

**REGULAR ANNUAL MEETING OF THE STOCKHOLDERS OF  
ZEUS HOLDINGS, INC.**

Held through remote communication  
via video-conferencing  
on Thursday, June 26, 2025 at 3:00 P.M.

**Directors Present:**

- |                         |   |
|-------------------------|---|
| FELIPE U. YAP           | - Chairman of the Board   |
| ARTEMIO F. DISINI       | - President / Director  |
| MANUEL JEFFREY N. DAVID | - Independent Director / Member, Nomination Committee                   |
| RAMON T. DIOKNO         | - Director/ Member, Audit Committee                                     |
| ODETTE A. JAVIER        | - Director/ Corporate Secretary   |
| JOSE RAULITO E. PARAS   | - Director  |
| STEPHEN Y. YAP          | - Director / Chairman, Nomination Committee and Member, Audit Committee |

**Officer Present:**

- MA. LOURDES B. TUASON - Treasurer

**Stockholders Present:** Please refer to Annex "A"

**1. Call to Order**

The Chairman of the Board, Mr. Felipe U. Yap, called the meeting to order and welcomed the stockholders to the meeting. The Corporate Secretary, Atty. Odette A. Javier, recorded the minutes of the meeting.

The Chairman acknowledged the other Board members present at the meeting, namely:

The President, Mr. Artemio F. Disini  
The Corporate Secretary, Atty. Odette A. Javier  
Atty. Manuel Jeffrey N. David  
Mr. Ramon T. Diokno  
Atty. Jose Raulito E. Paras  
Mr. Stephen Y. Yap; and  
The Treasurer, Ms. Ma. Lourdes B. Tuason.

**2. Proof of Due Notice of Meeting and Determination of Quorum**

As the first order of business, the Chairman requested the Corporate Secretary to certify that there was due notice for the meeting and the existence of a quorum for the meeting.

The Corporate Secretary advised that, to comply with the requirements of the Philippine Securities and Exchange Commission for stockholders' meetings held by remote communication, the meeting was being recorded, and the recording would form part of the Corporation's records.

The Corporate Secretary confirmed that in compliance with SEC Notice dated March 12, 2025 regarding the ALTERNATIVE MODE FOR DISTRIBUTING AND PROVIDING COPIES OF THE NOTICE OF MEETING, INFORMATION STATEMENTS AND RELATED DOCUMENTS FOR THE HOLDING OF ANNUAL STOCKHOLDERS' MEETINGS, the Notice and Agenda of today's meeting were published in the business sections of two newspapers of general circulation, the Philippine Star and the Manila Times, on May 27 and 28, 2025.

She added that the Notice and Agenda, together with the Information Statement, the proxy form, the ballot form, and other materials for the meeting, were duly disclosed and uploaded to the PSE EDGE and to the Company website not later than June 3, 2025.

The Corporate Secretary next reported that, with the assistance of the Transfer Agent (Stock Transfer Service, Inc.) and the accounting group, all proxies and the tally of stockholders who had pre-registered and voted online have been examined. Based upon such examination, she declared that out of the number of shares issued and outstanding and entitled to vote as of May 29, 2025 totaling **2,737,044,807** shares:

- The total number of shares present by proxy and in person were 1,504,120,197 shares and 420,007 shares, respectively, or a total of 1,504,540,204 shares or 54.97% of the issued and outstanding shares;
- The number of shares necessary for the quorum was 1,368,522,405 shares or 50% plus one share.

Therefore, a quorum was present for the conduct of the business at hand.

The Chairman inquired whether there were any challenges to the Corporate Secretary's certification of quorum. Since there were none, the Chairman declared the presence of a quorum.

Thereafter, the Chairman directed the Corporate Secretary to spread the Notice of the Regular Annual Meeting in the minutes.

**NOTICE OF REGULAR ANNUAL MEETING**

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the regular annual meeting of the stockholders of Zeus Holdings, Inc. will be held on **Thursday, June 26, 2025 at 3:00 o'clock P.M.** The meeting will be conducted virtually via remote access communication and the access link will be provided in the Company's website at [www.zeusholdingsinc.com](http://www.zeusholdingsinc.com). The agenda for this meeting is as follows:

1. Call to Order
2. Proof of due notice of the meeting and determination of quorum
3. Approval of the Minutes of the Annual Meeting on July 11, 2024
4. Approval of the 2024 Annual Report
5. Ratification of Corporate Acts
6. Election of Directors, including the Independent Directors and the extension of Atty. Manuel Jeffrey N. David's Term
7. Ratification of change of External Auditor in 2024
8. Appointment of External Auditor for 2025
9. Transaction of such other and further business as may properly come before the meeting.

