

COVER SHEET

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SEC Registration Number

THE KEEPERS HOLDINGS, INC.

(Company's Full Name)

NO. 900 ROMUALDEZ ST., PACO,
MANILA

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

JEWELYN A. JUMALON

09178612459

(Company Telephone Number)

1 2

Month

3 1

Day

SEC FORM 20-IS

(Form Type)

0 5

Month

1 3

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 – Amended
 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, 2025, Tuesday, 2:00 PM, via Remote Communication (Zoom)**
Date, time, and place of the meeting of security holders
9. **April 21, 2025**
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.**



April 11, 2025

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 Stock Exchange

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

Attention: **Atty. Johanne Daniel M. Negre**

OIC, Disclosure Department

Gentlemen:

We are respectfully submitting the Preliminary Information Statement (“PIS”) (SEC Form 20-IS) of The Keepers Holdings, Inc. (the “Company”) relative to its upcoming Annual Stockholders’ Meeting to held on 13 May 2025, at 2:00 PM via remote communication (Zoom).

In connection therewith, we are respectfully informing the Honorable Commission and the Exchange that the Company’s Management Discussion and Analysis of its Operation and 2024 Consolidated Audited Financial Statements will be submitted with the Definitive Information Statement.

Thank you.

Kind regards,

Atty. Jewelyn A. Jumalon
Assistant Corporate Secretary



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Notice is hereby given that the Annual Stockholders' Meeting of **THE KEEPERS HOLDINGS, INC.** will be on May 13, 2025, Monday, at 2:00 pm, via Remote Communication (Zoom), with the following agenda:

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Previous Stockholders' Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management
4. Approval of the 2024 Annual Report and 2024 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 29, 2025, 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 11, 2025, the annual stockholders' meeting will be held via remote communication, through the online platform "Zoom". 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 21, 2025.

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 5, 2025. Stockholders attending by remote communication should notify the Company on or before May 5, 2025. 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 6, 2025, 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 11, 2025.


ATTY. JEWELYN A. JUMALON
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 2:00 pm.

2. Certification of Notice and Quorum

The Assistant Corporate Secretary, Atty. Jewelyn A. Jumalon 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, and was also published in the business section of The Philippine Star and The Philippine Daily Inquirer, both newspapers of general circulation, on April 20 and 21, 2025. 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 results and the minutes of the last Annual Meeting is posted on the Company website. A resolution presenting the said Minutes and the ratification of the said acts and resolutions of the Board of Directors and Management since last stockholders' meeting will be submitted to the stockholders for approval.

4. Presentation of Annual Report and Approval of the 2024 Consolidated Audited Financial Statements

The Company will present its Annual Report and the 2024 Consolidated Audited Financial Statements to the stockholders, which are also posted on the Company's website and on the Philippine Stock Exchange Edge Platform starting 15 April 2025. A resolution ratifying the Annual Report and the 2024 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:

<u>For Regular Directors</u>	<u>For Independent Directors:</u>
1.) Mr. Lucio Co	1.) Mr. Enrico Cruz
2.) Mr. Jose Paulino Santamarina	2.) Mr. Edgardo Lacson
3.) Ms. Camille Clarisse Co – Lao	
4.) Mr. Robin Derrick Chua	
5.) Ms. Jannelle Uy	

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

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

A resolution for the reappointment R.G. Manabat & Company (KPMG) and its proposed remuneration of up to P1.8 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, 2025, Tuesday, 2:00 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 21, 2025. In the alternative, the Company will also disseminate to the stockholders copies of the Notice of the Annual Stockholders' Meeting, Information Statements, and its Attachments by posting them on the Company website and on the PSE Edge Platform. The Notice of the Annual Stockholders' Meeting will also be published in two newspapers of general circulation (The Philippine Star and The Philippine Daily Inquirer) on April 20 and 21, 2025.

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.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders

- (a) Number of outstanding shares as of March 31, 2025:
14,508,750,313 common shares
Number of votes entitled: one (1) vote per share
- (b) All stockholders on record as of April 29, 2025, 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, 2025:

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. ¹ 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%

¹ Mr. Lucio L. Co will vote on behalf of Cosco Capital, Inc.

2. Security Ownership of Directors and Executive Officers of the Company as of March 31, 2025:

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%
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	2,750,230	0.02%
Common	Edgardo G. Lacson	Independent Director	Direct	Filipino	1,000	0.00%
Common	Imelda D. Lacap	Financial 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	0.00%
Common	Jewelyn A. Jumalon	Assistant Corporate Secretary	Direct	Filipino	0	0.00%
Common	Abigail D. Lintag	Internal Auditor, Risk Officer and Data Protection Officer	Direct	Filipino	14,000	0.00%
Common	John Marson T. Hao	Investor Relations Officer and Sustainability Officer	Direct	Filipino	0	0.00%

None of the officers or directors have any voting trust agreement for owning the Company's stocks.

