	15,122,000	0.10%
6 Beniya Antoinette Chua Catienza	4,094,110	0.02%
7 Emily Chua Catienza	3,890,243	0.02%
8 Yvonne Keh	3,781,750	0.02%
9 Yvonne Ong Chua Keh ITF Mitchell Jonathan Keh Stewart	3,538,250	0.02%
10 Yvonne Ong Chua Keh ITF Abigail Janet Keh Stewart	3,538,250	0.02%
11 TGN Realty Corp.	1,356,489	0.00%
12 Tersero, Inc.	323,964	0.00%
13 Silcor Management	121,289	0.00%
14 Peter Nepomuceno	98,762	0.00%
15 Reliance Commercial Enterprises, Inc.	78,077	0.00%
16 Dennis Granados Catienza	66,000	0.00%
17 Citisecurities, Inc.	53,990	0.00%
18 Rosario Chua Go	42,468	0.00%
19 Emerson Co Seteng	41,128	0.00%
20 Dionisio Chua	36,067	0.00%

(C) Dividends and Dividend Policy

The Company's dividend policy is to declare an annual dividend payment ratio of at least 20% of its consolidated net income from the preceding fiscal year, subject to the requirements of applicable laws and regulations and the absence of circumstances that restrict the payment of dividends, including, but are not limited to, the following: (i) when the Corporation undertakes major projects and developments requiring substantial cash expenditures; or (ii) when the Corporation is restricted from paying dividends due to its loan covenants.

Since the follow-on offering in 2021, the Company declared and paid the following dividends:

Declaration Date	Dividend Per Share	Dividend Payment Ratio	Payment Date
December 21, 2021	P0.024	30%	January 28, 2022
December 20, 2022	P0.054	50%	January 20, 2023
December 20, 2023	P0.077	50%	January 18, 2024

(D) Recent Sale of Securities

None.

Item 6. Management's Discussion & Analysis of Financial Position and Results of Operation

The Company will submit its 2023 Management's Discussion and Analysis of Financial with the Definitive Information Statement.

Item 7. Financial Statements

The Company will submit its 2023 Consolidated Audited Financial Statements with the Definitive Information Statement.

PART III: CORPORATE GOVERNANCE

- (a) The Company ensures compliance with its Corporate Governance Manual. It has a Corporate Governance Committee, headed by an Independent Director, that oversees the general obedience to the Manual from the board level down to the managers and officers of the subsidiaries.

The Company will adopt a specific evaluation system that will establish or determine the level of compliance of the Board of Directors and top-level management with the Corporate Governance Manual.

- (b) On July 25, 2014 and May 26, 2017, the Company adopted a Revised Corporate Governance Manual, which incorporates the leading practices on good corporate governance. On September 22, 2020, the Company also adopted a Material Related Party Transaction Policy, which guides the Board and the management in its dealings with related parties. The Corporate Governance Committee ensures adherence with the Revised Corporate Governance Manual while the Audit Committee guarantees the Company's compliance with the Material Related Party Transaction Policy.

The Company annually submits a Corporate Governance Report (I-ACGR) to the Securities and Exchange Commission and the Philippine Stock Exchange and posts it on its website. The I-ACGR details how the board and management operate the Company with integrity, transparency, and accountability.

- (c) There were no deviations from the Revised Corporate Governance Manual.
- (d) The Company will continue to strengthen its compliance with the principles and leading practices of good corporate governance.

