

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

Held through remote communication
via video-conferencing
on Thursday, June 19, 2026 at 3:00 P.M.

Directors Present:

FELIPE U. YAP	- Chairman of the Board
PABLO T. AYSON, JR.	- Director
MANUEL JEFFREY N. DAVID	- Independent Director / Member, Nomination Committee
RAMON T. DIOKNO	- Director/ Member, Audit Committee
ODETTE A. JAVIER	- Director/ Corporate Secretary
DOUGLAS J. KIRWIN	- Independent Director / Chairman, Audit Committee
JOSE RAULITO E. PARAS	- Director

Officer Present:

MA. LOURDES B. TUASON	- Treasurer
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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 Corporate Secretary, Atty. Odette A. Javier
Atty. Pablo T. Ayson, Jr.
Atty. Manuel Jeffrey N. David
Mr. Ramon T. Diokno
Mr. Douglas J. Kirwin

Atty. Jose Raulito E. Paras
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 11, 2026 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 19 and 20, 2026.

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 May 28, 2026.

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 20, 2026 totaling **2,737,044,807** shares:

- The total number of shares present by proxy and in person were 1,505,295,798 shares and 440,008 shares, respectively, or a total of 1,505,735,806 shares or 55.01% 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 ***Friday, June 19, 2026 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. 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 June 26, 2025
4. Approval of the 2025 Annual Report
5. Ratification of Corporate Acts
6. Election of Directors
7. Appointment of External Auditor for 2026
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 11, 2026. 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 20, 2026 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, 12 May 2026.

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

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 20, 2026 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 11, 2026 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 11, 2026, after the proxy validation process, stockholders owning 1,505,735,806 shares, representing 55.01% 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 2025 ANNUAL STOCKHOLDERS' MEETING

The Chairman noted for the record that the draft minutes of the regular annual meeting held on June 26, 2025 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 June 26, 2026.

The Corporate Secretary advised that the votes to approve the minutes of the 2025 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 1,505,735,806 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 June 26, 2025 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:

Zeus Holdings, Inc. has had no operations for many years, so there is not much to report.

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

I wish to thank the members of our Board and our officers, led by the President, Mr. Art Disini, for the continuing support. We can no longer extend the terms of our independent directors, Atty. Jeff David and Mr. Douglas Kirwin, pursuant to SEC regulations. We thank them for their invaluable services to the Company.

And we are grateful to you our dear stockholders, for your support and continuing interest in the affairs of the Company.

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 2025 (which includes the audited financial statements for 2025). 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, 2025, 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, 2025, 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 2025 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 1,505,735,806 shares, or 100% of the shares present and represented at the meeting.

The Chairman thus declared that the 2025 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 June 26, 2025 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 26 June 2025 to 19 June 2026.

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 1,505,735,806 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

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 2026 to 2027, and until their respective successors are duly elected and qualified, are:

FELIPE U. YAP
ARTEMIO F. DISINI
PABLO T. AYSON, JR.
RAMON T. DIOKNO
DOUGLAS JOHN KIRWIN
JOSE RAULITO E. PARAS; AND
STEPHEN Y. YAP

and for independent Directors:

EDEN C. CALDE
LEONARDO L. SUBANG

The Corporate Secretary stated that the stockholders had cast their votes through online ballots or proxies. Each of the nine nominees received 1,505,735,806 votes, or 55.01% 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 2026-2027.

The actual votes garnered by each nominee are shown below:

Election of Directors	IN FAVOR	
	No. of Shares	%
FELIPE U. YAP	1,505,735,806	55.01
ARTEMIO F. DISINI	1,505,735,806	55.01
PABLO T. AYSON, JR.	1,505,735,806	55.01
EDEN C. CALDE	1,505,735,806	55.01
RAMON T. DIOKNO	1,505,735,806	55.01
DOUGLAS JOHN KIRWIN	1,505,735,806	55.01
JOSE RAULITO E. PARAS	1,505,735,806	55.01

	LEONARDO L. SUBANG	1,505,735,806	55.01
	STEPHEN Y. YAP	1,505,735,806	55.01

The Chairman declared all nine nominees duly elected as directors for the term 2026-2027, to serve in such capacity until their respective successors are duly elected and qualified.

7. RE-APPOINTMENT OF EXTERNAL AUDITOR FOR 2026

The Chairman said that the Board of Directors is recommending to the stockholders the re-appointment of SyCip Gorres Velayo & Co. as the Company's external auditor for 2026.

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 2026.

The Corporate Secretary advised that 1,505,735,806 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:

Jose Pepito Zabat III	–	Audit Group 7 Leader
Eleanore Layug	–	Audit Engagement Partner
Sonia Segovia	–	Tax Partner
Jobelyn Casim	–	Audit Senior Manager

The Chairman also acknowledged the presence of representatives from the Stock Transfer Service, Inc., 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 2027 ANNUAL MEETING