Proxies must be filed with and received at the Company's offices not later than by the close of business hours on June 19, 2025. Proxies received after the cut-off date shall not be recorded for this meeting.

Only holders of issued stocks of record as at the close of business hours on May 29, 2025 and whose status as stockholders on that date has been satisfactorily established per the corporate records to the Secretary of the Company will be entitled to notice of, and to vote at, said meeting.

Makati City, Philippines, 21 May 2025.

BY ORDER OF FELIPE U. YAP, CHAIRMAN OF  
THE BOARD AND CHIEF EXECUTIVE OFFICER:

(Sgd.) **ODETTE A. JAVIER**  
Corporate Secretary

**PROCEDURE FOR DISCUSSION AND VOTING**

At the request of the Chairman, the Corporate Secretary explained the procedure for discussion and voting:

The REQUIREMENTS AND PROCEDURE FOR VOTING AND PARTICIPATING in today's meeting are set forth in the Information Statement, which has been uploaded to the PSE EDGE and to the Company's website. As stated therein, stockholders may participate through remote communication or by proxy.

Only stockholders of record as of May 29, 2025 are entitled to notice of, and to vote at, the meeting. For this purpose, only stockholders who have timely pre-registered or submitted proxies on or before June 19, 2025 may participate in today's meeting. Those who have pre-registered should have voted on the resolutions proposed for adoption by the stockholders and for the nominees for election to the Board of Directors.

Each proposed resolution will be shown on the screen and read by the Corporate Secretary while the same is being taken up. The total affirmative and negative votes in respect of each resolution or nominee for director, as well as the abstentions, will be reflected in the minutes.

As of June 19, 2025, after the proxy validation process, stockholders owning 1,504,540,204 shares, representing 54.97% of the total outstanding voting shares, had cast their votes on the items for consideration.

Participants may ask questions through the Zoom chat facility. The Assistant Corporate Secretary will read the questions after the Chairman's report under Agenda Item No. 4, and they will be addressed accordingly.

For orderly proceedings, the host will mute all audio facilities, so that only the Chairman, and whoever he requests to speak up, will be enabled to speak.

**3. Approval of the Minutes of the 2024 Annual Stockholders' Meeting**

The Chairman noted for the record that the draft minutes of the regular annual meeting held on July 11, 2024 has been uploaded to the Zeus Holdings website. It was also attached to the Definitive Information Statement, which was posted at the PSE Edge prior to this meeting, in accordance with SEC regulations.

The Chairman then submitted the minutes for the consideration and approval of the stockholders.

The Chairman asked the Corporate Secretary to present the resolution for approval by the stockholders. The resolution was shown on the screen and read by the Corporate Secretary, as follows:

*RESOLVED, THAT THE STOCKHOLDERS of Zeus Holdings, Inc. approve the minutes of the annual meeting of stockholders held on July 11, 2024.*

The Corporate Secretary advised that the votes to approve the minutes of the 2024 annual meeting of the stockholders have already been tabulated based on the proxy forms and ballot forms that have been registered. The votes in favor of the resolution approving the minutes reached 1,504,540,204 shares, or 100% of the shares present and represented at the meeting.

The Chairman thus declared that the minutes of the annual meeting of stockholders on July 11, 2024 have been approved.

**4. Approval of the Annual Report**

The Chairman noted that the Company's Annual Report, as part of the Definitive Information Statement, was made available to all stockholders through the PSE EDGE and the Company's website.

The Chairman then made his report to the stockholders, as follows:

*There is not much we can report to you, given that we do not have any operating project.*

*Our minimal expenses are funded by shareholders, in the meantime that we do not have any mineral agreement. Obtaining such an agreement remains to be our goal.*

*We thank you, our dear stockholders, for your support and continuing interest in the affairs of the Company. Today, we are submitting to you for approval the Board's recommendation for the extension of the term of our independent director, Atty. Jeff Manuel David, who has been with us for nine years. Thank you, Atty. David.*

*I wish to thank also the President, Mr. Art Disini, and all the directors, for your support, and attendance of this meeting.*

The Chairman then stated that stockholders may ask questions through the Zoom chat facility.

