

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. Date of Report (Date of earliest event reported)
Dec 27, 2022
2. SEC Identification Number
A200201756
3. BIR Tax Identification No.
216-303-212-000
4. Exact name of issuer as specified in its charter
Robinsons Retail Holdings, Inc.
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila, Philippines
Postal Code
1600
8. Issuer's telephone number, including area code
(632) 8635-07-51
9. Former name or former address, if changed since last report
Not applicable
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
common shares	1,479,430,450
11. Indicate the item numbers reported herein
9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Robinsons Retail Holdings, Inc.

RRHI

PSE Disclosure Form 4-23 - Mergers and Consolidations
*References: SRC Rule 17 (SEC Form 17-C) and
 Section 4.4 and/or Section 5 of the Revised Disclosure Rules*

Subject of the Disclosure

Merger of Robinsons Convenience Stores, Inc. with Robinson's Supermarket Corporation effective July 1, 2023

Background/Description of the Disclosure

The Board of Directors and stockholders of Robinson's Supermarket Corporation ("RSC"), a wholly-owned subsidiary of Robinsons Retail Holdings, Inc. ("RRHI"), approved on April 22, 2022 the merger of Robinsons Convenience Stores, Inc. ("RCSI") with and into RSC under the terms and conditions of which RSC shall be the surviving entity.

RSC shall issue 16,684,551 shares with a par value of Php1.00 per share in exchange for the net assets of RCSI, as of its audited financial statements for the period ended June 30, 2022.

The Articles and Plan of Merger were approved by the Securities and Exchange Commission ("SEC") on December 19, 2022 and the merger will take effect on July 1, 2023.

The dates of approval by the Board of Directors and stockholders, information on the subsidiaries, capital structure, Board of Directors and officers indicated below pertain to RSC, the surviving entity.

Date of Approval by Board of Directors	Apr 22, 2022
Date of Approval by Stockholders	Apr 22, 2022
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency	N/A
Date of Approval by Securities and Exchange Commission	Dec 19, 2022

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The merger is expected to reduce operational costs, increase synergies and ensure more efficient use of resources.

Description of the transaction including the timetable for implementation and related regulatory requirements, if any

The transaction involves the merger of RCSI and RSC, with RSC as the surviving entity. The merger will take effect on July 1, 2023.

Identities of the parties to the transaction

Name	Nature of Business	Nature of any material relationship with the Issuer, their directors/officers or any of their affiliates
Robinson's Supermarket Corporation	Engaged in the business of buying, selling, distributing, marketing at wholesale and retail all kinds of goods, commodities, wares and merchandise of every kind and description	Wholly-owned subsidiary of RRHI
Robinsons Convenience Stores, Inc.	Engaged in the business of acquiring and franchising licenses and trading of goods such as food and non-food	Wholly-owned subsidiary of RSC

Terms and conditions of the transaction

Plan of merger
<p>A Plan of Merger between RSC and RCSI was executed on October 18, 2022. The Plan sets out the agreement of the Parties and the terms and conditions of the merger. These include, among others the following: (a) merger of RCSI with and into RSC; (b) corporate approvals consisting of approval by the Board of Directors and stockholders; (c) the need to secure approval of the SEC; (d) effects of the merger with RSC as the surviving entity which shall possess all rights, privileges, properties and assume the liabilities and obligations of the absorbed corporation; (e) capital structure of the constituent corporations; (f) issuance of shares by the surviving corporation; (g) articles of incorporation and by-laws of the surviving corporation; (h) Directors and Officers of the surviving corporation and (i) effectivity of the merger.</p>
Ratio of exchange of shares
<p>One (1) RSC share for every P53.68 of the total net assets of RCSI</p>
Basis upon which the exchange ratio was determined
<p>The basis used to determine the number of RSC shares to be issued was the net assets of RCSI, as of its audited financial statements for the period ended June 30, 2022. The RSC shares were valued at book value as of June 30, 2022.</p>
Number of shares subject of the merger
<p>16,684,551 RSC shares will be issued pursuant to the merger.</p>
Timetable
<p>The merger will take effect on July 1, 2023.</p>
Conditions precedent to closing of the transaction, if any
<p>None</p>
Procedures for exchange
<p>RSC shall issue 16,684,551 shares to the shareholders of RCSI. Since RCSI is a wholly-owned subsidiary of RSC, the shares will be issued to RSC and will be booked as treasury shares.</p>

Description of the company subject of the transaction

Nature and business

RSC was incorporated on August 22, 1990 and is engaged in the business of buying, selling, distributing, marketing at wholesale and retail, all kinds of goods, commodities, wares and merchandise of every kind and description.

RCSI was incorporated on March 15, 2000 and is engaged in the business of acquiring and franchising licenses and trading of goods such as food and non-food.

Discussion of major projects and investments

RSC currently operates the following key supermarket banners: Robinsons Supermarket, Robinsons Easymart, The Marketplace, Shopwise, and No Brand.

Earlier this year, RSC acquired the 40% stake of Ministop Japan in RCSI, resulting in RCSI to be 100% owned by RSC (from 60% previously). RCSI operates the convenience store banner name Ministop, which is currently undergoing a rebranding to Uncle John's.

List of subsidiaries and affiliates, with percentage holdings

Name	% Ownership
Robinson's Handyman, Inc.	80
Robinsons Appliances Corp.	67
South Star Drug, Inc	90
Robinsons Convenience Stores, Inc.	100
Savers Electronic World, Inc.	90
Super 50 Corporation	51

Capital structure

Authorized capital stock

Type of Security /Stock Symbol	Amount	Number of Shares
common shares	500,000,000	500,000,000

Subscribed Shares

Type of Security /Stock Symbol	Amount	Number of Shares
common shares	467,927,700.00	467,927,700

Paid-Up Capital

Amount	467,927,700
Number of Shares	467,927,700

Issued Shares

Type of Security /Stock Symbol	Amount	Number of Shares
common shares	467,927,700.00	467,927,700

Outstanding Shares

Type of Security /Stock Symbol	Amount	Number of Shares
common shares	467,927,700.00	467,927,700

Par Value

Type of Security /Stock Symbol	Amount
common shares	1.00

Ownership Structure (including percentage holdings)

Name	Number of Shares	% Ownership
Robinsons Retail Holdings, Inc.	467,927,695	100
James L. Go	1	0
Lance Y. Gokongwei	1	0
Robina Gokongwei Pe	1	0
Justiniano S. Gadia	1	0
Mylene A. Kasiban	1	0

Board of Directors

Name	(Regular or Independent)
James L. Go	Regular
Lance Y. Gokongwei	Regular
Robina Gokongwei Pe	Regular
Justiniano S. Gadia	Regular
Mylene A. Kasiban	Regular

Principal Officers

Name	Position/Designation
Lance Y. Gokongwei	Chairman
Robina Gokongwei Pe	President and Chief Executive Officer
Mylene A. Kasiban	Chief Financial Officer
Graciela A. Banatao	Treasurer
Rosalinda F. Rivera	Corporate Secretary

Effect(s)/impact on the business, financial condition and operations of the Issuer

The merger of RCSI with and into RSC is not expected to have any significant effect on the business, financial condition, and operations of RRHI.

Other Relevant Information

None

Filed on behalf by:

Name	Rosalinda Rivera
Designation	Corporate Secretary