3. There has been no change in control of the Company in the last fiscal period.

4. Foreign ownership level as of March 31, 2025:
945,940,391, or 6.52% of the Company's outstanding capital stock.

Item 5. Directors and Executive Officers

(a) In 2024, the Company held eight (8) board meetings; four (4) audit committee meetings; two (2) corporate governance committee meetings; and one (1) executive committee meeting. The record of attendance of the Directors is as follows:

Name of Director	No. of Board Meetings Attended/Held	No. of Audit Committee Meetings Attended/Held	No. of Corp. Gov. Committee Meetings Held/Attended	No. of Executive Committee Meetings Held/Attended	Percentage
Mr. Lucio L. Co	8/8	Not a member	Not a member	1/1	100%
Mr. Jose Paulino L. Santamarina	8/8	4/4	Not a member	1/1	100%
Ms. Camille Clarisse P. Co	8/8	Not a member	Not a member	1/1	100%
Ms. Jannelle O. Uy	8/8	Not a member	Not a member	1/1	100%
Mr. Robin Derrick C. Chua	7/8	Not a member	2/2	1/1	90%
Mr. Enrico S. Cruz	8/8	4/4	2/2	Not a member	100%
Mr. Edgardo G. Lacson	8/8	4/4	2/2	Not a member	100%

(b) The Company has three (3) Board-Level Committees:

1. Executive Committee:

Chairman: Mr. Lucio L. Co
Members: Mr. Jose Paulino L. Santamaria
Ms. Camille Clarisse P. Co – Lao
Ms. Jannelle O. Uy
Mr. Robin Derrick Chua

2. Audit Committee

Chairman: Mr. Enrico Cruz
Members: Mr. Edgardo Lacson
Mr. Jose Paulino Santamarina

3. Corporate Governance Committee:

Chairman: Mr. Edgardo Lacson
Members: Mr. Enrico Cruz
Mr. Robin Derrick Chua

(c) The following are the nominees for the election of regular directors for the year 2025 - 2026:

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 for the year 2025 - 2026

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

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

Lucio L. Co, Filipino, 70 years old

Mr. Co has been serving the Company as its Chairman since 2013. Concurrently, he is the elected Chairman of Cosco Capital, Inc., and a Director of Puregold Price Club, Inc and Philippine Bank of Communication (PBCOM), which are all PSE-listed companies.

In addition, Mr. Co acts as 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, Union Equities, Inc., and Matuno River Development Corporation.

He has also been elected as Director of 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, LCCK & Sons Realty Corporation, 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 Grial Power Corporation; and a member of the Board of Trustees of Luis Co Chi Kiat Foundation, Inc.

He has been an entrepreneur for the past 40 years.

Mr. Jose Paulino L. Santamarina, Filipino, 61 years old

Mr. Santamarina was elected President of the Company on February 19, 2021.

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 Grial Power Corporation.

He served as the former President of Premier Wines and Spirits, Inc. ("Premier"), one of the leading companies in the importation of wines and spirits industry and which he helped co-found in 1996.

Before joining Premier, Mr. Santamarina was the Chief Financial Officer (1988-1996) of CMG Marketing, Inc., a subsidiary of United Distillers Ltd., and the precursor of what is now known as "Diageo". CMG was a pioneer in the importation of wines and spirits industry established during the early stages of market liberalization in 1986.

Mr. Santamarina's professional career began as an auditor for SyCip Gorrrres Velayo & Co. from 1984 to 1988.

Mr. Santamarina obtained his Bachelor of Science in Accounting degree in 1984 from the Ateneo de Davao University. He is a Certified Public Accountant.

Ms. Camille Clarisse P. Co, Filipino, 36 years old

Ms. Co has been one of the Directors of the Company since 2020.

She is concurrently an elected Director 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 also serves as the Chairman and President of Meritus Prime Distributions, Inc., one of the Company's subsidiaries.

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, 36 years old

Ms. Uy has been a Director of the Company since 2020. She also serves as 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, 35 years old

Mr. Chua has been one of the Directors of the Company since 2020. She has also 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 held various consumer marketing and sales roles in Unilever Philippines and overseas from 2012 to 2018.

He graduated from the Ateneo de Manila University with a degree of Bachelor in Management and a Minor in Entrepreneurship in 2012.

Mr. Enrico S. Cruz², Filipino, 67 years old

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; 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; of Maxicare Corporation and a member of its Audit and Related Party Transactions Committees; of DITO CME Holdings Corp., Maxilife Insurance Corporation, Inc., and Robinsons Retail Holdings, Inc.

He is also a Director of CIBI Information Inc.