PART IV:

Compliance with Section 49 of the Revised Corporation Code

Items

Description of the voting and voting tabulation procedures used in the previous meeting

Status of Compliance

Please refer to the Minutes of the previous stockholders' meeting dated May 30, 2023, which may be viewed/downloaded on the company website, www.thekeepers.com.ph

Description of the opportunity given to stockholders or members to ask questions and a record of the questions asked and answers given

Please refer to the Minutes of the previous stockholders meeting dated May 30, 2023, which may be viewed/downloaded on the company website, www.thekeepers.com.ph

The matters discussed and resolutions reached

Please refer to the Minutes of the previous stockholders meeting dated May 30, 2023, which may be viewed/downloaded on the company website, www.thekeepers.com.ph

A record of the voting results for each agenda item

Please refer to the Minutes of the previous stockholders meeting dated May 30, 2023, which may be viewed/downloaded on the company website, www.thekeepers.com.ph

List of directors, officers and stockholders who attended the meeting

Please refer to the Minutes of the previous stockholders meeting dated May 30, 2023,

which may be viewed/downloaded on the company website,
www.thekeepers.com.ph

Such other items that the Commission may require in the interest of good corporate governance and the protection of minority stockholders

Please refer to page 18 hereof.

List of material information on the current stockholders and their voting rights
Detailed, descriptive, balanced and comprehensive assessment of the corporation's business, strategy, and other affairs

Please refer to page 16 hereof.

Please refer to the 2022 Annual Report (SEC 17-A) of the Company, which may be viewed/downloaded on the company website, www.thekeepers.com.ph

Financial report for the preceding year, which shall include financial statements duly signed and certified in accordance with this Code and the rules the Commission may prescribe, a statement on the adequacy of the corporation's internal controls or risk management systems, and a statement of all external audit and non-audit fees

Please refer to the 2022 Annual Report (SEC 17-A) of the Company, which may be viewed/downloaded on the company website, www.thekeepers.com.ph.

An explanation of the dividend policy and the fact of payment of dividends or the reasons for non-payment thereof

Please refer to page 18 hereof.

Director's qualifications and relevant experience, length of service in the corporation, trainings and continuing education attended, and their board representation in other corporations

Except for the years 2020 and 2021, the directors and officers of the Company attend an annual Corporate Governance training. The last Corporate Governance seminar they attended was on June 13, 2023.

A director attendance report, indicating the attendance of each director at each of the meetings of the board and its committees and in regular or special stockholder meeting

The Board of Directors held seven board meetings in 2023. All directors were present in those meetings.

The Audit Committee held four meetings in 2023. All members of the Committee attended those meetings.

The Corporate Governance Committee held one meeting in 2023. All members of the Committee attended those meetings.

Appraisal and performance reports for the board and the criteria and procedure for assessment

The company aims to improve its good Corporate Governance practices including adopting an evaluation system for individual directors and as a group.

A director compensation report prepared in accordance with this Code and the rules the Commission may prescribed
Director disclosures on self-dealings and related party transactions

Please refer to page 11 hereof.

To be disclosed in the Company's Consolidated Audited Financial Statements.

The profiles of directors nominated or seeking election or re-election

Please refer to page 7 to 9 hereof.

SIGNATURE PAGE

After reasonable inquiry and to the best of our knowledge and belief, I hereby certify that the information set forth in this report is true, complete, and correct. This report was signed in Manila, Philippines, on April 8, 2024.

THE KEEPERS HOLDINGS, INC.

By:



Ms. Candy H. Dacanay – Datuon
Assistant Corporate Secretary



**GUIDELINES FOR PARTICIPATING IN THE 2024 ANNUAL STOCKHOLDERS' MEETING
OF THE KEEPERS HOLDINGS, INC.
VIA REMOTE COMMUNICATION AND VOTING *IN ABSENTIA***

The 2024 Annual Stockholders' Meeting ("**ASM**") of The Keepers Holdings, Inc. (the "**Company**") will be held on May 13, 2024, at 1 pm, via live Zoom meeting.

