

Annual Shareholders' Meeting 2022



Notice of the Annual Meeting of Shareholders

May 13, 2022

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/RRHI2022ASM> on May 13, 2022 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, 2021
3. Presentation of the Annual Report and Approval of the Audited Financial Statements for the year ended December 31, 2021
4. Election of the Board of Directors
5. Appointment of the 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 5, 2022 are entitled to notice of, and to vote at, the Annual Meeting of the Shareholders.

Attendance and Registration

Shareholders may only attend the meeting via remote communication. Shareholders who intend to participate in the Annual Meeting should register by sending an email at corpsec@robinsonsbretail.com.ph no later than May 5, 2022 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 5, 2022; (2) shareholders who register and vote in absentia by May 5, 2022; and (3) shareholders who submit duly accomplished proxy forms.

Voting

Shareholders may vote through the following: (1) by digital ballot, (2) by voting in absentia, or (3) by appointing the Chairman of the Annual Meeting as their proxy. To vote by digital ballot and vote in absentia, please register by sending an email and submitting the required documents at corpsec@robinsonsbretail.com.ph no later than May 5, 2022. Once the registration is 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 5, 2022 either by email to corpsec@robinsonsbretail.com.ph or a hard copy to the Office of the Corporate Secretary, 4th Floor, Building A, 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 by digital ballot, voting in absentia and voting by proxy are explained in the Definitive Information Statement.

Visual and Audio Recording

In accordance with SEC guidelines, please be informed that there will be a visual and audio recording of the Annual Meeting.

Electronic Copies

An electronic copy of the Information Statement, Management Report, SEC Form 17-A and other related documents are available at <https://www.robinsonsbretailholdings.com.ph/investor-relations/2022> under the **Annual Reports > Annual Report Documents > 2022** tab and at PSE Edge.

QR Code:




Atty. Rosalinda F. Rivera
Corporate Secretary

Explanation of the Agenda Items for Shareholders' Approval

A brief explanation of the agenda item which requires shareholders' approval is provided herein. The Information Statement to be sent to the shareholders shall contain more detail regarding the rationale and explanation for each agenda item.

Approval of the Minutes of the Annual Meeting of the Shareholders held on May 14, 2021

The Minutes of the Annual Meeting of the Shareholders held on May 14, 2021 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, 2021

The Annual Report and the Audited Financial Statements for the year ended December 31, 2021 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.

Other Relevant Information

The Information Statement to be sent to the shareholders shall provide guidelines for attendance via remote communication, registration and voting.

Dear Shareholder:

The 2022 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 <https://www.robinsonsretailholdings.com.ph/investor-relations/2022> under the “Annual Report Documents” section of the webpage.



To access or view the 2022 Definitive Information Statement of RRHI (“2022 DIS”), the following options are available to you:

1. View or download the 2022 DIS on our website through the following link:
<https://bit.ly/RRHI2022DIS>
2. View or download the 2022 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 or downloading the Annual Meeting Reports.

To join the virtual 2022 Annual Stockholders Meeting (“2022 ASM”), you may use the link or scan the QR Code below:

To request for soft copies of the 2022 DIS to be sent to your email address, you may send a request to the following email address:
info-RRH@robinsonsretail.com.ph

To request for printed copies of the 2022 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
Direct Line: +632 571 9585
Contact Person: Gina R. Dipaling,
Investor Relations Officer



Microsoft Teams link to 2022 ASM:
<https://bit.ly/RRHI2022ASM>

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 13, 2022, may do so through the following: by digital ballot, by voting in absentia, or by accomplishing the proxy form provided below. The procedure to vote by digital ballot and to vote 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@robinsonsjretail.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 5, 2022.

Proxy

Annual Meeting of the Shareholders of ROBINSONS RETAIL HOLDINGS, INC. on May 13, 2022

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 13, 2022** 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.

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|---|-------------------------------|-------------------------------|-----------------------|-------------------------------|------------------------|-------------------------------|---------------|-------------------------------|-------------------|-------------------------------|------------------|-------------------------------|-------------------|-------------------------------|-------------------|-------------------------------|-------------------|-------------------------------|---|
| <p>1. Approval of the Minutes of the Annual Meeting of the Stockholders held on May 14, 2021.
____ Yes ____ No ____ Abstain</p> <p>2. Approval of the Audited Financial Statements for the year ended December 31, 2021.
____ Yes ____ No ____ Abstain</p> <p>3. Election of Board of Directors.</p> <table border="0"><tr><td>1. James L. Go</td><td>____ Yes ____ No ____ Abstain</td></tr><tr><td>2. Lance Y. Gokongwei</td><td>____ Yes ____ No ____ Abstain</td></tr><tr><td>3. Robina Gokongwei Pe</td><td>____ Yes ____ No ____ Abstain</td></tr><tr><td>4. Ian McLeod</td><td>____ Yes ____ No ____ Abstain</td></tr><tr><td>5. Choo Peng Chee</td><td>____ Yes ____ No ____ Abstain</td></tr></table> <p>Independent Directors</p> <table border="0"><tr><td>6. Antonio L. Go</td><td>____ Yes ____ No ____ Abstain</td></tr><tr><td>7. Rodolfo P. Ang</td><td>____ Yes ____ No ____ Abstain</td></tr><tr><td>8. Cirilo P. Noel</td><td>____ Yes ____ No ____ Abstain</td></tr><tr><td>9. Enrico S. Cruz</td><td>____ Yes ____ No ____ Abstain</td></tr></table> <p>4. Appointment of SyCip Gorres Velayo & Co. as external auditor.
____ Yes ____ No ____ Abstain</p> | 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. Choo Peng Chee | ____ Yes ____ No ____ Abstain | 6. Antonio L. Go | ____ Yes ____ No ____ Abstain | 7. Rodolfo P. Ang | ____ Yes ____ No ____ Abstain | 8. Cirilo P. Noel | ____ Yes ____ No ____ Abstain | 9. Enrico S. Cruz | ____ Yes ____ No ____ Abstain | <p>5. Ratification of the acts of the Board of Directors and its committees, officers and management since the last Annual Meeting of the Shareholders.
____ Yes ____ No ____ Abstain</p> <p>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</p> |
| 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. Choo Peng Chee | ____ Yes ____ No ____ Abstain | | | | | | | | | | | | | | | | | | |
| 6. Antonio L. Go | ____ Yes ____ No ____ Abstain | | | | | | | | | | | | | | | | | | |
| 7. Rodolfo P. Ang | ____ Yes ____ No ____ Abstain | | | | | | | | | | | | | | | | | | |
| 8. Cirilo P. Noel | ____ Yes ____ No ____ Abstain | | | | | | | | | | | | | | | | | | |
| 9. Enrico S. Cruz | ____ Yes ____ No ____ Abstain | | | | | | | | | | | | | | | | | | |

PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER /
AUTHORIZED SIGNATORY

ADDRESS OF STOCKHOLDER

CONTACT 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 13, 2022.

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.