



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City Of Mandaluyong, Metro Manila

Company Reg. No. A200201756

**CERTIFICATE OF FILING
OF
NEW BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the New By-Laws of

ROBINSONS RETAIL HOLDINGS, INC.

copy annexed, adopted on June 07, 2013 by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing majority of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 3rd day of July Twenty Thirteen.




FERDINAND B. SALES
Acting Director

Company Registration and Monitoring Department



NEW
BY-LAWS

OF

ROBINSONS RETAIL HOLDINGS, INC.
(Formerly: ROBINSONS HOLDINGS, INC.)

ARTICLE I

OFFICE

The principal office of the Corporation shall be located at 110 E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City, Philippines or at such other place in Metro Manila as the Board of Directors may, from time to time fix.

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.
- 1.2 All nominations for directors to be elected by the stockholders of the Corporation shall be submitted in writing to the Secretary at the principal office of the Corporation not earlier than thirty (30) business days nor later than twenty (20) business days prior to the date of the annual meeting of the stockholders or special meeting of the stockholders for the election of directors. Nominations which are not submitted within such period shall not be valid. Only a stockholder of record entitled to notice of and to vote at the annual meeting of the stockholders or special meeting of the stockholders for the election of directors shall be qualified to be nominated and elected a director of the Corporation.
- 1.3 The Board of Directors shall form a Nomination Committee composed of at least five (5) members of the Board of Directors, one of whom must be an independent director. The Nomination Committee shall promulgate guidelines for the conduct of the nomination

and establish the screening policies and procedure for the review of the qualifications of all nominees for directors including the independent directors. The Nomination Committee shall prepare a list of all nominees for directors which shall be subject to the review and confirmation by the Board of Directors.

The list of nominees for directors as determined by the Nomination Committee, upon confirmation by a majority vote of the Board of Directors shall be final and binding upon the stockholders and no other nomination shall be entertained or allowed during the annual meeting of the stockholders or special meeting of the stockholders for the election of directors; provided that no nominee to the Board of Directors shall be disqualified without due process.

The Board of Directors, by majority vote, shall review the qualifications of all nominees to the Board. It may also, in the exercise of its discretion and by majority vote of its members, disqualify a nominated stockholder who, in the Board's judgment represents an interest adverse to or in conflict with those of the Corporation. Without limiting the generality of the foregoing, the Board may take into consideration the fact that the nominated stockholder is:

- (a) The owner (either of record or as beneficial owner) of twenty percent (20%) or more of any outstanding class of shares of any corporation (other than one in which the Corporation owns at least thirty percent (30%) of the capital stock) which is engaged in a business directly competitive with that of the Corporation or any of its subsidiaries.
- (b) An officer, manager or controlling person of, the owner of, or any member of his immediate family is the owner (either of record or as beneficial owner) of twenty percent (20%) or more of any outstanding class of shares of any corporation (other than one in which the Corporation owns at least thirty percent (30%) of the capital stock) which is an adverse party in any suit, action, or proceeding (of whatever nature, whether civil, criminal, administrative or judicial) by or against the Corporation or any of its subsidiaries, which has been actually filed or threatened, imminent or probable, to be filed;
- (c) As determined by the Board of Directors, in the exercise of its judgment in good faith, to be the nominee, officer, trustee, adviser, agent or legal counsel, of any individual who falls under (a) and (b) hereof.

In determining whether a person has a conflict of interest with the Corporation or any of its subsidiaries, or is a controlling person, beneficial owner, or the nominee of another, the Board of Directors may take into account other factors such as business, family and professional relationships.

For purposes of this provision, "immediate family" shall mean any person related to another whether by consanguinity or affinity, up to the third civil degree.

2. Quorum - The directors shall act only as a Board, and the individual directors shall have no power as such. A majority of the directors shall be necessary at all meetings to constitute a quorum for the transaction of any business, and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act.

3. Meetings - The Board of Directors shall hold an organizational meeting, immediately after their election, for which meeting no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings once every three months at the principal office of the Corporation, or at such other place and at such date and hour as the Board may fix.

