

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
May 13, 2020
2. SEC Identification Number
A200201756
3. BIR Tax Identification No.
216303212000
4. Exact name of issuer as specified in its charter
ROBINSONS RETAIL HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas
Center, Pasig City, Metro Manila
Postal Code
1600
8. Issuer's telephone number, including area code
(632) 8635-0751
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	1,573,245,220

11. Indicate the item numbers reported herein
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Robinsons Retail Holdings, Inc.

RRHI

PSE Disclosure Form 4-4 - Amendments to By-Laws References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Amendments to By-Laws

Background/Description of the Disclosure

Approval by the Board of Directors of the amendments to the following provisions of the By-Laws of Robinsons Retail Holdings, Inc. ("RRHI") in order to allow the attendance, participation, and voting of shareholders via remote communication and voting in absentia:

1. Article II, Section 1 par. (a)
2. Article VII, Section 2
3. Article VII, Section 4
4. Article VII, Section 6
5. Article VII, Section 7
6. Article VII, Section 8

Date of Approval by Board of Directors	May 13, 2020
Date of Approval by Stockholders	N/A
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
Article II, Section 1 par. (a)	Please see attached.	Please see attached.
Article VII, Section 2	Please see attached.	Please see attached.
Article VII, Section 4	Please see attached.	Please see attached.
Article VII, Section 6	Please see attached.	Please see attached.
Article VII, Section 7	Please see attached.	Please see attached.
Article VII, Section 8	Please see attached.	Please see attached.

Rationale for the amendment(s)

To authorize and allow the attendance, participation, and voting of shareholders via remote communication and voting in absentia in shareholder meetings, as allowed under the Revised Corporation Code.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	May 22, 2020
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

The proposed amendments to the By-Laws are not expected to have any adverse effect on the business, operations and/or capital structure of RRHI.

Other Relevant Information

Please refer to the attached Amendments to the By-Laws approved by the Board of Directors on May 13, 2020.

Under Article VIII of the By-Laws of RRHI, the Board of Directors may, in any regular or special meeting, amend or repeal the by-laws of RRHI provided that, such power delegated to the Board of Directors shall be considered revoked whenever stockholders representing majority of the outstanding capital stock of RRHI shall so vote at a regular or special meeting called for the purpose.

Filed on behalf by:

Name	Rosalinda Rivera
Designation	Corporate Secretary

ROBINSONS RETAIL HOLDINGS, INC.
Amendments to the By-laws
Approved on May 13, 2020

To allow for attendance, participation, and voting of shareholders via remote communication and voting <i>in absentia</i> .	
Present provisions in the By-laws	Proposed amendments to the By-laws
ARTICLE II THE BOARD OF DIRECTORS 1. Election of Directors - 1.1 The directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors, every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of candidates. [xxx]	ARTICLE II THE BOARD OF DIRECTORS 1. Election of Directors - a. The directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors, every stockholder shall have the right to vote, in person or by proxy, <u>or via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors,</u> the number of shares owned by him for as many persons as there are directors to be elected or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of candidates. [xxx]
ARTICLE VII STOCKHOLDERS' MEETING [xxx] 2. Notice of Annual Meetings - Except as otherwise provided by law, written or printed notice of all annual meetings of stockholders, stating the place and time of the meeting and, if necessary, the general nature of the business	ARTICLE VII STOCKHOLDERS' MEETING [xxx] 2. Notice of Annual Meetings - Except as otherwise provided by law, written or printed notice of all annual meetings of stockholders, stating the place and time of the meeting and, if necessary, the general nature of the business

<p>to be considered, shall be transmitted by personal delivery, mail, or facsimile to each stockholder of record entitled to vote thereat at his address last known to the Secretary of the Corporation, at least fifteen (15) business days before the date of the meeting. Except where expressly required by law, no publication of any notice of annual meeting of stockholders shall be required. If any stockholder shall, in person or by proxy, or by mail, or facsimile, waive notice of any meeting, whether before or after the holding of such meeting, notice thereof need not be given to him. The requirement for notice to the meeting shall be deemed waived if the stockholder, in person or by proxy, shall be present thereat. Notice of any adjourned meeting of the stockholders shall not be given, except when expressly required by law.</p>	<p>to be considered, shall be transmitted by personal delivery, mail, <u>electronic mail</u>, or facsimile to each stockholder of record entitled to vote thereat at his address last known to the Secretary of the Corporation, at least fifteen (15) business days before the date of the meeting. Except where expressly required by law, no publication of any notice of annual meeting of stockholders shall be required. If any stockholder shall, in person or by proxy, or by mail, <u>electronic mail</u>, or facsimile, waive notice of any meeting, whether before or after the holding of such meeting, notice thereof need not be given to him. The requirement for notice to the meeting shall be deemed waived if the stockholder shall be present thereat, <u>whether</u> in person, by proxy, <u>or via remote communication, or shall have participated in voting in absentia</u>. Notice of any adjourned meeting of the stockholders shall not be given, except when expressly required by law.</p>
<p>4. Notice of Special Meetings - Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and time of the meeting, the purpose and purposes for which said meeting is called. The notice shall be given not less than fifteen (15) business days before the date of the meeting to each stockholder entitled to vote at such meeting or such applicable period required by law. Notices shall be sent by the Secretary by personal delivery, facsimile or by mailing the notice to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation at least fifteen (15) business days prior to the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the Philippine mail, postage prepaid, directed to the stockholder of record at his last known postal address. Only matters stated in the notice can be the subject of motion or discussions at the meeting. Such notice shall be deemed waived if the stockholder is present at the special meeting, in person or by proxy. Notice of special meetings</p>	<p>4. Notice of Special Meetings - Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and time of the meeting, the purpose and purposes for which said meeting is called. The notice shall be given not less than fifteen (15) business days before the date of the meeting to each stockholder entitled to vote at such meeting or such applicable period required by law. Notices shall be sent by the Secretary by personal delivery, <u>electronic mail</u>, facsimile or by mailing the notice to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation at least fifteen (15) business days prior to the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the Philippine mail, postage prepaid, directed to the stockholder of record at his last known postal address. Only matters stated in the notice can be the subject of motion or discussions at the meeting. Such notice shall be deemed waived if the stockholder is present at the special meeting, <u>whether</u> in person, by proxy, <u>or via remote</u></p>

