



## **Minutes of the Annual Stockholders' Meeting of The Keepers Holdings, Inc.**

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 website<sup>1</sup> 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 address<sup>2</sup> 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

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<sup>1</sup> [www.thekeepers.com.ph](http://www.thekeepers.com.ph)

<sup>2</sup> [corporate.secretary@thekeepers.com.ph](mailto:corporate.secretary@thekeepers.com.ph)

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.

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 of the Corporation and its subsidiaries with up to PHP 1.2 million auditor's fees	12,037,527,091 (100%)	0	0

***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 Co**

*Chairman*