Special meetings of the Board of Directors shall be held in the principal office of the Corporation or at such other place in Metro Manila as the may be designated in the notice, and may be called by the Chairman, Vice-Chairman or President at anytime, or by a majority of the Board, with due notice to each director, or such special meetings may be held at any time and place without notice by the unanimous written consent of all the members of the Board, or with the presence and participation of all members of the Board.

4. Conduct of Meetings - Any director may attend meetings of the Board of Directors through teleconferencing or videoconferencing (i.e. conferences or meetings through electronic medium or telecommunications where participants who are not physically present are located at different local or international places) in accordance with SEC Memorandum Circular No. 15, Series of 2001, as may be amended from time to time.

5. Powers - The Board of Directors shall manage the business and property of the Corporation and shall have such other powers as are herein conferred by these by-laws or provided by the laws of the Philippines.

Without prejudice to the general powers hereinabove conferred, the Board of Directors shall have the following express powers:

5.1 From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the Corporation's business and affairs;

5.2 To purchase, receive, take, or otherwise acquire in any lawful manner, for and in the name of the Corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, as the business of the Corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient.

5.3 To invest the funds of the Corporation in another corporation or business or for any other purposes other than those for which the Corporation was organized, whenever in the judgment of the Board of Directors the interests of the Corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;

- 5.4 To incur indebtedness as the Board may deem necessary and, for this purpose, to make and issue evidence of such indebtedness including, without limitation, notes, deeds of trust, instruments, bonds, debentures, or securities, subject to such stockholders' approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the Corporation;
- 5.5 To guarantee, for and in behalf of the Corporation, obligations of other corporations or entities in which it has lawful interest;
- 5.6 To make provisions for the discharge of the obligations of the Corporation as they mature, including payment for any property, by cash or in stocks, bonds, debentures, or other securities of the Corporation lawfully issued for the purpose;
- 5.7 To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the Corporation whenever in the Board's judgment, the Corporation's interest would thereby be promoted;
- 5.8 To establish a pension plan, retirement plan, bonus scheme, profit-sharing or other types of incentives or compensation plans for the employees, including officers and directors of the Corporation and to determine the persons entitled to participate in such plans and the amount of their respective participation;
- 5.9 To prosecute, maintain, defend, compromise, settle or abandon any lawsuit in which the Corporation or its directors or officers are either plaintiffs or defendants in connection with the business of the Corporation;
- 5.10 To create committees, specify their functions and responsibilities and appoint the members of such committees, as the Board may deem necessary;
- 5.11 To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the business or businesses of the Corporation, to any committee or to any officer or agent and to appoint any person to be the agent of the Corporation with such powers (including the power to sub-delegate), and upon such terms, as may the Board may deem fit;
- 5.12 To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules or regulation.
6. Vacancies – Any vacancy in the Board, other than by removal by the stockholders, or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum. Otherwise, the vacancy must be filled by the stockholders at the annual meeting or at a special meeting duly called for the purpose. A

director so elected to fill a vacancy shall hold office only for the unexpired term of his or her predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors or due to the removal of a director by the stockholders in the manner provided by law shall be filled by an election at the annual meeting of the stockholders or at a special meeting of the stockholders duly called for the purpose, or in the same meeting authorizing such increase or removal of directors.

7. Compensation – Each director shall receive a reasonable per diem for his or her attendance at every meeting of the Board of Directors. Furthermore, every director shall receive such compensation for their services as may, from time to time, be determined by the Board of Directors, subject to the approval by the stockholders.
8. Minutes - Minutes of all meetings of the Board of Directors shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.
9. Order of Business - Unless otherwise decided by the Board, the order of business at any regular or special meeting of the Board of Directors shall be:
 1. Roll Call.
 2. Proof of due notice of the meeting.
 3. Reading and approval of minutes.
 4. Reports of officers.
 5. Unfinished business.
 6. New business.
 7. Adjournment.
10. Guidelines on the Nomination and Election of Independent Directors - The following criteria and guidelines shall be observed in the pre-screening, short listing, and nomination of independent directors:
 - 10.1 Definition:
 - (a) An independent director is a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his/her exercise of independent judgment in carrying out his responsibilities as a director of the Corporation and includes, among others, any person who:
 - (i) is not a director or officer or substantial stockholder of the Corporation or of its related companies or any of its substantial stockholders (other than as an independent director of any of the foregoing);

