

# Annual Shareholders' Meeting 2021



## Notice of Annual Meeting of Shareholders

May 14, 2021

Notice is hereby given that the Annual Meeting of the Shareholders of ROBINSONS RETAIL HOLDINGS, INC. (RRHI) shall be held via remote communication at <https://bit.ly/RRHI2021ASM> on May 14, 2021 at 9:30 A.M.

The Agenda for the Annual Meeting of the Shareholders is as follows:

1. Call to Order and Certification of Notice and Quorum.
2. Approval of the Minutes of the Annual Meeting of the Shareholders held on May 14, 2020.
3. Presentation of the Annual Report and Approval of the Audited Financial Statements for the year ended December 31, 2020.
4. Election of Board of Directors.
5. Appointment of External Auditor.
6. Ratification of the acts of the Board of Directors and its committees, officers and management.
7. Other Matters
8. Adjournment.

**Record Date** - Only shareholders of record as of April 7, 2021 are entitled to notice of, and to vote at, the Annual Meeting of the Shareholders.

**Attendance and Registration** - Due to current conditions and in support of efforts to prevent the spread of COVID-19, shareholders may only attend the meeting via remote communication. Shareholders who intend to participate in the Annual Meeting should notify the Corporate Secretary by registering at [http://bit.ly/RRHI2021\\_ShareholderRegistration](http://bit.ly/RRHI2021_ShareholderRegistration) no later than May 3, 2021 in order to be considered as present.

**Quorum** - For purposes of quorum, the following shareholders shall be deemed present: (1) shareholders who register by May 3, 2021; (2) shareholders who register and vote in *absentia* by May 3, 2021; and (3) shareholders who submit duly accomplished proxy forms.

**Voting** - Shareholders may vote through the following: (1) by voting in *absentia* or (2) by appointing the Chairman of the Annual Meeting as their proxy. To vote in *absentia*, please register at [http://bit.ly/RRHI2021\\_ShareholderRegistration](http://bit.ly/RRHI2021_ShareholderRegistration) no later than May 3, 2021. Once the registration is successfully validated, a digital ballot shall be generated for the shareholder who may then proceed to fill out the ballot. To vote by proxy, please submit the duly accomplished proxy forms on or before May 3, 2021 either by electronic mail to [corpsec@robinson retail.com.ph](mailto:corpsec@robinson retail.com.ph) or a hard copy to the Office of the Corporate Secretary, 4th Floor, Robinsons Retail Head Office, 110 E. Rodriguez Jr., Avenue, Libis, Quezon City. We are not soliciting proxies.

The procedure for attending the meeting via remote communication, registration, voting in *absentia* and voting by proxy are explained in the Definitive Information Statement.



**Atty. Rosalinda F. Rivera**  
Corporate Secretary

## Explanation of Agenda Items for Stockholders' Approval

### **Approval of the Minutes of the Annual Meeting of the Shareholders held on May 14, 2020**

The Minutes of the Annual Meeting of the Shareholders held on May 14, 2020 will be made available to the shareholders before the meeting and will be presented to the shareholders for approval.

### **Presentation of the Annual Report and Approval of the Audited Financial Statements for the year ended December 31, 2020**

The Annual Report and the Audited Financial Statements for the year ended December 31, 2020 will be presented to the shareholders 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 the independent directors, will be presented to the shareholders. The profiles of the nominees shall be provided in the Information Statement to be sent to the shareholders. The members of the Board of Directors of the Corporation shall be elected by plurality vote.

### **Appointment of External Auditor**

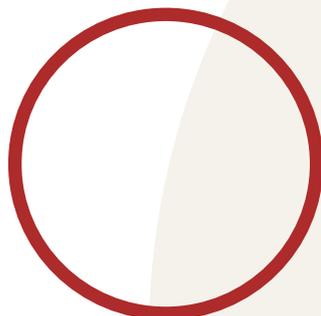
The Corporation's external auditor is SyCip Gorres Velayo & Co. and will be nominated for reappointment for the current fiscal year.

### **Ratification of the 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 Shareholders' Meeting up to the current Shareholders' 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 comments and questions sent by the shareholders which may be properly taken up in the meeting will be answered and addressed either during the meeting or by e-mail.



# Robinsons Retail Holdings, Inc.

The 2021 Definitive Information Statement (SEC Form 20-IS) and Annual Report of Robinsons Retail Holdings, Inc. (“RRHI”) (collectively referred to as “Annual Meeting Reports”) can be viewed or downloaded at:

<http://www.robinsonsretailholdings.com.ph/investor-relations/category-annual-reports>.



**To access or view the 2021 Definitive Information Statement of RRHI (“2021 DIS”), the following options are available to you:**

1. View/download the 2021 DIS on our website through the following link:  
<http://bit.ly/RRHI2021DIS>
2. View/download the 2021 DIS by scanning the following QR code:
  - a. Search for and download a QR code scanning application (“app”) on your smartphone for free on the App Store for iOS or Play Store for Android;
  - b. Upon installation, open the app and point the camera towards the QR code and scan it;
  - c. Once the QR code has been successfully scanned, the app will automatically connect to the website for viewing/downloading the Annual Meeting Reports.