Mr. Cruz's previous professional experiences include having served as 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 re-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 concurrently chaired its Capital Markets Committee (2017-2019) and Open Market Committee (2019-2020). He was also a Director of Deutsche Knowledge Services RHQ, Deutsche Regis Partners, Philippine Dealing and Exchange Corporation, and Philippines Securities Settlement Corporation.

² The Certification of Independent Director of Mr. Enrico Cruz is hereto attached as ANNEX "C".

He was also the President of Money Market Association.

Mr. Cruz obtained his Bachelor of Science in Business Economics degree and MBA from the University of the Philippines. The UP College of Business named him as “Distinguished Alumnus” in 2008, and a “Distinguished Alumnus” Awardee by the UP School of Economics Alumni Association.

Mr. Edgardo G. Lacson³, Filipino, 81 years old

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.; a 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, and was a member of the Board of Trustees of the Philippine Interisland Shipping Association from 1994 to 2022. He was also a Director of The Philippine Stock Exchange from 2011 to 2017.

He graduated from the De la Salle College in 1965 with a Bachelor of Science degree major in Accounting. Mr. Lacson is a Certified Public Accountant.

Presented below are the Executive Officers' Business Profiles:

Ms. Baby Gerlie I. Sacro, Filipino, 46 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, 46 years old

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.

Atty. Jewelyn Jumalon, Filipino, 30 years old

Atty. Jumalon was appointed as the Corporation's Assistant Corporate Secretary and Compliance Officer in May 2024. She obtained her Bachelor's Degree in Business Administration major in Human Resource Development Management from University of Sto. Tomas – Manila in 2015. In 2020, she received her Juris Doctor degree from the same university. She took the joint 2020/2021 Bar Examinations and was admitted to the

³ The Certification of Independent Director of Mr. Edgardo Lacson is hereto attached as ANNEX “D”.

Philippine Bar in 2022. Atty. Jumalon started her legal career as a litigation lawyer at Divinagracia Solis and Associates Law Offices, handling an array of criminal, civil, labor, and administrative cases.

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, 2024, 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 2024, the Company provides per diem allowances

for regular/special board of directors meeting amounting to P50,000.00 for the regular directors, and P100,000 for independent directors; the Company likewise grants per diem allowances for audit committee and corporate governance committee meetings to the independent directors-members in the amount of P20,000.00

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 – Lao (Director)				
Imelda G. Lacap (Comptroller)				
Aggregate compensation of the President and the four most highly compensated officers	2023:	P11,778,400		
	2024:	P13,806,667		
	Projected 2025:	P15,187,333		
Aggregate compensation paid to all other officers and managers	2023:	P11,379,041		
	2024:	P13,269,652		
	Projected 2025:	P14,596,617		

(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 2024:

Mr. Darwin P. Virocel

Partner

CPA License No.00944495

SEC Accreditation No. 0003-SEC (Group A) valid until 2024.

Tax Identification No. 912-535-864

R.G. Manabat & Co.

The KPMG Center, 9/F 6787 Ayala Avenue, Makati City Philippines

+63 (2) 885 7000

(b) The Board recommends the same principal accountant for 2025, upon the favorable recommendation of the Audit Committee.

(c) Mr. Darwin P. Virocel 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 P1.8 million as a professional fee in 2023 and P2.1 million in 2024. The amount of up to P1.8 million is being proposed to the stockholders as an independent accountant fee for the Company and its subsidiaries for 2025.

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

Please refer to the 2024 Management Discussion and Analysis of Operations and 2024 Consolidated Audited Financial Statements to be submitted 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 2024 Annual Stockholders' Meeting,
- (b) 2024 Annual Report including the 2024 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 2024 is as follows:

Date of Board Meeting
April 4, 2024

- Items approved by the Board**
- (1) Corporate Governance Committee Charter
 - (2) Nominees for the 2024 Annual Election of Directors: Mr. Lucio L. Co, Mr. Jose Paulino L. Santamarina, Mr. Robin Derrick Chua, Ms. Camille Clarisse Co and Ms. Jannelle O. Uy are the nominees for regular directors in the forthcoming Annual Stockholders' Meeting and Mr. Enrico Cruz and Mr. Edgardo Lacson are the nominees for the election of independent directors.