- (ii) does not own more than two percent (2%) of the outstanding capital stock of the Corporation and/or its related companies or any of its substantial stockholders;
 - (iii) is not a relative of any director, officer or substantial stockholder of the Corporation, any of its related companies or any of its substantial stockholders. For this purpose, relatives includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
 - (iv) is not acting as a nominee or representative of any director or substantial stockholder of the Corporation, any of its related companies or any of its substantial stockholders, pursuant to a deed of trust or under any contract or arrangement;
 - (v) has not been employed in any executive capacity by the Corporation, any of its related companies or by any of its substantial stockholders within the last two (2) years;
 - (vi) is not retained, either personally or through his firm or any similar entity, as professional adviser, by the Corporation, any of its related companies and/or any of its substantial stockholders, within the last two (2) years; or
 - (vii) has not engaged and does not engage in any transaction with the Corporation and/or with any of its related companies and/or with any of its substantial stockholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a corporation of which he is a director or substantial stockholder, other than transactions which are conducted at arms length and are immaterial.
- (b) No person convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Securities Regulation Code, the Corporation Code, or any other law administered by the Securities and Exchange Commission (SEC) or Bangko Sentral ng Pilipinas (BSP), or any of its rules, regulations or order committed within five (5) years prior to the date of his election, shall qualify as independent director. This is without prejudice to other disqualifications provided under the Corporation's Manual on Corporate Governance.
- (c) Any controversy or issue arising from the selection, nomination or election of independent directors shall be resolved by the SEC by appointing independent directors from the list of nominees submitted by the stockholders.
- (d) When used in relation to the Corporation:
- (i) Related company means another company which is: its holding company, its subsidiary, or a subsidiary of its holding company; and
 - (ii) Substantial stockholder means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

10.2 Qualifications of Independent Directors:

- (a) An independent director shall have the following qualifications:
 - (i) He shall have at least one (1) share of stock of the Corporation;
 - (ii) He shall be at least a college graduate or he has sufficient management experience to substitute for such formal education;
 - (iii) He shall possess integrity and probity; and
 - (iv) He shall be assiduous.
- (b) No person falling under any of the following instances shall qualify as an independent director:
 - (i) Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the SEC or any court or administrative body of competent jurisdiction from (a) acting as underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as a director or officer of a bank, quasi-bank, trust company, investment house or as investment company; or (c) engaging in or continuing any conduct or practice in any of the capacities mentioned above or willfully violating the laws that govern securities and banking activities.

The disqualification shall also apply if such person is currently the subject of an order of the SEC or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Corporation Code, Securities Regulation Code or any other law administered by the SEC or BSP, or under any rule or regulation issued by the SEC or BSP, or has otherwise been restrained to engage in any activity involving securities and banking; or such person is currently the subject of an effective order from a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization.
 - (ii) Any person judicially declared to be insolvent;
 - (iii) Any person found guilty by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing provisions; and

- (iv) Fails, without any justifiable cause, to attend at least 50% of the total number of board meetings during his incumbency unless such absences are due to grave illness or death of an immediate family.
- (v) Such other disqualifications under the Corporate Governance Manual.

10.3 Nomination and Election of Independent Directors:

- (a) The Nomination Committee (Committee) shall conduct the nomination of independent directors prior to a stockholders' meeting.
- (b) The Committee shall solicit nominations for candidates to be elected as independent directors of the Corporation.

All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.