There were no questions from the stockholders.

The Chairman asked the Corporate Secretary to present to the stockholders the resolution approving the Annual Report for 2024 (which includes the audited financial statements for 2024). The resolution was shown on the screen and read by the Corporate Secretary, as follows:

*RESOLVED, That the Annual Report of the Board of Directors of the Company for the calendar year ended December 31, 2024, together with the financial statements of the Company inclusive of the Balance Sheet, the Statement of Income and Retained Earnings and the Statement of Cash Flow as of December 31, 2024, as audited by the Company's independent auditors, SyCip Gorres Velayo & Co., and their certification and notes to the financial statements be, as the same hereby are, noted and approved.*

The Corporate Secretary advised that the votes to approve the Company's 2024 Annual Report have already been tabulated based on the proxy forms and ballot forms that have been registered. The votes in favor of the resolution reached 1,504,540,204 shares, or 100% of the shares present and represented at the meeting.

The Chairman thus declared that the 2024 Annual Report has been approved.

**5. RATIFICATION OF CORPORATE ACTS**

The Chairman then stated that the next item on the agenda is the ratification of all acts of Management and the Board of Directors of the Corporation, as disclosed in the corporate records, from 11 July 2024 up to the date of the Annual Stockholders' Meeting.

The Chairman asked the Corporate Secretary to present the resolution for approval by the stockholders. The resolution was shown on the screen and read by the Corporate Secretary, as follows:

"RESOLVED, that the stockholders ratify, as they hereby ratify, all acts of management and the Board of Directors of the Corporation as disclosed in the corporate records from 11 July 2024 to 26 June 2025.

The Corporate Secretary advised that the votes to approve the ratification of all acts of Management and the Board of Directors of the Corporation have already been tabulated based on the proxy forms and ballot forms that have been registered. The votes in favor of the resolution reached 1,504,540,204 shares, or 100% of the shares present and represented at the meeting.

The Chairman thus declared that the resolution ratifying all corporate acts is therefore carried.

**6. Election of Directors, including the Independent Directors and the Extension of Atty. Manuel Jeffrey N. David's Term**

At the request of the Chairman, the Corporate Secretary explained that:

- The Corporation's Articles of Incorporation provide for the election of nine directors. The Securities Regulation Code and the Revised Corporation Code require that there be independent directors constituting at least 20% of the Board. Hence, in the case of the Corporation, the legal requirement is to have at least two independent directors.

- Each shareholder is entitled to one (1) vote per share multiplied by the number of Board seats to be filled, i.e., nine (9), and may cumulate his/her votes by giving as many votes as he/she wants to any candidate provided that the total votes cast shall not exceed the total votes to which he/she is entitled.

The Chairman then requested the Corporate Secretary to report on the nomination process for directors, including the independent directors.

Atty. Javier stated that in accordance with the Corporation's Manual of Corporate Governance, the Nomination Committee received nominations for the Board of Directors, consisting of seven (7) regular and two (2) independent directors within the prescribed period and found such nominees to have all the qualifications and none of the disqualifications to serve as directors. The names of the nominees and their respective personal profiles, including directorships in listed companies, are duly indicated in the Information Statement. The persons included in the final list of candidates for directors of the Corporation for the current term 2025 to 2026, and until their respective successors are duly elected and qualified, are:

FELIPE U. YAP  
ARTEMIO F. DISINI  
PABLO T. AYSON, JR.  
RAMON T. DIOKNO  
ODETTE A, JAVIER  
JOSE RAULITO E. PARAS; AND  
STEPHEN Y. YAP

and for independent Directors:

MANUEL JEFFREY N. DAVID  
DOUGLAS JOHN KIRWIN

As to the independent directors, Atty. Javier said that Director Manuel Jeffrey N. David had reached the maximum term allowed under SEC Memorandum Circular No. 19, Series of 2016, he was nominated for re-election as independent director this year for a one-year extension.

The Board of Directors is recommending that the stockholders approve a one-year extension for Atty. David in view of his familiarity with the company's various concerns and history. Continuity in the Board's governance functions is critical at this time when the Company is seeking to enter a new line of business through partnerships with other entities.