- (3) Details of the Company's 2024 Annual Stockholders Meeting:
 Date; May 13, 2024
 Time: 1:00 PM
 Manner: Virtual Meeting
 Record Date: April 22, 2024
 Agenda:
- a. Call to Order
 - b. Approval of the minutes of the Previous Meeting
 - c. Ratification of Previous Acts and Resolutions of the Board of Directors
 - d. Annual Report and Audited Financial Statements
 - e. Election of Directors
 - f. Appointment of an External Auditor and Fixing Remuneration
 - g. Other Matters
 - h. Adjournment

April 11, 2024

- (1) 2023 Audited Financial Statements and the plan to incorporate a new company

May 9, 2024

- (1) Financial Report for the 1st Quarter of CY 2024

May 13, 2024

- (1) Declaration of cash dividend:
 Regular Cash Dividend: P0.10 per share
 Declaration Date: May 13, 2024
 Record Date: May 28, 2024
 Payment Date: June 20, 2024
 Total Pay-Out: P1,450,875,031.30
 2023 Year Net Income: P2,916,249,558
 Pay-Out Ratio: 50%
 Dividend Yield: 6.7%

- (2) Result of Annual Stockholders Meeting:
- a. Approval of the Minutes of the previous meeting and ratification of acts and resolutions of the Board of Directors and Management in 2023
 - b. Approval of the 2023 Annual Report and Audited Financial Statements
 - c. Re-Appointment of RG Manabat & Company as External Auditor of the Company and subsidiaries with up to P1.2 million fees.
 - d. Election of Mr. Lucio L. Co, Mr. Jose Paulino Santamarina, Ms. Camille Clarisse P. Co, Ms Jannelle O. Uy and Mr. Robin Derrick C. Chua as regular directors
 - e. Election of Mr. Enrico S. Cruz and Mr. Edgardo G. Lacson as independent directors.

- (3) Result of Organizational Meeting:
 Approval of the appointment of the following officers for the year 2024-2025:

Chairman: Mr. Lucio L. Co
 President: Mr. Jose Paulino L. Santamarina
 Treasurer: Ms. Ma. Editha D. Alcantara
 Corporate Secretary: Ms. Baby Gerlie I. Sacro
 Asst. Corporate Secretary & Compliance Officer: Ms. Jewelyn A. Jumalon
 Lead Independent Director: Mr. Enrico S. Cruz
 Financial Comptroller: Ms. Imelda D. Lacap
 Investor Relations Officer & Sustainability Officer: Mr. John Marson T. Hao
 Internal Auditor: Ms. Abigail Lintag

Executive Committee:
 Chairman – Mr. Lucio L. Co

Members – Mr. Jose Paulino L. Santamarina, Mr. Robin Derrick Chua, Ms. Camille Clarisse P. Co-Lao and Ms. Jannelle O. Uy

Audit Committee:

Chairman – Mr. Enrico S. Cruz

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

Corporate Governance Committee:

Chairman – Mr. Edgardo G. Lacson

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

July 25, 2024

(1) Appointment of Ms. Abigail D. Lintag as Data Protection Officer and Risk Officer.

August 12, 2024

(1) 2nd Quarter Financial Report for the year 2024

November 11, 2024

(1) 3rd Quarter Financial Report for the year 2024

(2) Acquisition of up to 100% Outstanding Shares of Booze On-Line, Inc.

(b) Election of regular and independent directors.

Upon the recommendation of the Corporate Governance Committee in a meeting held on March 21, 2025, the Board of Directors endorsed for the stockholders' approval the election the following nominees for regular and independent directors for calendar year 2025 to 2026, to wit:

Regular Directors:

Mr. Lucio L. Co

Mr. Jose Paulino L. Santamarina

Ms. Camille Clarisse P. Co

Ms. Jannelle O. Uy

Mr. Robin Derrick C. Chua

Independent Directors:

Mr. Enrico S. Cruz

Mr. Edgardo G. Lacson

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

R.G. Manabat & Co. (KPMG) for The Keepers and Subsidiaries	2024 P2,130,240	2025 Up to P1.8 Million
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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 2025 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 5, 2025.

(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

Market for Issuer's Common and Related Stockholder Matters

(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:

	High	Low	High	Low	High	Low
1 st Quarter	1.51	1.14	1.60	1.28	1.46	1.33
2 nd Quarter	1.30	1.08	1.65	1.46	1.78	1.30
3 rd Quarter	1.34	1.06	1.74	1.49	2.12	1.62
4 th Quarter	1.29	1.03	1.53	1.36	2.23	2.02

As of March 31, 2025, the Company's share is trading at P2.52 per share.

(B) Stockholders

As of March 31, 2025, the Company has:

Number of Stockholders on Record	484
Issued and Outstanding Shares	14,508,750,313
Listed Shares	14,508,750,313
Treasury Shares	0

As of March 31, 2025, 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)	2,056,335,776	14.17%

3	PCD Nominee Corporation (Non-Filipino)	945,726,183	6.52%
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	0.03%
7	Emily Chua Catienza	3,890,243	0.03%
8	Yvonne Keh	3,781,750	0.03%
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	0.01%
12	Tersero, Inc.	323,964	0.00%
13	Bo Qiu	214,000	0.00%
14	Rudy A. Verano	200,000	0.00%
15	Silcor Management	121,289	0.00%
16	Peter Nepomuceno	98,762	0.00%
17	Dennis Granados Catienza	66,000	0.00%
18	Citisecurities, Inc.	53,990	0.00%
19	Rosario Chua Go	42,468	0.00%
20	Emerson Co Seteng	41,128	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
May 14, 2024	P0.10	50%	June 20, 2024

(D) Recent Sale of Securities

None.

