



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. A200201756

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

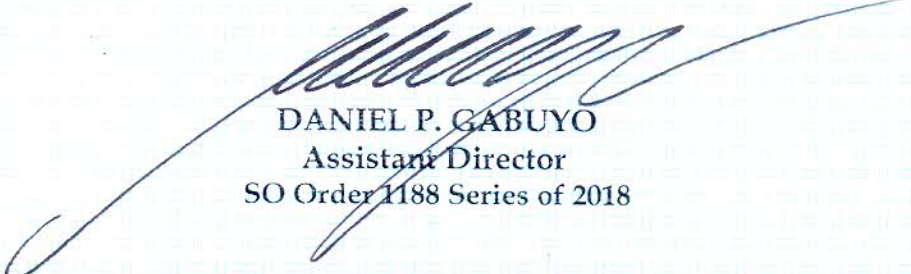
This is to certify that the amended articles of incorporation of the

ROBINSONS RETAIL HOLDINGS, INC.
(Amending Article VI thereof)

copy annexed, adopted on February 27, 2020 by majority vote of the Board of Directors and on March 27, 2020 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 27th day of October, Twenty Twenty.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

MV/qba

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Articles of Incorporation

SEC Registration Number

A	2	0	0	2	0	1	7	5	6
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Former Company Name

R	O	B	I	N	S	O	N	S		R	E	T	A	I	L		H	O	L	D	I	N	G	S	,		I	N	C	.	

AMENDED TO:
New Company Name

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Principal Office (No./Street/Barangay/City/Town)Province)

4	3	R	D		F	L	O	O	R		R	O	B	I	N	S	O	N	S		E	Q	U	I	T	A	B	L	E						
T	O	W	E	R	,	A	D	B		A	V	E	N	U	E		C	O	R	N	E	R		P	O	V	E	D	A						
S	T	S	.		O	R	T	I	G	A	S		C	E	N	T	E	R	,	P	A	S	I	G		C	I	T	Y						
M	E	T	R	O		M	A	N	I	L	A																								

COMPANY INFORMATION

Company's Email Address N/A	Company's Telephone Number/s 633-7631 to 40	Company's Facsimile Number/s
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CONTACT PERSON INFORMATION

Name of Contact Person Atty. Rosalinda F. Rivera Corporate Secretary	Email Address	Telephone Number/s 633-7631	Facsimile Number/s 395-2608
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Contact Person's Address

40th Floor Robinsons Equitable Tower, ADB Avenue corner Poveda St., Ortigas Center, Pasig City

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor _____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D.

Received by **Corporate Filing and Records Division (CFRD)** _____

Forwarded to:

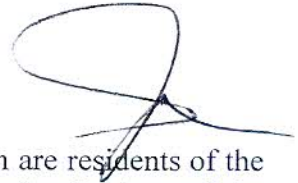
<input type="checkbox"/>	Corporate and Partnership Registration Division	_____
<input type="checkbox"/>	Green Lane Unit	_____
<input type="checkbox"/>	Financial Analysis and Audit Division	_____
<input type="checkbox"/>	Licensing Unit	_____
<input type="checkbox"/>	Compliance Monitoring Division	_____

AMENDED
ARTICLES OF INCORPORATION
OF

ROBINSONS RETAIL HOLDINGS, INC.
(Formerly: Robinsons Holdings, Inc.)

Know All Men By These Presents:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.



THAT WE HEREBY CERTIFY:

FIRST: The name of this corporation shall be:

ROBINSONS RETAIL HOLDINGS, INC.
(As Amended on March 1, 2013)

SECOND: That the purposes for which the said corporation is formed are:-

PRIMARY

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging thereof stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect, and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stock so owned.