To request for soft copies of the 2021 DIS to be sent to your email address, you may send a request to the following email address: [info-RRH@robinsonsretail.com.ph](mailto:info-RRH@robinsonsretail.com.ph)

To request for printed copies of the 2021 DIS to be mailed to your physical address, you may provide your complete name and mailing address through the following:

Email: [info-RRH@robinsonsretail.com.ph](mailto:info-RRH@robinsonsretail.com.ph)  
Direct Line: +632 571 9585  
Contact Person: Gina R. Dipaling, Investor Relations Officer

To join the virtual 2021 Annual Stockholders Meeting (“2021 ASM), you may use the link or scan the QR Code below:



Microsoft Teams link to 2021 ASM:  
<http://bit.ly/RRHI2021ASM>

# Robinsons Retail Holdings, Inc.

## WE ARE NOT SOLICITING YOUR PROXY

Shareholders who wish to vote at the Annual Meeting of the Shareholders of **ROBINSONS RETAIL HOLDINGS, INC.** on May 14, 2021, may do so via the method provided for voting in *absentia*, or by accomplishing the proxy form provided below. The procedure for voting in *absentia* shall be sent securely to the shareholders after they have successfully registered.

For shareholders who wish to vote by proxy, please send a scanned copy of the proxy to [corpsec@robinson retail.com.ph](mailto:corpsec@robinson retail.com.ph) or a hard copy to the Office of the Corporate Secretary, 4th Floor, Robinsons Retail Head Office, 110 E. Rodriguez Jr., Avenue, Libis, Quezon City on or before May 3, 2021.

## PROXY

The undersigned stockholder of **ROBINSONS RETAIL HOLDINGS, INC.** (the "Corporation"), hereby appoints the Chairman of the meeting, as attorney-in-fact and proxy, to represent and vote all shares registered my name at the Annual Meeting of the Shareholders of the Corporation to be held on **May 14, 2021** and adjournments and postponements thereof, for the purpose of acting on the following matters as fully to all intents and purposes as I might do if present and acting in person, and hereby ratifying and confirming all that the said attorney shall lawfully do or cause to be done by virtue of these presents.

1. Approval of the Minutes of the Annual Meeting of the Stockholders held on May 14, 2020.

\_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain

2. Approval of the Audited Financial Statements for the year ended December 31, 2020

\_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain

3. Election of the Board of Directors.

1. James L. Go                    \_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain  
2. Lance Y. Gokongwei        \_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain  
3. Robina Gokongwei-Pe      \_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain  
4. Ian McLeod                \_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain  
5. Samuel Sanghyun Kim      \_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain

Independent Directors

6. Antonio L. Go                \_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain  
7. Roberto R. Romulo        \_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain  
8. Rodolfo P. Ang            \_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain  
9. Cirilo P. Noel              \_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain

4. Appointment of SyCip Gorres Velayo & Co. as External Auditor.

\_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain

5. Ratification of all acts of the Board of Directors and its committees, officers and management since the last Annual Meeting of the Shareholders.

\_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain

6. At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come during the meeting.

\_\_\_\_ Yes \_\_\_\_ No \_\_\_\_ Abstain

\_\_\_\_\_  
PRINTED NAME OF STOCKHOLDER

\_\_\_\_\_  
SIGNATURE OF STOCKHOLDER /  
AUTHORIZED SIGNATORY

\_\_\_\_\_  
ADDRESS OF STOCKHOLDER

\_\_\_\_\_  
CONTACT TELEPHONE NUMBER

\_\_\_\_\_  
DATE

This proxy shall continue until such time as the same is withdrawn through notice in writing delivered to the Corporate Secretary at least three (3) working days before the scheduled meeting on **May 14, 2021**.

A PROXY SUBMITTED BY A CORPORATION SHOULD BE ACCOMPANIED BY A SECRETARY'S CERTIFICATE ON THE SIGNATORY AUTHORIZED TO EXECUTE THE PROXY. IN ADDITION TO SUCH REQUIREMENT FOR CORPORATIONS, A PROXY FORM GIVEN BY A BROKER OR CUSTODIAN BANK IN RESPECT OF SHARES OF STOCK HELD BY SUCH BROKER OR CUSTODIAN BANK FOR THE ACCOUNT OF THE BENEFICIAL OWNER MUST BE ACCOMPANIED BY A CERTIFICATION UNDER OATH STATING THAT THE BROKER OR CUSTODIAN BANK HAS OBTAINED THE WRITTEN CONSENT OF THE BENEFICIAL OWNER. STATING THAT THE BROKER OR CUSTODIAN BANK HAS OBTAINED THE WRITTEN CONSENT OF THE ACCOUNT HOLDER.