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

Please refer to the Management's Discussion & Analysis of Financial Position and Results of Operation which will be submitted with the Definitive Information Statement

Item 7. Financial Statements

Please refer to the 2024 Consolidated Audited Financial Statements of the Company which will be submitted 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 likewise adopts an Environmental, Social, and Governance (ESG) Policies. These policies serve as a comprehensive framework, outlining the Company's commitment to responsible and ethical business practices across several key areas. The ESG Policies encompass a wide range of principles, including Business Conduct and Ethics, Anti-Bribery and Anti-Corruption, Data Privacy and Cybersecurity, Enterprise Risk Management, Environmental, Human Rights, Supplier Code of Conduct, and the management of Material Related Party Transactions
- (e) 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 13 May 2024, which may be viewed/downloaded on the company website, www.thekeepers.com.ph, and which is hereto attached as Annex "E"

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 13 May 2024, which may be viewed/downloaded on the company website, www.thekeepers.com.ph,

The matters discussed and resolutions reached	and which is hereto attached as Annex "E"
A record of the voting results for each agenda item	Please refer to the Minutes of the Previous Stockholders' meeting dated 13 May 2024, which may be viewed/downloaded on the company website, www.thekeepers.com.ph , and which is hereto attached as Annex "E"
List of directors, officers, and stockholders who attended the meeting	Please refer to the Minutes of the Previous Stockholders' meeting dated 13 May 2024, which may be viewed/downloaded on the company website, www.thekeepers.com.ph , and which is hereto attached as Annex "E"
Such other items that the Commission may require in the interest of good corporate governance and the protection of minority stockholders	Please refer to the Minutes of the Previous Stockholders' meeting dated 13 May 2024, which may be viewed/downloaded on the company website, www.thekeepers.com.ph , and which is hereto attached as Annex "E"
List of material information on the current stockholders and their voting rights	Please refer to pages 19 to 21 hereof
Detailed, descriptive, balanced and comprehensive assessment of the corporation's business strategy, and other affairs	Please refer to pages 19 to 20 hereof
Financial report for the preceding year, which shall include financial statements duly signed and certified in accordance with the Revised Corporation Code, and the rules of 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 2023 Annual Report (SEC 17-C) of the Company, which may be viewed/downloaded on the company website, www.thekeepers.com.ph or through the Edge platform of the Philippine Stock Exchange
An explanation of the dividend policy and the fact of payment of dividends or the reasons for non-payment thereof	Please refer to the 2023 Annual Report (SEC 17-C) of the Company, which may be viewed/downloaded on the company website, www.thekeepers.com.ph or through the Edge platform of the Philippine Stock Exchange
Directors' qualifications and relevant experience, length of service in the corporation, trainings and continuing education attended, and their board representation in other corporations	Please refer to page 20 hereof
Director's attendance report, indicating the attendance of each director at each of the meetings of the board and its committees, and in regular or special stockholders meeting	Please refer to the directors' profile on pages 10 to 13 hereof;
Appraisal and performance reports for the board and the criteria and procedure for assessment	On 26 September 2024, the directors attended their Annual Corporate Governance Training, hosted by the Philippine Chamber of Commerce and Industry (PCCI), and was held at the Acacia Hotel, Alabang, Muntinlupa
Director compensation report prepared in accordance with the Revised Corporation Code and the rules the Commission may prescribe	Please refer to page 8 hereof
Director disclosures on self-dealings and related party transactions	The company aims to improve its good Corporate governance policies including adopting an evaluation system for individual directors and as a group
	Please refer to pages 13 to 14 hereof
	Please refer to the 2023 Consolidated Audited Financial Statements attached to the 2023 Annual Report of the Company, which may be

viewed/downloaded on the company website, www.thekeepers.com.ph or through the Edge platform of the Philippine Stock Exchange

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

Please refer to the directors' profile on pages 9 to 13 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 11, 2025.

THE KEEPERS HOLDINGS, INC.