- (c) The Committee shall pre-screen the candidates to determine whether they are qualified under the definition and qualifications of an independent director as provided in the Corporation's Corporate Governance Manual, Articles of Incorporation, these by-laws, and perceived needs of the Board of Directors and the Corporation such as, but not limited to the following:
 - (i) Nature of the business of the corporations where he sits as a director;
 - (ii) Age of the nominee for independent director;
 - (iii) Number of directorships/active memberships and officerships in other corporations or organizations;
 - (iv) Possible conflict of interest.
- (d) The Committee shall prepare a list of all candidates and evaluate the candidates based on the above-listed qualifications.
- (e) After the nomination, the Committee shall prepare a final list of candidates which shall contain all the material information about all the nominees for independent directors, as required under the Securities Regulation Code, which list, shall be made available to the SEC and to all stockholders through the filing and distribution of the information statement or proxy statement, in accordance with the implementing rules of the Securities Regulation Code, or in such other reports the Corporation is required to submit to the SEC.

The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.

- (f) Only nominees whose names appear on the final list of candidates shall be eligible for election as independent directors. No other nomination shall be entertained after the final list of candidates shall have been prepared. No further nomination shall be entertained nor allowed on the floor during the actual annual meeting of the stockholders.

11. Executive Committee –

11.1 Composition - The Board of Directors may form an Executive Committee composed of five (5) members to be elected by the Board of Directors from among its members.

11.2 Powers of the Executive Committee –

- (a) The Executive Committee shall advise and assist the officers of the Corporation in all matters concerning its interests and the management of its business and between meetings of the Board of Directors, the Executive Committee shall have and may exercise all the powers of the Board of Directors which may be delegated to it by the said Board except with respect to:
 - (ii) approval of any action for which stockholders approval is also required;
 - (iii) filling of vacancies in the Board of Directors;
 - (iv) amendment or repeal of the by-laws, or the adoption of new by-laws by the Corporation;
 - (v) amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
 - (vi) declaration and distribution of cash dividends to stockholders; and
 - (vii) any matter that may be limited by law or by the Board of Directors by the majority vote of its members.

11.3 Regular meetings of the Executive Committee may be held without call or notice at such times and places as the Executive Committee may, from time to time, fix.

11.4 At any meeting of the Executive Committee, a majority of the members shall constitute a quorum. Any action of the Executive Committee, to be effective, must be authorized by the affirmative vote of a majority of the members thereof.

11.5 The Secretary shall keep the minutes of the meetings of the Executive Committee and cause them to be recorded in a book kept for that purpose. These minutes shall be presented to the Board of Directors, from time to time, for their information.

ARTICLE III

OFFICERS

1. Officers - The officers of the Corporation shall be a Chairman of the Board, Vice-Chairman, President, Chief Executive Officer, Chief Operating Officer, Executive Vice-President, one or more Senior Vice-Presidents, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), Chief Financial Officer, a Treasurer, and a Secretary. The Board of Directors may also, from time to time, create such other additional positions and appoint such other officers as it may consider proper. The Chairman, the Vice-Chairman and the President must be members of the Board of Directors. The Executive Vice-President, Senior Vice-President, Vice President, Treasurer and Secretary need not be members of the Board. Any member of the Board may hold one or more corporate positions at the discretion of the Board of Directors provided they are not incompatible with each other.
2. Election and Term of Office – The officers of the Corporation shall be elected annually by the Board of Directors at the organizational meeting of the Board of Directors held after each annual meeting of the stockholders. If the election of officers shall not be held as aforesaid, then it shall be held as soon thereafter as may be possible. Each officer shall hold office until his successor shall have been duly elected and qualified.
3. Vacancies – Every officer shall hold office at the pleasure of the Board of Directors. Any vacancy occurring because of death, resignation, removal, or disability shall be filled by the Board of Directors. In case of temporary absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to another qualified person.
4. Powers, Duties and Compensation - The Board of Directors shall prescribe the powers and duties and fix the compensation of the officers of the Corporation, where such powers and duties are not prescribed by these by-laws.
5. Chairman of the Board - The Chairman of the Board shall have the following functions:
 - 5.1 To preside at all meetings of the stockholders and the Board of Directors;
 - 5.2 To sign certificates of stock along with the Secretary, and make reports to the stockholders together with the President;
 - 5.3 To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
 - 5.4 To represent the Corporation at all functions and proceedings with full powers to vote any and all shares owned by the Corporation and to appoint and/or sign proxies in behalf

of the Corporation for the annual or any special stockholders' meeting or meetings and adjournments thereof of any corporation in which the Corporation owns stocks, except as otherwise directed by the Board of Directors;