SECONDARY PURPOSES

1. To guarantee obligations of, or to issue guarantees in favor of, any corporation or corporations, association or associations, domestic or foreign, as it shall deem necessary, convenient or incidental to carrying out any of the purposes of this corporation.
2. To purchase, acquire, own, lease, sell and convey real properties such as parcels of land, buildings, factories, warehouses and personal properties such as machineries, equipment and other assets as may be necessary or incidental to the conduct of its business, and to pay in cash, shares of stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.
3. To borrow or raise money, subject to compliance with applicable laws, necessary to meet the financial requirements of its business through the issuance of bonds, securities, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue, pursuant to law, shares of stock, debentures and other evidences of indebtedness as payment for properties acquired by the corporation or for money borrowed in the conduct of its business;
4. To invest and deal with the money and properties of the corporation in such manner as may, from time to time, be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;
5. To carry on and manage the general business of any company except fund management;
6. To apply for, obtain, register, purchase, lease or otherwise acquire, and to the extent authorized by law, to hold, use, own, sell, assign and otherwise dispose of any trademarks, trade names, patents, inventions, improvements and process used in connection with or secured under letters of patent of the Philippines or of any country, and to use, exercise, grant rights in respect of and otherwise avail of the benefits of any trademarks, trade name, patents, inventions, process and the like or any such property or rights;
7. To enter, make, perform, and carry out contracts of every kind, in connection with the carrying on of any business or transaction deemed necessary, convenient or incidental to any of the purposes of this corporation, as principal, agent or otherwise with any corporation, association, partnership, entity, person or any government authority and regulatory agencies, whether domestic or foreign;
8. To acquire or obtain from any government authority, regulatory agencies or any corporation, company, partnership or person, such charter, contracts, franchise, privileges, exemption, licenses, permits and concessions as may be necessary or incidental to any of the purposes of this corporation;

9. To establish and operate one or more branch office or agencies and to carry on any or all of its operations and business including the right to hold, purchase or otherwise acquire, sell, lease, mortgage, pledge, assign, convey or transfer real and personal properties;

10. To distribute the surplus profits of the corporation to the stockholders thereof in kind, namely, properties of the corporation, particularly any shares of stock, debentures or securities of other companies belonging to this corporation; and

11. To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within the Philippines or in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time be conducive to or expedient for the protection or benefit of this corporation. (As amended on June 7, 2013 by the unanimous vote of the Board of Directors and by stockholders representing more than 2/3 of the outstanding capital stock.)

THIRD: That the place where the principal office of the corporation is to be established is at the 43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Sts., Ortigas Center, Pasig City, Metro Manila. (As amended on May 17, 2016 by the majority vote of the Board of Directors and by shareholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation through their written assent obtained on July 22, 2016)

FOURTH: That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

FIFTH: That the names, nationalities and residences of the incorporators are as follows:

Names	Nationality	Residence
John Gokongwei, Jr.	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd., Ortigas Center, Pasig City
Lance Y. Gokongwei	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd., Ortigas Center, Pasig City
James L. Go	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd., Ortigas Center, Pasig City
Johnson Robert L. Go	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd., Ortigas Center, Pasig City
Robina Y. Gokongwei – Pe	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd., Ortigas Center, Pasig City
Lisa Y. Gokongwei	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd., Ortigas Center, Pasig City

Faith Y. Gokongwei-Lim	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Hope Y. Gokongwei-Tang	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Marcia Y. Gokongwei-Sy	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SIXTH: That the number of directors of said corporation shall be nine (9) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: (As amended by the Board of Directors on February 27, 2020 and by the stockholders representing more than 2/3 of the outstanding capital stock of the Corporation through their written assent obtained on March 27, 2020)

John L. Gokongwei, Jr.	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
James L. Go	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Lance Y. Gokongwei	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Robina Y. Gokongwei-Pe	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Faith Y. Gokongwei-Lim	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Antonio L. Go	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Roberto R. Romulo	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Lisa Y. Gokongwei-Cheng	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
Hope Y. Gokongwei-Tang	Filipino	43/F Robinsons Equitable Tower ADB Ave. cor. Poveda Rd. Ortigas Center, Pasig City
_____	_____	_____
_____	_____	_____
_____	_____	_____

SEVENTH: That the authorized capital stock of the corporation is Two Billion (P2,000,000,000.00) Pesos in lawful money of the Philippines, divided into Two Billion (2,000,000,000) shares with a par value of One Peso (P1.00) per share. (As amended on June 7, 2013 by the unanimous vote of the Board of Directors and by the stockholders representing more than 2/3 of the outstanding capital stock.)