By:



Atty. Jewelyn A. Jumalon
Assistant Corporate Secretary

**GUIDELINES FOR PARTICIPATING IN THE 2025 ANNUAL STOCKHOLDERS' MEETING
OF THE KEEPERS HOLDINGS, INC.
VIA REMOTE COMMUNICATION AND VOTING *IN ABSENTIA***

The 2025 Annual Stockholders' Meeting ("**ASM**") of The Keepers Holdings, Inc. (the "**Company**") will be held on May 13, 2025, at 2pm via remote communication ("Zoom")

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 5, 2025, 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 2025 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 6, 2025. 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

Annex "B"

THE KEEPERS HOLDINGS, INC.
Annual Stockholders Meeting
May 13, 2025, 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 2024			
2	Approval of 2024 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 P1.8 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 5, 2025. The Company's Stock Transfer Agent will validate the votes on May 6, 2025 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 law, do hereby declare that:

- 1. I am a nominee for the position of Independent Director of THE KEEPERS HOLDINGS, INC. (the "Company") for the years 2025 to 2026 and have been its independent director since 2020.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Table with 3 columns: COMPANY/ORGANIZATION, POSITION / RELATIONSHIP, PERIOD OF SERVICE. Rows include Security Bank Corporation, DITO CME Holdings Corp., Robinsons Retail Holdings, Inc., SB Capital Investment Corporation, AREIT, Inc., Maxicare Corporation, Maxilife Insurane Corporation, Robinsons Retail Holdings, Inc., and CIBI Information, Inc.

- 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 and its subsidiaries and affiliates.
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 in government service or affiliated with government agency or GOCC as it would require written permission or consent from the head of the agency/department for me to be independent director of the Company, pursuant to the Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as an Independent Director under the Securities Regulation 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 from its occurrence.

Signed this 21 MAR 2025 in the City of Manila, Philippines.

Signature of ENRICO S. CRUZ, Affiant

SUBSCRIBED AND SWORN to before me this 21 MAR 2025 at Manila, Philippines, affiant personally appeared before me and exhibited to me his [redacted]

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Series of 2025.

Signature of ATTY. MARIELLE JENELLE L. LAGUERTA
Notary Public for City of Manila - Until Dec. 31, 2025
Notarial Commission No. 2024-179
Tower 3, 3K, No. 181 N. Lopez St., Ermita, Manila
I.B.P. NO. 488207- Dec. 27, 2024 for the year 2025
PTR. NO. 2041441- Jan. 2, 2025 at Manila
MCLE NO. VIII-0010660- Valid until 4-14-2028 Roll No. 88314

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 law, do hereby declare that:

1. I am a nominee for the position of Independent Director of **THE KEEPERS HOLDINGS, INC.** (the "Company") for the years 2025 to 2026 and have been its independent director since 2020.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
Marine Industry Supply Corp.	President	1985 up to the present
MIS Maritime Corporation	President	1992 up to the present
Safe Seas Shipping Agency Co., Inc.	President	1992 up to the present
Metrostores, Inc.	Chairman	2002 up to the present
Link Edge	Director	2006 up to the present
Management Association of the Philippines	Member	2011 up to the present
Global Ferronickel Holdings, Inc.	Independent Director	2016 up to the present
Employers Confederation of the Philippines	Chairman	2016 up to the present
Double Dragon Meridian Park – REIT	Independent Director	2021 up to the present
University of Makati	Member, Board of Trustee	2020 up to the present
Kareila Management Corporation	Independent Director	2022 up to the present
Manila House Private Club, Inc.	Independent Director	2023 up to the present
Capital Market Integrity Corporation	Independent Director	2023 up to the present
Greenenergy Holdings, Inc.	Chairman	2024 up to the present

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 and its subsidiaries and affiliates.
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 in government service or affiliated with government agency or GOCC as it would require written permission or consent from the head of the agency/department for me to be independent director of the Company, pursuant to the Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as an Independent Director under the Securities Regulation 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 from its occurrence.

Signed this 04 APR 2025 in the City of Manila, Philippines.



EDGARDO G. LACSON
Affiant

SUBSCRIBED AND SWORN to before me this 04 APR 2025 at Manila, Philippines, affiant personally appeared before me and exhibited to me his Philippine Passport with no. [REDACTED] valid until June 5, 2028.

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Page No. 5
Book No. 16
Series of 2025.



ROXANNE G. DOMINGO-MAUR
Notary Public for the City of Manila
Commission No. 2025-086 until December 31, 2026
Roll No. 69155
IBP Lifetime Member No. 018547
PTR No. MLA 2041455 / 01-02-2025
MCLE Compliance No. VIII-0019791 / 01-15-2025
2nd Floor Tabacalera Building, 900 D. Romualdez Street,
Barangay 664-A, Zone 71, District V, Paco, Manila, 1007



Minutes⁴ of the Annual Stockholders' Meeting of The Keepers Holdings, Inc.

