

**ANNUAL MEETING OF STOCKHOLDERS
MAY 14, 2020**

EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

The Corporation has established a designated website in order to facilitate the registration of and voting *in absentia* by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code. A stockholder or member who participates through remote communication or votes *in absentia* shall be deemed present for purposes of quorum.

The following is a summary of the guidelines for voting and participation in the meeting:

- (i) Stockholders may attend the meeting by viewing the livestream at this link https://bit.ly/RRHI_2020ASM. The livestream shall be broadcast via Microsoft Teams. Please refer to Annex D of the Information Statement for the detailed guidelines for participation via remote communication.
- (ii) Stockholders may cast their votes on any item in the agenda for approval via the following modes on or before May 7, 2020:
 - a. By sending their proxies appointing the Chairman of the meeting to the Corporate Secretary;
OR
 - b. By registering and voting through the website for voting *in absentia* at this website: https://bit.ly/RRHI_VIA. Registration shall be open from April 22 to 29, 2020. Voting *in absentia* shall be open from April 30, 2020, 12:01 a.m. to May 7, 2020, 11:59 p.m. Please refer to Annex D of the Information Statement for the detailed procedure for registration.
- (iii) Stockholders who hold their shares through a broker (i.e. “scripless” shares) and who wish to vote may send their proxies appointing the Chairman of the meeting to the Corporate Secretary on or before May 7, 2020.
- (iv) Stockholders intending to participate via remote communication who have not sent their proxies or registered on the website for voting *in absentia* must notify the Corporation by email to corpsec@robinson retail.com.ph on or before May 7, 2020 in order to be counted for quorum.
- (v) Questions and comments on the items in the Agenda may be sent to corpsec@robinson retail.com.ph. Questions or comments received on or before May 7, 2020 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email.
- (vi) For purposes of quorum, the following stockholders shall be deemed present:
 - a. Those who sent in their proxies before the deadline;
 - b. Those who registered and voted before the cut off time; and
 - c. Those who notified the Corporation before the deadline of their intention to participate via remote communication.
- (vii) Each item in the agenda for approval of the stockholders will be shown on the screen during the livestreaming as the same is taken up at the meeting.
- (viii) The Office of the Corporate Secretary shall tabulate all votes received and an independent third party will validate the results. During the meeting, the Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The total number of votes cast for each item for approval under the agenda will be shown on the screen.

Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 30, 2019

Copies of the minutes will be distributed to the stockholders before the meeting and will be presented to the stockholders for approval.

Presentation of annual report and approval of the financial statements for the preceding year

The annual report and the financial statements for the preceding fiscal year will be presented to the stockholders for approval.

Election of Board of Directors

After having undergone the nomination process as conducted by the Corporate Governance Committee, the nominees for election as members of the Board of Directors, including independent directors, will be presented to the stockholders. The profiles of the nominees shall be provided in the Information Statement to be sent to stockholders. The members of the Board of Directors of the Corporation shall be elected in plurality vote.

Appointment of External Auditor

The Corporation's external auditor is SyCip Gorres Velayo & Co. and will be nominated for reappointment for the current fiscal year.

Ratification of all acts of the Board of Directors and its committees, officers and management since the last annual meeting

Ratification of the acts of the Board of Directors and its committees, officers and management of the Corporation since the last annual stockholders' meeting up to the current stockholders' meeting, as duly recorded in the corporate books and records of the Corporation, will be requested.

Consideration of such other matters as may properly come during the meeting

The Chairman will open the floor for comments and questions by the stockholders. The Chairman will decide whether matters raised by the stockholders may be properly taken up in the meeting or in another proper forum.