- 5.5 To execute, in behalf of the Corporation, all contracts, agreements and other instruments affecting the interests of the Corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;
- 5.6 To prescribe additional functions or duties to any of the officers of the Corporation;
- 5.7 To exercise such powers as may be incidental to his office and perform such duties as the Board of Directors may assign to him.

The Chairman of the Board may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s) of the Corporation, subject always to his supervision and control.

- 6. Vice-Chairman - The Vice-Chairman of the Board shall preside at all meetings of the stockholders and the Board of Directors in the absence of the Chairman. He shall perform such other functions as may, from time to time, be delegated to him by the Board of Directors.
- 7. Chief Executive Officer - The Chief Executive Officer shall have the following functions:
 - 7.1 To propose and formulate policies and guidelines to be adopted by the Board and perform such other duties as may be assigned to him.
 - 7.2 To have general supervision and direction over all the other officers of the Corporation and shall ascertain that their respective duties are properly performed.
 - 7.3 To ensure that all orders and resolutions of the Board are carried into effect.
 - 7.4 To represent the Corporation at all functions and proceedings with full powers to vote any and all shares owned by the Corporation and to appoint and/or sign proxies in behalf of the Corporation for the annual or any special stockholders' meeting or meetings and adjournments thereof of any corporation in which the Corporation owns stocks.
 - 7.5 To perform such duties or functions as may be delegated to him by the Board of Directors.
- 8. President – The President shall exercise the following functions:
 - 8.1 To preside at the meetings of the Board of Directors and the stockholders in the absence of the Chairman or the Vice-Chairman;

- 8.2 To have general supervision and management of the business affairs and properties of the Corporation;
- 8.3 To ensure that the administrative and operational policies of the Corporation are carried out under his supervision and control;
- 8.4 Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the Corporation, prescribe their duties, and determine their salaries;
- 8.5 To oversee the preparation of the budgets and the statements of accounts of the Corporation;
- 8.6 To prepare such statements and reports of the Corporation as may be required of him by law;
- 8.7 To represent the Corporation at all functions and proceedings, when authorized by the Chairman of the Board or the majority of the Board of Directors;
- 8.8 To vote any or all shares owned by the Corporation and to appoint and/or sign proxies in behalf of the Corporation for the annual or any special stockholders meeting or meetings and adjournments thereof of any corporation in which the Corporation owns stocks, unless exercised by the Chairman or otherwise directed by the Board of Directors;
- 8.9 To make reports to the Board of Directors and together with the Chairman, to the stockholders; and
- 8.10 To perform such other duties which are incidental to his office or are entrusted to him by the Board of Directors, or the Chairman of the Board.

The Chairman of the Board and the President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s) of the Corporation, subject always to their supervision and control.

9. Chief Operating Officer –The Chief Operating Officer shall oversee the day-to-day operations of the Corporation, implement directives of the Board of Directors and shall perform such other duties which are incidental to his office or are entrusted to him by the Board of Directors, or the Chairman of the Board.
10. Executive Vice President, Senior Vice-Presidents and Vice-Presidents - The Executive Vice-President, Senior Vice-Presidents and Vice Presidents shall perform such duties as from time to time be assigned to them by the Chairman, Chief Executive Officer, President or by the Board of Directors.
11. Chief Financial Officer – The Chief Financial Officer shall handle the preparation of the budgets, statements of accounts, financial statements and such other reports of the

Corporation as may be required by law and shall perform such duties as may be assigned, from time to time, by the Chairman, President or by the Board of Directors.