Registration

Stockholders must notify the Assistant Corporate Secretary of their intention to participate in the ASM via remote communication and vote in absentia by no later than May 7, 2024, by sending an email to corporate.secretary@thekeepers.com.ph and by submitting the following supporting documents/information:

• **Individual Stockholders**

1. Copy of valid government ID of stockholder/proxy
2. Stock certificate number/s
3. If appointing a proxy, a copy of the proxy form duly signed by the stockholder (need *not* be notarized)
4. Email address and contact number of stockholder or proxy

• **Multiple Stockholders or joint owners**

1. Stock certificate number/s
2. Proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the name of multiple stockholders (need *not* be notarized)
3. Copy of valid government IDs of all registered stockholders
4. Email-address and contact number of the authorized representative

• **Corporate Stockholders**

1. Secretary's Certification of Board resolution appointing and authorizing a proxy to participate in the ASM
2. Valid government ID of the authorized representative
3. Stock certificate number/s
4. Email-address and contact number of the authorized representative

• **Stockholders with Shares under Broker's Account**

1. Certification from the broker as to the number of shares owned by the stockholder
2. Valid government ID of stockholder
3. If appointing a proxy, a copy of the proxy form duly signed by the stockholder (*need not be notarized*)
4. Email address and contact number of stockholder or proxy

Online Voting and Meeting

The stockholders who have sent us their intention to participate in the ASM shall be notified via email of their login passwords to join the online meeting. There will be video recordings of the ASM, which a stockholder on record may avail upon request.

The stockholders can then cast their votes following these simple steps:

1. Visit our company website www.thekeepers.com.ph.
2. Look for the "Casting Votes in the 2024 Stockholders' Meeting" button.
3. Fill up the Voting Forms.
4. Submit your vote by clicking the "Submit" button.
5. For our verification, email the required documents under the "registration" portion at corporate.secretary@thekeepers.com.ph
6. After our verification, you will receive an email confirmation regarding your votes from the Company.

Open Forum

There will be an Open Forum during the meeting, where representatives of the Company may answer as many questions as time will allow. However, a stockholder may email their questions in advance to corporate.secretary@thekeepers.com.ph on or before May 7, 2024. The Company's Investor Relations Officer will answer questions received but not answered during the ASM by email.

For any queries or concerns, please contact the Office of the Assistant Corporate Secretary at 09178612459 or via email at corporate.secretary@thekeepers.com.ph.



THE KEEPERS HOLDINGS, INC.
Annual Stockholders Meeting
May 13, 2024, www.thekeepers.com.ph

Vote by Ballot – casting votes following the instructions in the table below.

Vote by Proxy – appointing the Chairman of the meeting to represent and cast votes following the instructions in the table below.

	Agenda Item	FOR	AGAINST	ABSTAIN
1	Approval of the Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management in 2023			
2	Approval of 2023 Annual Report and Consolidated Audited Financial Statements			
3	Re-appointment of R.G. Manabat & Company as External Auditor of the Company and subsidiaries with up to P1.2 million remuneration			
Election of Regular and Independent Directors				
4	Mr. Lucio L. Co			
4.1	Mr. Jose Paulino L. Santamarina			
4.2	Ms. Camille Clarisse P. Co			
4.3	Ms. Jannelle O. Uy			
4.4	Mr. Robin Derrick C. Chua			
4.5	Mr. Enrico S. Cruz, <i>Independent Director</i>			
4.6	Mr. Edgardo G. Lacson, <i>Independent Director</i>			

Name of Stockholder _____

Number of Shares _____

Signature of Stockholder / Authorized Signatory _____

1. For corporate shareholders, this form must be accompanied by a corresponding secretary's certificate confirming the appointment of the Proxy or the designated representative and the votes cast.

2. Where no specific authority is indicated, the vote shall be deemed for the approval of all the corporate matters listed above and for all the nominated directors named therein.

3. This form should be sent by e-mail to corporate.secretary@thekeepers.com.ph on or before May 6, 2024. The Company's Stock Transfer Agent will validate the votes on May 7, 2024 3:00 pm, at the Office of the Assistant Corporate Secretary, Tabacalera Building, No. 900 Romualdez St., Paco, Manila, 1007.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ENRICO S. CRUZ**, Filipino, of legal age and a resident of [REDACTED], after having been duly sworn to in accordance with the law, do hereby declare that:

1. I am a nominee as an Independent Director of **THE KEEPERS HOLDINGS, INC.**, and have been its Independent Director since November 20, 2020.

