

COVER SHEET

Form Type

Definitive Information Statement

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SEC Registration Number

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(Company's Full Name)

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Company Email Address

corpsec@robinsonsonline.com.ph

COMPANY INFORMATION

Company's Telephone Number

8 635 0751 to 64

Mobile Number

09988465086

CONTACT PERSON INFORMATION

The designated person MUST be a Director/ Trustee/Partner/Officer/ Resident Agent of the Corporation

Name of Contact Person

Atty. Rosalinda F. Rivera

Email Address

corpsec@robinsonsonline.com.ph

Telephone Number/s

86350751 -64

Mobile Number

09988465086

Contact Person's Address

110 E. Rodriguez Jr. Ave., Bagumbayan, Quezon City

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

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		

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS
MAY 9, 2025

Notice is hereby given that the Annual Meeting of the Shareholders of ROBINSONS RETAIL HOLDINGS, INC. (RRHI) shall be held via remote communication through Microsoft Teams at: <https://bit.ly/RRHIASM2025> on May 9, 2025 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 10, 2024
3. Presentation of the Annual Report and Approval of the Audited Financial Statements for the year ended December 31, 2024
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 4, 2025 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 April 30, 2025 in order to be considered as present.

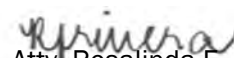
Quorum For purposes of quorum, the following shareholders shall be deemed present: (1) shareholders who register by April 30, 2025; (2) shareholders who register and vote in absentia by April 30, 2025; and (3) shareholders who submit duly accomplished proxy forms.

Voting Shareholders may vote through the following: (1) by digital ballot, (2) by voting in absentia or (3) by providing a duly accomplished proxy form with voting instructions and 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 April 30, 2025. 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 April 30, 2025 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 [Investor Relations - Robinsons Retail Holdings, Inc.](#) and at PSE Edge.


Atty. Rosalinda F. Rivera
Corporate Secretary

EXPLANATION OF AGENDA ITEMS
FOR THE ANNUAL MEETING OF SHAREHOLDERS ON MAY 9, 2025

Call to Order and Certification of Notice and Quorum

Ms. Robina Gokongwei Pe, Chairman of the Board of Directors of RRHI, will call the meeting to order. The Corporate Secretary will certify the date when notice of the meeting was sent to the shareholders as of April 4, 2025 and the date of publication of the notice in newspapers of general circulation. The Corporate Secretary will further certify whether a quorum is present for the valid transaction of the Annual Meeting of the Shareholders.

Approval of the Minutes of the Annual Meeting of the Shareholders held on May 10, 2024

Copies of the minutes are posted at RRHI's website and will be made available to the shareholders before the meeting. The minutes 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, 2024

Mr. Stanley C. Co, President and Chief Executive Officer of RRHI, will present the Annual Report and the highlights of the performance of RRHI in 2024. The Audited Financial Statements for the year ended December 31, 2024 will thereafter be presented to the shareholders for approval.

Election of Board of Directors

After having undergone the nomination process as conducted by the Remuneration, Nomination and Succession Planning 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 the shareholders.

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 upon the recommendation of the Audit and Risk Oversight Committee.

Ratification of all acts of the Board of Directors and its committees, officers and management since the last annual meeting

The ratification of the acts and resolutions 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 Chairman will request that the comments and questions sent by the shareholders which may be properly taken up in the meeting be answered and addressed either during the meeting or by e-mail.

Adjournment

Upon determination that there are no other matters to be considered, the Chairman shall declare the meeting adjourned.



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 9, 2025, 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@robinsonsbretail.com.ph or a hard copy to the Office of the Corporate Secretary, 4th Floor, Robinsons Retail Head Office, 110 E. Rodriguez Jr., Avenue, Bagumbayan, Quezon City on or before April 30, 2025.

PROXY

ANNUAL MEETING OF THE SHAREHOLDERS OF ROBINSONS RETAIL HOLDINGS, INC. ON MAY 9, 2025

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 under my name at the Annual Meeting of the Shareholders of the Corporation to be held on **May 9, 2025** 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 Shareholders held on May 10, 2024.

