



Annual Shareholders' Meeting 2023



Notice of Annual Meeting of Shareholders

May 12, 2023

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/RRHI2023ASM> on May 12, 2023 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 13, 2022
3. Presentation of the Annual Report and Approval of the Audited Financial Statements for the year ended December 31, 2022
4. Election of the Board of Directors
5. Appointment of the External Auditor
6. Amendment of Article Third of the Articles of Incorporation in order to change the principal address of RRHI
7. Ratification of the acts of the Board of Directors and its committees, officers and management
8. Other Matters
9. Adjournment

Record Date Only shareholders of record as of April 3, 2023 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@robinsonsretail.com.ph no later than May 3, 2023 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, 2023; (2) shareholders who register and vote in absentia by May 3, 2023; 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@robinsonsretail.com.ph no later than May 3, 2023. Once the registration 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, 2023 either by email to corpsec@robinsonsretail.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.robinsonsretailholdings.com.ph/investor-relations/2023> under the Annual Reports>Annual Report Documents>2023 tab and at PSE Edge.

Atty. Rosalinda F. Rivera
Corporate Secretary



Explanation of Agenda Items for Shareholders' Approval

Approval of the Minutes of the Annual Meeting of the Shareholders held on May 13, 2022

Copies of the minutes 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, 2022

The Annual Report and the Audited Financial Statements for the year ended December 31, 2022 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 and Sustainability Committee, the nominees for election as members of the Board of Directors, including independent directors, will be presented to the shareholders. The profiles of the nominees shall be provided in the Information Statement to be sent to 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.

Amendment of Article Third of the Articles of Incorporation in order to change the principal address of the Corporation

The amendment of Article Third of the Articles of Incorporation in order to change the principal address of the Corporation from “43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Sts., Ortigas Center, Pasig City, Metro Manila” to “110 E. Rodriguez, Jr, Avenue, Bagumbayan, Quezon City” will be presented to the shareholders for approval. This amendment is intended to align the registered and principal address of the Corporation with the location of its Head Office.

Ratification of all 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.