2. I am affiliated with the following companies:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Security Bank Corporation	Independent Director	August 2019 – Present
DITO CME Holdings, Corp.	Independent Director	December 2021 – Present
Robinsons Retail Holdings, Inc.	Independent Director	April 2022 - Present
SB Capital Investment Corporation	Vice-Chairman	May 2020 - Present
AREIT, Inc.	Independent Director	February 2020 - Present
Maxicare Corporation	Independent Director	August 2019 - Present
Maxilife Insurance Corporation	Independent Director	July 2022 – Present
CIBI Information, Inc.	Director	July 2020 - Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of The Keepers Holdings, Inc. as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other SEC issuances.

4. I am not related to any of the directors/officers/substantial shareholders of The Keepers Holdings, Inc.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am not involved or employed in any government service, government agency, or GOCC. Thus, no required permission per Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules is necessary.

7. I shall faithfully and diligently comply with my duties and responsibilities as an Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances.

8. I shall inform the Corporate Secretary of The Keepers Holdings, Inc. of any changes in the abovementioned information within five days from its occurrence.

SIGNED this 4th day of April 2024, Manila City.


ENRICO S. CRUZ

Nominee for Independent Director
The Keepers Holdings, Inc.

SUBSCRIBED AND SWORN to before me this APR 04 2024 in the City of Manila. Affiant exhibited to me competent proof of his identity, ~~XXXXXXXXXX~~

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Book No. 11
Series of 2024.

Roxanne G. Domingo-Maur
ROXANNE G. DOMINGO-MAUR
Notary Public for the City Manila
Commission No. 2023-113 until Dec. 31, 2024
Roll No. 69155
IBP Lifetime Member No. 018547
PTR No. MLA 1519931 / 01-04-2024
MCLE Compliance No. VII-0011920 / 03-02-22
No. 900 Romualdez st., Paco, Manila

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **EDGARDO G. LACSON**, Filipino, of legal age and a resident of [REDACTED], after having been duly sworn to in accordance with the law, do hereby declare that:

1. I am a nominee for Independent Director of **THE KEEPERS HOLDINGS, INC.** (the "Company") for 2024 to 2025 and I have been one of its independent directors since 2023.

2. I am presently affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP
MIS Maritime Corporation	President
Safe Seas Shipping Agency	Chairman
Metrostore Corporation	Chairman
Greenery Holdings Inc	Chairman
MIL Export Philippines, Inc.	Treasurer
Kareila Management Corporation	Independent Director
Global Ferronickel Holdings, Inc. (FNI)	Independent Director
Double Dragon Meridian Plaza REIT, Inc.	Independent Director
Securities Clearing Corporation of the Philippines	Independent Director
Manila House Private Club Inc.	Independent Director
Capital Market Integrity Corporation	Independent Director
The Keepers Holdings, Inc.	Independent Director
Link Edge	Independent Director

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Company as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations, and other SEC issuances.

4. I am not related to any of the directors/officers/substantial shareholders of the Company.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am not involved or employed in government service, government agency, or GOCC. Thus, no required permission per Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rule is necessary.

7. I shall faithfully and diligently comply with my duties and responsibilities as an independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance, and other SEC issuances.


8. I shall inform the Company's Corporate Secretary of any changes in the abovementioned information within five days of its occurrence.

SIGNED this 05 APR 2024 day of April 2024 at Manila City.


EDGARDO G. LACSON
Nominee for Independent Director
The Keepers Holdings, Inc.

SUBSCRIBED AND SWORN to before me this 05 APR 2024 day of April 2024 in Manila, Philippines, affiant personally appeared before me and exhibited to me competent proof of his identity.

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Book No. 39
Series of 2024.


CHERRIE LYNNE MAY R. PUREZA
Notary Public for the City of Manila
Commission No. 2023-030 until Dec. 31, 2024
Roll No. 58325
IBP Lifetime Member No. 09093
PTR No. 15154601-02-2034/Mla.
MCLE Compliance No. 511-00028802-11-22
No. 900 Romualdez St., Cebu, Manila