No shareholder of any class shall be entitled to any pre-emptive right to subscribe for, purchase or receive any part of the shares of the corporation, whether issued from its unissued capital or its treasury shares. (As amended on June 7, 2013 by the unanimous vote of the Board of Directors and by the stockholders representing more than 2/3 of the outstanding capital stock.)

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

Names	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
John Gokongwei, Jr.	Filipino	10,000,000	P10,000,000.00	P2,500,000.00
Lance Y. Gokongwei	Filipino	35,000,000	P35,000,000.00	P8,750,000.00
James L. Go	Filipino	35,000,000	P35,000,000.00	P8,750,000.00
Johnson Robert L. Go	Filipino	17,500,000	P17,500,000.00	P4,375,000.00
Robina Y. Gokongwei-Pe	Filipino	17,500,000	P17,500,000.00	P4,375,000.00
Lisa Y. Gokongwei	Filipino	8,750,000	P8,750,000.00	P2,187,500.00
Faith Gokongwei-Ong	Filipino	8,750,000	P8,750,000.00	P2,187,500.00
Hope Gokongwei-Tang	Filipino	8,750,000	P8,750,000.00	P2,187,500.00
Marcia Gokongwei-Sy	Filipino	8,750,000	P8,750,000.00	P2,187,500.00
Total		150,000,000	P150,000,000.00	P37,500,000.00
		=====	=====	=====

NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in the stock certificates issued by the corporation

In connection with the initial public offering and initial listing of shares by the corporation with the Philippine Stock Exchange, the corporation shall strictly comply with the following lock-up requirements prescribed by the rules and regulations of the Philippines Stock Exchange as may be amended from time to time in accordance with amendments to the Rules of the Exchange:

(a) The corporation shall cause its existing stockholders who own an equivalent of at least 10% of the issued and outstanding shares of stock of the corporation at the time of listing of such shares to refrain from selling, assigning or in any manner disposing of their shares for a period of One Hundred Eighty (180) days after the listing of said shares if the corporation meets the track record requirements of the Exchange Rules;

(b) If there is any issuance or transfer of shares (i.e., private placements, asset for shares swap or a similar transaction) or instruments which lead to issuance of shares (i.e., Convertible bonds, warrants or a similar instrument) done and fully paid for within One Hundred Eighty (180) days prior to the start of the offering period, and the transaction price is lower than that of the offer price in the Initial Public Offering, all shares availed of shall be subject to a lock-up period of at least Three Hundred Sixty Five (365) days from full payment of the aforesaid shares. (As amended by the unanimous vote of the Board of Directors and by the vote of stockholders representing more than 2/3 of the outstanding capital stock of the Corporation at a Joint Special Meeting of the Board of Directors and Stockholders held on October 7, 2013)

TENTH: That Lance Y. Gokongwei has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

In witness whereof, we have set our hands this 31st day of January 2002 at the City of Makati.

(Sgd.)
JOHN GOKONGWEI, JR.

(Sgd.)
MARCIA GOKONGWEI-SY

(Sgd.)
LANCE Y. GOKONGWEI

(Sgd.)
JAMES L. GO

(Sgd.)
JOHNSON ROBERT L. GO

(Sgd.)
ROBINA GOKONGWEI-PE

(Sgd.)
LISA Y. GOKONGWEI

(Sgd.)
FAITH GOKONGWEI -ONG

(Sgd.)
HOPE GOKONGWEI-TANG

WITNESSES:

(Sgd.)

(Sgd.)

(All incorporators appearing on the fifth article and the two witnesses should affix their signatures on the blanks provided in this page above their respective names.)