12. Treasurer - The Treasurer shall have the custody of all the funds of the Corporation, shall keep full and accurate accounts and records of all receipts and disbursements and shall deposit all money, bonds, and securities in the name and to the credit of the Corporation in such banks and depositories as shall be selected by the Board of Directors. The Treasurer shall sign, together with either the President or other officers designated by the Board, all checks, drafts or other orders with respect to any funds of the Corporation maintained in any bank.
13. Secretary - The Secretary who must be a citizen and resident of the Philippines shall attend all meetings of the stockholders and Board of Directors, and shall act as Secretary thereof and record the minutes of all proceedings in a book to be kept for that purpose, and shall perform similar duties for any committee of the Board when required. The Secretary shall cause to be given notice of all meetings of the Board of Directors and the stockholders, and shall perform such other duties as may pertain to this office. The Secretary shall keep in safe custody the seal of the Corporation, and, when authorized by the Board of Directors, affix it when required to any instrument.
14. Compensation – The Board of Directors shall determine the remuneration to be received by the officers designated in the by-laws. All other officers of the Corporation shall receive such remuneration as the Board of Directors may determine, upon recommendation of the Chairman, Chief Executive Officer or the President.

ARTICLE IV

SUBSCRIPTION, ISSUANCE AND TRANSFER OF SHARES

1. Subscription - Unpaid subscriptions to the capital stock of the Corporation shall be due and payable in accordance with the terms of the subscription agreement, if provided for, or as they shall be declared due and payable by the Board of Directors. Unless otherwise provided in the subscription agreement, no interest shall be due on unpaid subscriptions until such subscriptions are declared delinquent.
2. Stock Certificates - Each stockholder shall be entitled to a certificate for fully paid stock subscriptions in such stockholder's name in the books of the Corporation which shall be signed by the Chairman and countersigned by the Secretary of the Corporation and sealed with the corporate seal certifying the number of fully paid-up shares owned by the stockholder. All such certificates shall be issued in consecutive order from a certificate book, and shall be numbered and registered in the order in which they are issued, and on the stub of each certificate issued to the stockholder. Every certificate returned to the Corporation for the exchange or transfer of shares shall be cancelled, and attached to the

stock certificate book from which it originated. No certificate evidencing previously issued shares shall be created until the old certificates corresponding to such shares shall have been cancelled and returned to its stock certificate book. The necessary documentary stamp taxes for the issuance of new certificates arising from the transfer of shares shall be borne by the stockholder in whose favor such shares are assigned or transferred.

3. **Transfer of Shares** - Transfer of shares shall be recorded in the books of the Corporation if such transfer is made by the stockholder in person or by an attorney-in-fact duly authorized in writing, upon the surrender of the certificates for such shares properly endorsed and presentation of proof of payment of applicable taxes. The name and citizenship or nationality of the parties to the transaction, the date of transfer, the numbers of the certificates and the number of shares transferred shall be recorded in the books of the Corporation. Upon such transfer, the old certificate shall be surrendered to the Corporation by delivery thereof to the Secretary or to the transfer agent, or to such other person as the Board of Directors may designate, and such certificate shall be cancelled and a new certificate shall thereupon be issued. All certificates presented for transfer to the Corporation must be stamped "CANCELLED" on the face thereof together with the date of cancellation, and must be immediately attached to the corresponding stub in the stock certificate book. Whenever any transfer of shares shall be made as result of being made collateral or security, such fact, if known to the Secretary or to the transfer agent, shall be so expressed in the entry of the transfer. No issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the minimum percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation.

All transfers shall be valid and binding on the Corporation only upon the recording thereof in the books of the Corporation, cancellation of the certificate surrendered to the Secretary, and issuance of a new certificate to the transferee.

No share of stock against which the Corporation holds unpaid claims shall be transferable in the books of the Corporation.