ANNEX "E"

Date: 13 May 2024

Time: 1:00 PM

Manner: Remote Communication (Zoom)

Board of Directors

- 1.) Mr. Lucio Co (via Zoom)
- 2.) Mr. Jose Paulino Santamarina
- 3.) Ms. Camille Clarisse Co
- 4.) Mr. Robin Derrick Chua
- 5.) Mr. Enrico Cruz
- 6.) Mr. Edgardo Lacson

Management Present

- 1.) Ms. Imelda Lacap
- 2.) Ms. Abigail Lintag
- 3.) Mr. John Marson T. Hao
- 4.) Mr. Leonardo B. Dayao
- 5.) Mr. Roberto Juanchito T. Dispo
- 6.) Mr. Gerardo Teofilo, Jr.
- 7.) Atty. Jewelyn Jumalon

Others Present:

- 1.) Representative from the External Auditor – RG Manabat and Company (KPMG)
- 2.) Representative from the Stock Transfer Agent – BDO Unibank, Inc. – Trust and Investments Group

Stockholders Present: (attended via Zoom)

Stockholders representing 12,037,527,091 or 82.97% of the Corporation's Outstanding Capital Stock have attended the Corporation's 2024 Annual Stockholders' Meeting

Description of the voting and vote tabulation procedures used in the meeting:

The Corporation's stockholders of record as of 22 April 2024 voted on the matters submitted for approval as hereunder listed. The stockholders had casted their votes by filling out the Proxy form attached to the Corporation's Information Statement which was posted on the Corporation's website⁵ starting 19 April 2024. After casting their votes, the stockholders were given until 06 May 2024 to either email their accomplished proxy forms to the official email address⁶ of the Office of the Assistant Corporate Secretary or send the original hard copies thereof to the corporation's principal address. Thereafter, the Corporation's Stock Transfer Agent, in collaboration with the Assistant Corporate Secretary, validated the votes received and reproduced the same in a tabulated format.

A. Call to Order and Proof of Notice and Quorum:

The meeting began with a warm welcome from the Chairman of the Board of Directors, Mr. Lucio Co. Thereafter, Mr. Lucio Co asked the Assistant Corporate Secretary if Notice of the Annual Stockholders' Meeting was distributed to the Stockholders, in compliance with the provisions of the Revised Corporation Code, and other pertinent issuances from the Securities and Exchange Commission ("SEC"), and if there was quorum for today's meeting.

The Assistant Corporate Secretary responded in the affirmative, she certified the presence of quorum for today's meeting and informed that the Stockholders, as of record date 22 April 2024, have been provided with the required Notice of the Annual Stockholders' Meeting.

The Assistant Corporate Secretary likewise stated that the same Notice, together with the Corporation's Information Statement were submitted to the Securities and Exchange Commission and the Philippine Stock Exchange, through its EDGE submission tool, where it was approved as a "Company Announcement" on 18 April 2024.

Finally, the Assistant Corporate Secretary informed everyone that the Notice of the Annual Stockholders' Meeting was also posted on the Corporation's official website starting 18 April 2024, and was also published, both in physical paper and on the online platforms of Philippine Daily Inquirer and Philippine Star on 19 and 20 April 2024.

⁴ The Minutes for the 2024 Annual Stockholders' Meeting of The Keepers Holdings, Inc. shall be submitted for the stockholders' approval on the next Annual Stockholders' Meeting scheduled on the following year (2025).

⁵ www.thekeepers.com.ph

⁶ corporate.secretary@thekeepers.com.ph

For the discussions on quorum, the Assistant Corporate Secretary informed that stockholders owning a total of 12,037,527,091 shares, representing at least 82.97% of the capital stock were present in the meeting in person and via video/audio conferencing. Hence, certifying the presence of quorum to validly proceed with the meeting.

She mentioned that the Board Members, who at the same time were nominees for reelection, together with the executive officers of the Corporation, and representatives from External Auditor R.G. Manabat & Co., and stock transfer agent, BDO Unibank, Inc. were also present in the meeting.

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

After establishing the presence of quorum, Chairman, Mr. Lucio Co immediately proceeded to the first item on the meeting’s Agenda – the approval of the minutes of the previous stockholders’ meeting and ratification of all acts of the board ng officers of the Corporation since the last Annual Stockholders’ Meeting held on 30 May 2023.

Since the minutes of the previous Annual Stockholders’ Meeting and the material Resolutions of the Board in 2023 were made available on the Corporation’s website and in the Information Statements, the reading of the same was dispensed with

Thereafter, a motion was made to approve the minutes of the previous Annual Stockholders’ meeting, and to approve, confirm, and ratify all acts, proceedings, contracts, or deeds performed, and entered into, or executed by the Corporation’s Board of Directors, officers, as if such acts, proceedings, contracts, or deeds had been performed, entered into, or executed with specific and special authorization of the stockholders in a meeting duly convened and held.

There being no objections raised by the Stockholders, the motion was duly seconded and effectively carried out.