ACKNOWLEDGEMENT

Republic of the Philippines)
S.S.
CITY OF MAKATI)

BEFORE ME, a Notary Public in and for CITY OF MAKATI Philippines, this
JAN 31, 2002, personally appeared:

Name	Community Tax Certificate No.	Date & Place Issued
John Gokongwei, Jr.		2/20/01- Pasig City
Lance Y. Gokongwei		2/20/01- Pasig City
James L. Go		2/20/01- Pasig City
Johnson Robert L. Go		2/20/01- Pasig City
Robina Gokongwei-Pe		3/27/01- Pasig City
Lisa Y. Gokongwei		2/01/01- Mandaluyong City
Faith Gokongwei-Ong		1/20/02- Pasig City

Hope Gokongwei-Tang

11/28/01- Pasig City

Marcia Gokongwei-Sy

3/26/01- Pasig City

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

NOTARY PUBLIC

Until December 31, 19__

(Sgd.)

ELAINE G. MIRANDA-ARANETA

NOTARY PUBLIC

UNTIL DECEMBER 31, 2002

PTR NO. 67436601/9/02 /MAKATI

IBP NO. 549834 1/9/02 /MAKATI

Doc. No. 3;

Page No. 1;

Book No. XIX;

Series of 2002.

ROBINSONS RETAIL HOLDINGS, INC.

DIRECTORS' CERTIFICATE



We, the undersigned, being the Chairman of the Board, the Corporate Secretary and the members of the Board of Directors of **Robinsons Retail Holdings, Inc.** (the "Corporation"), hereby certify that:

- (1) The Amended Articles of Incorporation of the Corporation was further amended by the majority vote of the Board of Directors on February 27, 2020 and by shareholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation through their written assent obtained on March 27, 2020, whereby the following resolutions were approved:

"RESOLVED, that Article Sixth of the Amended Articles of Incorporation of ROBINSONS RETAIL HOLDINGS, INC. (the "Corporation") is hereby amended in order to reduce the number of seats in the Board of Directors of the Corporation from eleven (11) to nine (9), and for such provision to read as follows:

'SIXTH: That the number of directors of said corporation shall be **Nine (9)** and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:'

RESOLVED, FURTHER, that each of Mr. Lance Y. Gokongwei, Chairman, and/or Ms. Robina Y. Gokongwei-Pe, President and Chief Executive Officer of the Corporation, are hereby authorized to do any and all acts necessary and proper to give the foregoing resolutions full force and effect;

RESOLVED, FINALLY, that the Corporate Secretary is hereby authorized to do the necessary filing of the Amended Articles of Incorporation of the Corporation with, and for the approval of, the Securities and Exchange Commission."

- (2) Under Article VIII of the By-Laws of the Corporation, the Board of Directors may, in any regular or special meeting, amend or repeal the by-laws of the Corporation provided that, such power delegated to the Board of Directors shall be considered revoked whenever stockholders representing majority of the outstanding capital stock of the Corporation shall so vote at a regular or special meeting called for the purpose.
- (3) Pursuant to the power delegated to the Board of Directors, the Amended By-Laws of the Corporation was further amended by the vote of majority of the Board of Directors on May 13, 2020, whereby the following resolutions were approved:

"RESOLVED, that the following Sections of the Amended By-Laws of ROBINSONS RETAIL HOLDINGS, INC. (the "Corporation") are hereby amended

to allow the attendance, participation, and voting of shareholders via remote communication and voting *in absentia*:

- a. Article II, Section 1 par. (a)
- b. Article VI, Section 2
- c. Article VI, Section 4
- d. Article VI, Section 6
- e. Article VI, Section 7
- f. Article VI, Section 8

RESOLVED, FURTHER, that such provisions of the Amended By-Laws of the Corporation shall be amended to read as follows:

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, **or via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors,** 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 VI

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 to be considered, shall be transmitted by personal delivery, mail, **electronic 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

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, **electronic 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 shall be present thereat, **whether in person, by proxy, or via remote communication, or shall have participated in voting in absentia**. Notice of any adjourned meeting of the stockholders shall not be given, except when expressly required by law.

[xxx]

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, **electronic mail**, 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, **whether in person, by proxy, or via remote communication, or shall have participated in voting in absentia**. Notice of special meetings may be waived in writing by any stockholder, in person or by proxy, **or by telegraph, electronic mail, cable or facsimile**, 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.

