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Robinsons Retail Holdings, Inc. RRHI

PSE Disclosure Form 4-29 - Disbursement of Proceeds and Progress Report *References: Memorandum No. 626 - 2007 dated December 20, 2007 Section 4.4 of the Revised Disclosure Rules*

Annual Report
Quarterly Report
Others -

Subject of the Disclosure

Quarterly summary of the application of proceeds from the Initial Public Offering (IPO) with External Auditor Certification

Background/Description of the Disclosure

Quarterly summary of the application of proceeds from the Initial Public Offering (IPO) of RRHI for the first quarter ended March 31, 2020

Other Relevant Information

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Filed on behalf by:

Name	Mylene Kasiban
Designation	Chief Financial Officer

THE PHILIPPINE STOCK EXCHANGE, INC.

Disclosure Department
6th Floor, Philippine Stock Exchange Tower
28th Street, Corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: **Ms. Janet A. Encarnacion**
Head – Disclosure Department
Subject: **Quarterly Summary of the Application of Proceeds from the Initial
Public Offering (IPO) with External Auditor Certification**

Dear Ms. Encarnacion:

We are submitting the following attachments as compliance with the PSE requirement for newly listed companies to provide a progress report on the application of proceeds.

1. Progress report on the application of proceeds from IPO for the first quarter of 2020.
2. Certification of SGV on the accuracy of information provided by Robinsons Retail Holdings, Inc in relation to the progress report.

We hope you find everything in order.

Very truly yours,



Gina Roa-Dipaling
Vice President - Corporate Planning & Investor Relations

April 15, 2020

THE PHILIPPINE STOCK EXCHANGE, INC.

Disclosure Department
6th Floor, Philippine Stock Exchange Tower
28th Street, Corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: **Ms. Janet A. Encarnacion**
Head – Disclosure Department

Subject: **Quarterly Summary of the Application of Proceeds from the Initial Public Offering (IPO)**

Dear Ms. Encarnacion:

In line with the Initial Public Offering (IPO) of Robinsons Retail Holdings, Inc. (RRHI) on November 11, 2013, we submit herewith our report on the application of the net proceeds coming from the primary offer of RRHI shares amounting to TWENTY-SIX BILLION TWO HUNDRED SIXTY-NINE MILLION FOUR HUNDRED SEVENTY THREE THOUSAND EIGHT HUNDRED FORTY SEVEN PESOS (₱26,269,473,847).

For the First Quarter ended March 31, 2020, the application of the net proceeds is broken down as follows:

Use of Proceeds	Amount in Pesos
Expansion of store network	₱190,798,318
Renovation of existing stores	53,035,729
Other corporate purposes	135,575,354
Repayment of bank loans	193,977,771
Total	₱573,387,172

Thank you.

Very truly yours,



MYLENE A. KASIBAN

Chief Financial Officer

REPORT OF FACTUAL FINDINGS

The Board of Directors and the Stockholders
Robinsons Retail Holdings, Inc.
43rd Floor, Robinsons Equitable Tower
ADB Avenue corner Poveda Sts., Ortigas Center
Pasig City, Metro Manila

We have performed the procedures agreed with you and enumerated below with respect to the attached Quarterly Progress Report as at March 31, 2020 on the application of proceeds from the Initial Public Offering (IPO) of Robinsons Retail Holdings, Inc. (the Company) on November 11, 2013. The procedures were performed solely to comply with the Philippine Stock Exchange, Inc.'s (PSE) requirement to submit an external auditor's certification on the accuracy of the information being represented by the Company relating to the application of proceeds whenever a report is submitted to the PSE. Our engagement was undertaken in accordance with the Philippine Standard on Related Services 4400, "*Engagements to Perform Agreed-Upon Procedures Regarding Financial Information*" applicable to agreed-upon procedures engagements. These agreed-upon procedures and results thereof are summarized as follows:

1. Checked the mathematical accuracy of the Quarterly Progress Report on the Application of Proceeds from IPO (the Report) as at March 31, 2020, and agreed the amounts for expansion of store networks, renovation of existing stores, repayment of bank loans and other corporate purposes to the related schedules.
2. Obtained the schedules of capitalized cost for expansion of store networks, renovation of existing stores and other corporate purposes during the period, January 1 to March 31, 2020 totaling ₱379.41 million and checked the mathematical accuracy of the schedules. On a test basis, we traced certain items of the capitalized costs to the accounting records and supporting documents.
3. Obtained the supporting documents for the payment of ₱193.98 million to Metrobank and Trust Company (MBTC) related to the repayment of bank loans and agreed the amount to the accounting records and supporting documents.
4. Inquired into and identified the nature of the disbursements. Checked if the disbursements were classified consistently according to its nature based on the schedule of planned use of IPO proceeds.

We report our findings below:

1. With respect to item 1, we found it to be mathematically correct and the amounts agreed to the respective schedules. We also noted that the amounts in the schedules consist of acquisitions and/or payments recorded in the Company's records for the period, January 1 to March 31, 2020.
2. With respect to item 2, we found the schedules to be in order and mathematically correct. The capitalized items tested, on a sample basis, agreed with the accounting records and supporting documents.

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3. With respect to item 3, we obtained the official receipts issued by MBTC for the payments of the bank loans of South Star Drug, Inc., a subsidiary, amounting to ₱193.98 million. The amount recorded agreed with the supporting documents.
4. With respect to item 4, we noted that all disbursements made as appearing in the report are consistent with the planned use of the fund based on our inquiries and understanding of the underlying transactions.

Because the above procedures do not constitute either an audit or a review made in accordance with Philippine Standards on Auditing (PSAs) or Philippine Standards on Review Engagement (PSRE), respectively, we do not express any assurance on the use of proceeds from the IPO based on the said standards.

Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with PSA or PSRE, respectively, other matters might have come to our attention that would have been reported to you.

We have no responsibility to update this report for events or circumstances occurring after the date of this report.

Our report is intended solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties who have not agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes. This report relates only to the updated report on the Company's use of proceeds from the IPO and items specified above and do not extend to any financial statements of Robinsons Retail Holdings, Inc., taken as whole.

SYCIP GORRES VELAYO & CO.

Wenda Lynn M. Loyola

Wenda Lynn M. Loyola

Partner

CPA Certificate No. 109952

SEC Accreditation No. 1540-AR-1 (Group A),

January 10, 2019, valid until January 9, 2022

Tax Identification No. 242-019-387

BIR Accreditation No. 08-001998-117-2019,

January 28, 2019, valid until January 27, 2022

PTR No. 8125250, January 7, 2020, Makati City

April 14, 2020