4. **Lost, Destroyed and Mutilated Certificates** - Any stockholder of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of his stock certificate. Any stockholder who claims that his certificate of stock has been lost or destroyed shall file an affidavit in triplicate with the Corporation stating the circumstances of such loss or destruction, and he shall further give notice thereof by publication in a newspaper of general circulation published in the place where the Corporation has its principal office, once a week for three (3) consecutive weeks. After one (1) year from the date of the last publication, if no contest has been presented regarding said stock certificate, a new certificate or certificates marked "DUPLICATE" shall be issued to such stockholder, provided that, a bond may be given in lieu of the one-year period required prior to the issuance of a replacement pursuant to Section 73(2) of

the Corporation Code which bond shall be effective for a period of one (1) year and shall be in such amount and in such form as may be satisfactory to the Board of Directors.

5. Addresses - Every stockholder and transferee shall furnish the Secretary or transfer agent with his address to which notices may be served upon or mailed to him. If any stockholder fails to designate any change in such address, notices of the Corporation shall be deemed properly served upon him by delivery or by mail sent to him at his last known postal address.
6. Treasury Stock - All issued and outstanding stock of the Corporation which may be purchased, acquired, donated or transferred to the Corporation shall become treasury stock and shall be held subject to disposition by the Board of Directors. Such treasury stocks shall neither vote nor participate in dividends while held by the Corporation.
7. Fractional Shares - No certificate of stock shall be issued evidencing ownership of a fractional part of a share.

ARTICLE V

FISCAL YEAR, DIVIDENDS & ACCOUNTS

1. Fiscal Year - The fiscal year of the Corporation shall begin on the first day of January and shall end on the last day of December of each year.
2. Dividends - Dividends may be declared from the surplus profits of the Corporation and shall be payable at such time and in such percentage or amount as the Board of Directors may deem proper. The dividends shall be payable in cash or in shares of unissued stock of the Corporation, or both, as the Board of Directors shall determine. No dividend shall be declared that will impair the capital of the Corporation. Stock dividends shall be declared in accordance with law.
3. Inspection of Accounts - The books, accounts and records of the Corporation shall be open to inspection by any member of the Board of Directors at all times. Stockholders may inspect said books, accounts and records of the Corporation at reasonable times on any business day.
4. Auditors shall be designated by the Board of Directors prior to the close of business in such fiscal year, who shall audit and examine the books of account of the Corporation and shall certify, to the Board of Directors and the stockholders, the annual balances of said books which shall be prepared at the close of the said year under the direction of the Chief Financial Officer. No director or officer of the Corporation, and no firm or corporation of which such officer or director is a member, shall be eligible to discharge

the duties of Auditor. The compensation of the Auditor shall be fixed by the Board of Directors.

ARTICLE VI

MEETINGS OF STOCKHOLDERS

1. Annual Meetings - The annual meeting of the stockholders shall be held on the fourth Thursday of June of each year, at the principal office of the Corporation or such other place in Metro Manila as may be designated by the Board of Directors. If the date of the annual meeting falls on a legal holiday, the annual meeting shall be held on the next succeeding business day which is not a legal holiday, at such hour as may be specified in the notice of said meeting. If the election of directors shall not be held on the day designated for the annual meeting or at any adjournment of such meeting, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as the same may conveniently be held. At such special meeting, the stockholders may elect the directors and transact other business as stated in the notice of the meeting with the same force and effect as at an annual meeting duly called and held.

The Board of Directors may, by majority vote and for good cause, reset the annual meeting to another date.

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 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.
3. Special Meetings - Special meetings of stockholders may be called by the (i) Chairman of the Board, or (ii) the President of the Corporation, at their discretion, or (iii) upon request in writing addressed to the Chairman of the Board, signed by a majority of the members of the Board of Directors, or (iv) by two or more stockholders registered as the owners of at least thirty percent (30%) of the total outstanding capital stock of the Corporation which are entitled to vote.

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 the 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 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.
5. Place of Meetings - All meetings of the stockholders shall be held at the principal office of the Corporation or at such other place in Metro Manila as may be designated by the Board of Directors.
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.

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.
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 with respect to procedural questions determined by the Chairman of the meeting, shall be by viva voce or show of hands.
8. Proxies - 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 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.