Thereafter, Mr. Lucio Co called upon the Assistant Corporate Secretary to present the voting results for this item on the Agenda, for which she presented the following results:

	In favor	Against	Abstain
Approval of the Minutes and Ratification of all acts of the Board of Directors and Management	12,037,527,091 (100%)	0	0

C. Approval of the 2023 Annual Report and Audited Financial Statements

Moving forward to the next item on the Agenda, Mr. Jose Paulino Santamarina, President, delivered his message to everyone and discussed the Corporation’s Annual Report and Consolidated Audited Financial Statements as of 31 December 2023.

After Mr. Santamarina’s discussion, Mr. Lucio Co asked the Stockholders if they had any questions or objections to the Annual Report and Consolidated Audited Financial Statements as discussed. No questions or objections were raised. Therefore, a motion to approve the Corporation’s Annual Report and Consolidated Audited Financial Statements was made and which was subsequently seconded.

Consequently, upon request by Mr. Lucio Co, the Assistant Corporate Secretary presented the voting results on the agenda at hand, to wit:

	In favor	Against	Abstain
Approval of the 2023 Annual Report and Audited Financial Statements	12,037,527,091 (100%)	0	0

D. Election of Directors

Mr. Lucio Co then proceeded to the next item on the agenda – the election of the members of the Board of Directors for the year 2024-2025. For starters, he informed everyone that the Corporate Governance Committee pre-screened the qualifications of all nominees and prepared a final list of all candidates for directorship, which was disclosed to all stockholders through the Information Statements released to the public.

After which, the Assistant Corporate Secretary began to announce the candidates for the election of the regular and independent members of the Board of Directors for the year 2024-2025, which included the following:

For Regular Directors:

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

For Independent Directors:

1. Mr. Enrico Cruz
2. Mr. Edgardo Lacson

Acting on Mr. Lucio Co’s request to present the voting results for the said election, the Assistant Corporate Secretary presented the following:

	In favor	Against	Abstain
Election of Lucio Co	12,033,113,091 (99.96%)	4,414,000	0
Election of Jose Paulino Santamarina	12,033,113,091 (99.96%)	4,414,000	0
Election of Camille Clarisse Co	12,034,415,091 (99.97%)	3,112,000	0
Election of Jannelle Uy	12,034,415,091 (99.97%)	3,112,000	0
Election of Robin Derrick Chua	12,034,415,091 (99.97%)	3,112,000	0
Election of Enrico Cruz	12,037,527,091 (100%)	0	0
Election of Edgardo Lacson	12,037,527,091 (100%)	0	0

After the presentation of the voting results, Mr. Lucio Co thereby declared himself, together with Mr. Jose Paulino Santamarina, Ms. Camille Clarisse Co, Ms. Jannelle Uy, and Mr. Robin Derrick Chua as the regular directors of The Keepers Holdings, Inc. for the year 2024 – 2025.

He also declared Mr. Enrico Cruz and Mr. Edgardo Lacson. as the Corporation’s independent directors for the year 2024 – 2025.

E. Re-appointment of External Auditor

After the elections of the Corporation’s regular and independent directors, Mr. Lucio Co then proceeded into the next item on the Agenda – the re-appointment of R.G. Manabat & Company (KPMG) as the Corporation’s and its subsidiaries’ external auditor for the year 2024. The re-appointment comes with an auditor’s fee of up to PHP 1.2 million

Thereafter, a motion was made for the approval of the re-appointment of R.G. Manabat & Company (KPMG) as the Corporation’s and its subsidiaries’ external auditor for the year 2024, which was duly seconded.

Before the motion and its secondment was acted upon, Mr. Lucio Co asked the stockholders if they have any questions on the re-appointment or objections to the motion made. Mr. Co received no question or objection from the stockholders, hence, the motion as presented and seconded was effectively carried.

Consequently, Mr. Lucio Co asked the Assistant Corporate Secretary to present the voting results for this item on the Agenda. Atty. Jose then presented the following results:

	In favor	Against	Abstain
Reappointment of RG Manabat and Company (KPMG) as External Auditor	12,037,527,091 (100%)	0	0

of the Corporation and its subsidiaries with up to PHP 1.2 million auditor's fees			
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F. Other Matters

Mr. Lucio Co asked the stockholders present in the meeting if they had any questions for the board or the management, or if they had any matters intended to bring up or discuss during the meeting. None of the stockholders raised any question or brought up any matters for discussion with the board or the management.

G. Adjournment

There being no other matters or business to transact, a motion for the adjournment of the meeting was made and which was duly seconded. There being no objection to the motion and to its secondment, the meeting was adjourned.

The meeting concluded with Mr. Lucio Co's manifestation of gratitude to the stockholders, the board, and the management who participated in the 2024 Annual Stockholders' Meeting.

Prepared and certified true and correct by:

[sgd.]

Atty. Jewelyn A. Jumalon

Assistant Corporate Secretary

Approved by:

[sgd.]

Mr. Lucio L. Co

Chairman