[xxx]

6. Quorum — A majority of the outstanding capital stock, present in person, represented by proxy, **or participating in the meeting via remote communication**, 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 **Revised Corporation Code** requires the affirmative vote of a greater proportion. **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.

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, **or via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors,** 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 **ballot.**

8. **Voting and Proxy** — Stockholders may vote, at all meetings, the number of shares registered in their respective names, either in person, **via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors,** 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.'

RESOLVED, FURTHER, that each of Mr. Lance Y. Gokongwei, Chairman, and/or Ms. Robina Y. Gokongwei-Pe, President and Chief Executive Officer of the Corporation, are hereby authorized to do any and all acts necessary and proper to give the foregoing resolutions full force and effect;

RESOLVED, FINALLY, that the Corporate Secretary is hereby authorized to do the necessary filing of the Amended By-Laws of the Corporation with, and for the approval of, the Securities and Exchange Commission.”

(4) Attached are the full, complete, true, and correct copies of the Amended Articles of Incorporation and Amended By-Laws of the Corporation, as further amended.

26 AUG 2020

IN WITNESS WHEREOF, we have signed this Certificate this _____ at
PASIG CITY, Philippines.



JAMES L. GO

Director

TIN:



LANCE Y. GOKONGWEI

Chairman/Director

TIN:



ROBINA Y. GOKONGWEI-PE

Director

TIN:

IAN JAMES WINWARD MCLEOD

Director

TIN:

SAMUEL SANGHYUN KIM

Director

TIN:



ANTONIO L. GO

Director

TIN:

ROBERTO R. ROMULO

Director

TIN:



RODOLFO P. ANG

Director

TIN:



ROSALINDA F. RIVERA

Corporate Secretary

TIN:

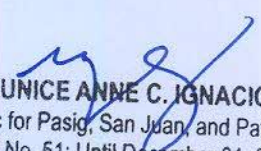
SUBSCRIBED AND SWORN TO before me this 28 AUG 2020 at PASIG CITY,
affiants exhibiting to me their following identification cards:

<u>Name</u>	<u>Government-issued ID</u>
James L. Go	TIN: [REDACTED]
Lance Y. Gokongwei	TIN: [REDACTED]
Robina Y. Gokongwei-Pe	TIN: [REDACTED]
[REDACTED]	TIN: [REDACTED]
[REDACTED]	TIN: [REDACTED]
Antonio L. Go	TIN: [REDACTED]
[REDACTED]	TIN: [REDACTED]
Rodolfo P. Ang	TIN: [REDACTED]
Rosalinda F. Rivera	TIN: [REDACTED]

known to me to be the same persons who executed the foregoing instrument, and who acknowledged to me that the same is their free and voluntary act and deed.

WITNESS my hand and seal at the place and date first above written.

Doc. No. 28;
Page No. 7;
Book No. 2;
Series of 2020.


ATTY. EUNICE ANNE C. IGNACIO
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 51; Until December 31, 2021
40F Robinsons Equitable Tower
ADB Ave., Ortigas Center, Pasig City
Roll of Attorneys No. 70210; June 2, 2017
PTR No. 6441565; January 14, 2020; Pasig City
IBP No. 113911; January 15, 2020; Makati Chapter
MCLE Compliance No. VI-0007698; April 14, 2022

CERTIFICATE

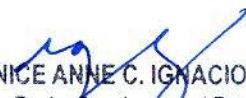
I, ROSALINDA F. RIVERA, of legal age, Filipino, with office address at the 40th floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of Robinsons Retail Holdings, Inc. (the "Corporation") with office address at 43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Road, Ortigas Center, Pasig City, Metro Manila.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors, and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice-versa.


ROSALINDA F. RIVERA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 26 AUG 2020 in PASIG CITY, Philippines, affiant exhibiting to me her SSS I.D. with number _____ She is personally known to me to be the same person who executed the foregoing Certificate and acknowledged to me that the same is her free act and deed.

Doc. No. 31 ;
Page No. 8 ;
Book No. 2 ;
Series of 2020.


ATTY. EUNICE ANNE C. IGNACIO
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