<p>may be waived in writing by any stockholder, in person or by proxy, before or after the meeting. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law.</p>	<p><u>communication, or shall have participated in voting in absentia.</u> Notice of special meetings may be waived in writing by any stockholder, in person or by proxy, <u>or by telegraph, electronic mail, cable or facsimile,</u> before or after the meeting. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law.</p>
<p>6. Quorum — A majority of the outstanding capital stock, present in person or represented by proxy, shall constitute a quorum at a stockholders’ meeting for the election of directors and for the transaction of any business, except in those cases in which the Corporation Code requires the affirmative vote of a greater proportion.</p> <p>In the absence of a quorum, the Chairman or the Vice-Chairman, as may be applicable, shall have the power to adjourn the meeting from time to time, until stockholders holding the requisite number of shares shall be present or represented. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.</p>	<p>6. Quorum — A majority of the outstanding capital stock, present in person, represented by proxy, <u>or participating in the meeting via remote communication,</u> shall constitute a quorum at a stockholders’ meeting for the election of directors and for the transaction of any business, except in those cases in which the <u>Revised Corporation Code</u> requires the affirmative vote of a greater proportion. <u>Stockholders casting their votes in absentia, as may be provided for by the Board of Directors, shall also be deemed present for purposes of determining the existence of a quorum. Meetings of the stockholders may be conducted via remote communication, such as by teleconferencing or videoconferencing, subject to such guidelines as may be promulgated by the Securities and Exchange Commission.</u></p> <p>In the absence of a quorum, the Chairman or the Vice-Chairman, as may be applicable, shall have the power to adjourn the meeting from time to time, until stockholders holding the requisite number of shares shall be present or represented. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.</p>
<p>7. Vote — At each meeting of the stockholders, every stockholder, in person or by proxy, shall be entitled to vote the number of shares registered in his name which has voting rights upon the matter in question. The votes for the election of directors, and, except upon demand by any stockholder, the votes upon any question before the meeting, except</p>	<p>7. Vote — At each meeting of the stockholders, every stockholder, in person or by proxy, <u>or via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors,</u> shall be entitled to vote the number of shares registered in his name which has voting rights upon the matter in question. The votes for the</p>

<p>with respect to procedural questions determined by the Chairman of the meeting, shall be by viva voce or show of hands.</p>	<p>election of directors, and, except upon demand by any stockholder, the votes upon any question before the meeting, except with respect to procedural questions determined by the Chairman of the meeting, shall be by <u>ballot</u>.</p>
<p>8. Proxy — Stockholders may vote, at all meetings, the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to and received by the Secretary for inspection and recording not later than five (5) business days before the time set for the meeting, except such period shall be reduced to one (1) business day for meetings that are adjourned due to lack of quorum. No proxy bearing a signature which is not legally acknowledged by the Secretary shall be honored at the meetings. Proxies shall be valid and effective for five (5) years, unless the proxy provides for a shorter period, and shall be suspended for any meeting wherein the stockholder appears in person.</p>	<p>8. <u>Voting and</u> Proxy — Stockholders may vote, at all meetings, the number of shares registered in their respective names, either in person, <u>via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors,</u> or by proxy duly given in writing and duly presented to and received by the Secretary for inspection and recording not later than five (5) business days before the time set for the meeting, except such period shall be reduced to one (1) business day for meetings that are adjourned due to lack of quorum. No proxy bearing a signature which is not legally acknowledged by the Secretary shall be honored at the meetings. Proxies shall be valid and effective for five (5) years, unless the proxy provides for a shorter period, and shall be suspended for any meeting wherein the stockholder appears in person.</p>