____ Yes ____ No ____ Abstain

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

____ Yes ____ No ____ Abstain

2. Approval of the Audited Financial Statements for the year ended December 31, 2024

____ 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

3. Election of the Board of Directors

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

	Yes	No	Abstain
1. Robina Gokongwei Pe	_____	_____	_____
2. James L. Go	_____	_____	_____
3. Stanley C. Co	_____	_____	_____
4. Scott Price	_____	_____	_____
5. Curtis Liu	_____	_____	_____
Independent Directors			
6. Rodolfo P. Ang	_____	_____	_____
7. Cirilo P. Noel	_____	_____	_____
8. Enrico S. Cruz	_____	_____	_____
9. Cesar G. Romero	_____	_____	_____

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) business days before the scheduled meeting on **May 9, 2025**.

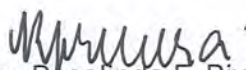
A PROXY SUBMITTED BY A CORPORATION SHOULD BE ACCOMPANIED BY A SECRETARY'S CERTIFICATE ON THE SIGNATORY AUTHORIZED TO EXECUTE THE PROXY. IN ADDITION TO SUCH REQUIREMENT FOR CORPORATIONS, A PROXY FORM GIVEN BY A BROKER OR CUSTODIAN BANK IN RESPECT OF SHARES OF STOCK HELD BY SUCH BROKER OR CUSTODIAN BANK 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.

CERTIFICATE

I, ROSALINDA F. RIVERA, of legal age, Filipino, with office address at the 4th Floor, Building A, Robinsons Retail Head Office, 110 E. Rodriguez Jr., Avenue, Bagumbayan, Quezon City, 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 principal address at 110 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City.
2. There are no directors, independent directors or officers of the Corporation who are currently appointed in any government agency or is an employee of any government agency.
3. Mr. Rodolfo P. Ang, who is being nominated for re-election as an Independent Director of the Corporation, is currently a member of the Technical Committee on Business Administration and Entrepreneurship of the Commission on Higher Education (CHED). However, Mr. Ang is not an employee of CHED and his membership in the Technical Committee is on an advisory capacity only.

Issued on March 31, 2025


Atty. Rosalinda F. Rivera
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this MAR 31 2025, at Quezon City, Philippines, affiant exhibited to me her SSS I.D. with number _____

Doc No. 62;
Page No. 14;
Book No. X1;
Series of 2025


ATTY. GILBERT S. MILLADO, JR.
Roll No. 45039
Notary Public for Quezon City
110 E Rodriguez Jr. Ave., Bagumbayan, Quezon City
PTR No. 7009611; 01/02/2025; Quezon City
IBP No. 327346; 12/12/2023; CALMANA
TIN No. 166-215-465
Commission Adm. Matter No. Np-326(2024-2026)
MCLE Compliance No. VII 0011553; April 14, 2025



ROBINSONS RETAIL HOLDINGS, INC. ("Company")

**PROFILES OF THE NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS
FOR THE YEAR 2025**

1. Name : Robina Gokongwei Pe
 Age : 63
 Designation : Chairman
 Citizenship : Filipino

Business experience and education:

Ms. Robina Gokongwei Pe is the Chairman of the Company. She is also a director of JG Summit Holdings, Inc., Robinsons Land Corporation, and Cebu Air, Inc. She is a trustee and the secretary of the Gokongwei Brothers Foundation, Inc. and a trustee and Vice Chairman of the Immaculate Concepcion Academy Scholarship Fund. She is also a member of the Xavier School Board of Trustees. She was formerly a member of the University of the Philippines Centennial Commission. She attended the University of the Philippines-Diliman from 1978 to 1981 and obtained a Bachelor of Arts degree (Journalism) from New York University in 1984.