9. Fixing the Record Date- For purposes of determining the stockholders entitled to notice or to vote or be voted for at any meeting of the stockholders or any adjournments thereof, or entitled to receive payment of any dividends or other distribution or allotment of any rights, or for the purpose of any other lawful action, or for making any other proper determination of stockholders, the Board of Directors may provide that the stock and transfer books be closed for a stated period, which shall not be more than sixty (60) days nor less than thirty (30) days before the date of such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. A determination of stockholders of record entitled to notice of or to vote or be voted for at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.
10. Order of Business. The order of business at the annual meeting and, to the extent possible, at all other meetings of the stockholders shall be as follows:
 1. Calling the Roll
 2. Proof of notice of the meeting and the existence of a quorum
 3. Reading and approval of any unapproved minutes
 4. Reports of Officers, annual and otherwise
 5. Financial Report and Approval of Financial Statements for the preceding year
 6. Election of Directors
 7. Unfinished business
 8. New business
 9. Transaction of such other matters as may properly come during the meeting
 10. Adjournment.
11. Minutes - Minutes of all meetings of the stockholders shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

12. Adjournments - Any annual or special meeting of the stockholders may adjourn, from time to time, and be reconvened at the same or some other place, and notice need not be given of any such adjourned meeting, if the time and place thereof are announced at the meeting at which the adjournment is taken. At the reconvened meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

ARTICLE VII

SEAL

The seal of this Corporation shall carry the following words "ROBINSONS RETAIL HOLDINGS, INC."

ARTICLE VIII

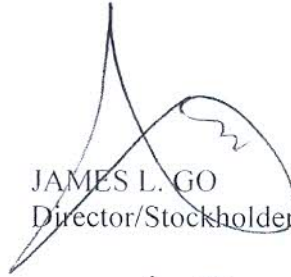
AMENDMENTS

These by-laws may be amended or repealed by stockholders owning or representing a majority of the total outstanding capital stock and the majority of the Board of Directors at any regular meeting or at any special meeting called for the purpose; or stockholders representing at least two-thirds of the total outstanding capital stock may delegate to the Board of Directors the power to amend or repeal these by-laws or adopt new by-laws, provided, however, that this power delegated to the Board of Directors to amend or repeal these by-laws or adopt new by-laws shall be considered as revoked whenever stockholders representing majority of the total outstanding capital stock of the Corporation shall so vote at the annual meeting or at a special meeting called for the purpose.

IN WITNESS WHEREOF, we, the undersigned stockholders representing more than two-thirds (2/3) of the total outstanding capital stock of the Corporation and the majority of the Board of Directors present at a meeting held on June 7, 2013 and voting in favor of the adoption of said by-laws, have herein signed our names and the Chairman of the meeting and the Secretary of the meeting, do likewise attest with their signature.



JOHN L. GOKONGWEI, JR.
Chairman of the Meeting
Director/Stockholder



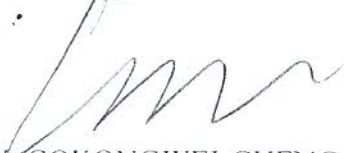
JAMES L. GO
Director/Stockholder



LANCE Y. GOKONGWEI
Director/Stockholder



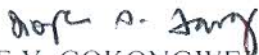
ROBINA Y. GOKONGWEI-PE
Director/Stockholder



LISA Y. GOKONGWEI-CHENG
Director/Stockholder



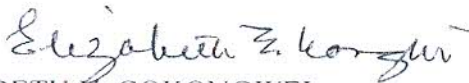
FAITH Y. GOKONGWEI-LIM
Director/Stockholder



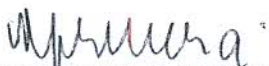
HOPE Y. GOKONGWEI-TANG
Director/Stockholder



MARCIA Y. GOKONGWEI
Director/Stockholder



ELIZABETH Y. GOKONGWEI
Stockholder



ROSALINDA F. RIVERA
Secretary of the Meeting