The Corporate Secretary stated that the stockholders had cast their votes through online ballots or proxies. Each of the nine nominees received 1,504,540,204 votes, or 54.97% of the outstanding capital, sufficient for election to the Board of Directors. As such, all the nominees received the required number of votes to elect them as directors of the Corporation for the current term 2025-2026. The votes in favor



of Director David also signify the stockholders’ approval of the extension of his term as independent director.

The actual votes garnered by each nominee are shown below:

Election of Directors		IN FAVOR	
		No. of Shares	%
	FELIPE U. YAP	1,504,540,204	54.97
	ARTEMIO F. DISINI	1,504,540,204	54.97
	PABLO T. AYSON, JR.	1,504,540,204	54.97
	MANUEL JEFFREY N. DAVID	1,504,540,204	54.97
	RAMON T. DIOKNO	1,504,540,204	54.97
	ODETTE A, JAVIER	1,504,540,204	54.97
	DOUGLAS JOHN KIRWIN	1,504,540,204	54.97
	JOSE RAULITO E. PARAS	1,504,540,204	54.97
	STEPHEN Y. YAP	1,504,540,204	54.97

The Chairman declared all nine nominees duly elected as directors for the term 2025-2026, to serve in such capacity until their respective successors are duly elected and qualified.

7. **RATIFICATION OF CHANGE OF EXTERNAL AUDITOR IN 2024**

The Chairman asked the Corporate Secretary to explain the next item in the agenda, the ratification of the change of external auditor in 2024.

The Corporate Secretary said that the Audit Committee and the Board of Directors recommended to the stockholders the ratification of the appointment of Sycip Gorres & Velayo as the Company's external auditor for the financial statements for 2024.

She said that the stockholders approved at the annual meeting last year the appointment of PunongBayan & Araullo as external auditor. However, towards the end of 2024, the accounting team recommended to the Audit Committee and the Board the appointment of SGV & Company to facilitate monitoring and correspondence considering that the other companies they are handling also have SGV as their external auditors. The recommendation was approved but such approval needs to be ratified by the stockholders

The Chairman asked the Corporate Secretary to present the resolution for approval by the stockholders. The resolution was shown on the screen and read by the Corporate Secretary, as follows:

*“RESOLVED, that the stockholders ratify, as they hereby ratify, the appointment of SyCip Gorres Velayo & Company as the Corporation’s external auditor for the financial statements for 2024.*

The Corporate Secretary advised that the votes in favor of the resolution approving the ratification of change of external auditor in 2024 total 1,504,540,204, more than majority of the shares represented at this meeting.

The Chairman thus declared that the motion approving the ratification of the change of external auditor for the 2024 financial statements has been approved.

**8. Re-Appointment of SGV as External Auditor for 2025**

The Chairman said that the Audit Committee and Board of Directors are recommending to the stockholders the re-appointment of SyCip Gorres Velayo & Co. as the Company’s external auditor for 2025.

The Chairman asked the Corporate Secretary to present the resolution for approval by the stockholders. The resolution was shown on the screen and read by the Corporate Secretary, as follows:

*RESOLVED, as endorsed by the Board of Directors, that the stockholders approve the appointment of SyCip Gorres Velayo & Company as the Corporation’s external auditor for the year 2025.*

The Corporate Secretary advised that 1,504,540,204 shares, or 100% of the shares present or represented at the meeting had voted in favor of the re-appointment of SGV as external auditor.

The Chairman declared the resolution approved.

The Chairman then acknowledged the SGV partners and officers in attendance, namely:

Wilson P. Tan	Chairman and Country Managing Partner
Maria Vivian C. Ruiz	Vice Chair, Deputy Managing Partner and Assurance Leader
Jose Pepito E. Zabat III	Market Group 7 Leader
Eleanore A. Layug	Assurance Partner

Sonia D. Segovia	Tax Partner
Chris Yroniel Ong	Senior Manager
Jobelyn Casim	Manager

The Chairman also acknowledged the presence of representatives from the Stock Transfer Service, Inc., Ms. Trisha Nicole Jimenez and Mr. Paolo Herrera.

**7. Other matters**

The Chairman asked if a stockholder wishes to raise any other matters. No other matters were raised.

**8. Adjournment**

There being no further business to transact, the meeting was thereupon adjourned.

**ATTEST:**

**FELIPE U. YAP**  
Chairman of the Board

  
**ODETTE A. JAVIER**  
Corporate Secretary

DRAFT MINUTES SUBJECT TO STOCKHOLDERS' APPROVAL AT THE 2026 ANNUAL MEETING