2. Name : James L. Go
 Age : 85
 Designation : Vice Chairman
 Citizenship : Filipino

Business experience and education:

Mr. James L. Go is the Vice Chairman of the Company and the Chairman of JG Summit Holdings, Inc. He is the Chairman and Chief Executive Officer of Oriental Petroleum and Minerals Corporation and Adviser to the Board of Directors and Executive Committee of Cebu Air, Inc. He is the Chairman Emeritus of Universal Robina Corporation, Robinsons Land Corporation and JG Summit Petrochemical Corporation. He is also the President and Trustee of the Gokongwei Brothers Foundation, Inc. He has been a director of PLDT, Inc. since November 3, 2011. He is a member of the Technology Strategy and Risk Committees and Advisor of the Audit Committee of the Board of Directors of PLDT, Inc. He was elected a director of Manila Electric Company on December 16, 2013. Mr. James L. Go received his Bachelor of Science Degree and Master of Science Degree in Chemical Engineering from Massachusetts Institute of Technology, USA.

3. Name : Stanley C. Co
 Age : 48
 Designation : President and Chief Executive Officer
 Citizenship : Filipino

Business experience and education:

Mr. Stanley C. Co is the President and Chief Executive Officer of the Company

effective January 1, 2025. Prior to becoming the President and Chief Executive Officer, he was the Chief Operating Officer of the Company since August 1, 2023. He has been with the Robinsons Retail Group for over 20 years in various capacities and has extensive experience in operations, strategic planning, marketing, merchandising, and omnichannel retailing. Immediately prior to this appointment, he was the Managing Director of Robinsons Retail's Supermarket Segment, comprised of Robinsons Supermarket, The Marketplace, Robinsons Easymart, and Shopwise, where he oversaw the segment's expansion into underpenetrated areas and omnichannel retailing amidst an ongoing pandemic, with over 300 stores across the country. He also previously headed Robinsons Retail's DIY Segment, composed of Handyman and True Value, as well as franchises Daiso Japan and Pet Lovers Centre for 12 years. He obtained his Bachelor of Science Degree in Commerce from the University of Santo Tomas in 1998 and received his Master's Degree in Business Administration from De La Salle University in 2003.

4. Name : Scott Price
Age : 63
Designation : Director
Citizenship : American

Business experience and education:

Mr. Scott Price was elected as a director of the Company effective August 1, 2023. He was appointed as the Group Chief Executive of DFI Retail Group with effect on August 1, 2023. He has over 30 years of retail, logistics and consumer packaged goods sector experience with key management roles in UPS, Walmart, DHL Express and Coca Cola. He was also an Independent Board Director of Coles Group in Australia prior to joining DFI Retail Group. He earned a Bachelor of Arts Degree in Business from the University of North Carolina in Charlotte. He also holds a Master's Degree in Business Administration and a Master's Degree in Asian Studies from the University of Virginia.

5. Name : Curtis Liu
Age : 52
Designation : Director
Citizenship : Chinese

Business experience and education:

Mr. Curtis Liu was elected as a Director of the Company effective September 1, 2024. He was appointed by the DFI Retail Group as Food CEO with effect on September 1, 2024. He has over 24 years of retail experience across Mainland China and Taiwan. He previously served as the Merchandising and Marketing Director for Wellcome of DFI Retail Group and Walmart China. He has significant expertise in offline-to-online omnichannel strategies and data driven customer analysis.

6. Name : Rodolfo P. Ang
Age : 63
Designation : Independent Director
Citizenship : Filipino

Business experience and education:

Mr. Rodolfo P. Ang has been an independent director of the Corporation since March 9, 2020. He is the Vice President for Administration and an Associate Professor of Ateneo De Manila University. He is the former Dean of the Ateneo Graduate School of Business. He sits on the Board of Trustees of Xavier School. He was formerly an independent director of the Philippine Insurers and Reinsurers Association. He has served the Commission on Higher Education in various capacities, as a member of the Technical Panel for Business and Management Education, member of the Technical Committee for Business Administration and Entrepreneurship, and member of the NCR Regional Quality Assessment Team. He obtained his Bachelor of Science Degree in Management (Honors Program) and Bachelor of Arts Degree in Communications from Ateneo De Manila University where he graduated Magna Cum Laude. He received his Master's Degree in Business Administration Major in Finance from Boston College, Carroll Graduate School of Management.

7. Name : Cirilo P. Noel
Age : 68
Designation : Independent Director
Citizenship : Filipino

Business experience and education:

Mr. Cirilo P. Noel has been an independent director of the Corporation since August 12, 2020. He is a lawyer and certified public accountant. He is the Chairman of Security Bank Corporation since May 7, 2024. He is the Chairman of Palm Concepcion Power Corporation, Juxtapose Ergo Consultus, Inc. and Confiar Land Corp. He is likewise a Board member of the following publicly listed companies: Globe Telecom, Inc., San Miguel Foods and Beverage, Inc., and First Philippine Holdings Corporation. He is a member of the Board of Trustees of St. Luke's Medical Center Quezon City and St. Luke's Medical Center College of Medicine. He sits as a board member of St. Luke's Medical Center - Global City, and St. Luke's Foundation, Inc. He is also currently affiliated with the Makati Business Club, Harvard Law School Association of the Phils., and Harvard Club of the Philippines. He was awarded an Honorary Life Member by the Philippine Institute of Certified Public Accountants in November 2024. He held various positions in SGV & Co. including Chairman (from 2010 to 2017), Managing Partner (from 2009 to 2016), Vice Chairman & Deputy Managing Director (from 2004 to 2009), Head of Tax Division (from 2001 to 2008), and Partner, Tax Services (from 1993 to 2017). He graduated from the University of the East with a Bachelor of Science degree in Business Administration and obtained his Bachelor of Law degree from the Ateneo Law School. He has a Master of Law degree from the Harvard Law School and a Fellow of the Harvard International Tax Program. He attended the AIM Management Development Program.

8. Name : Enrico S. Cruz
Age : 67
Designation : Independent Director
Citizenship : Filipino

Business experience and education:

Mr. Enrico S. Cruz was elected as an independent director of the Company on April 27, 2022. He is also an independent director of the following companies: Security Bank Corporation, AREIT Inc., The Keepers Holdings Inc., Maxicare Healthcare Corporation, DITO CME Holdings Inc., SB Capital Investment Corporation, CIBI Information Inc. and Maxilife Insurance Corporation. He was the Chief Country Officer of Deutsche Bank (Manila Branch) from June 2003 to July 2019 and was concurrently the bank's Head of Corporate Finance. He joined Deutsche Bank in July 1995 where he established the Global Markets (GM) franchise in the Philippines. Prior to Deutsche Bank, he was a Senior Vice President at Citytrust Banking Corporation (CTBC), an affiliate of Citibank N.A. He previously served as a Director of the Bankers Association of the Philippines (BAP) in 2003-2007, 2011-2015 and 2017-2019 and was a past president of the Money Market Association of the Philippines. He obtained his B.S. in Business Economics and MBA from the University of the Philippines. He was named by the UP College of Business as a Distinguished Alumnus in 2008 and a Distinguished Alumnus Awardee by the UP School of Economics Alumni Association in 2015.

9. Name : Cesar G. Romero
Age : 59
Designation : Independent Director
Citizenship : Filipino

Business experience and education:

Mr. Cesar G. Romero was elected as an independent director of the Company on August 2, 2022. He is also an independent director of Aboitiz Equity Ventures, Inc. and Aboitiz Power Corporation. He previously served as the President and Chief Executive Officer of Pilipinas Shell Petroleum Corporation (Shell Philippines), a publicly-listed company, from November 1, 2016 to November 30, 2021. He served in various capacities in the Shell Group of companies, both local and international. He was formerly the Vice President-Global Retail Network and the Vice President of Retail Sales and Operations East (covering Southeast Asia, South Asia, and China). He was a member of the Shell Global Retail Leadership team which set policies, strategy, annual business targets, capital allocation, and operations for Shell's Downstream Retail Business comprised of over 43,000 petrol stations in the world, the largest single branded retailer in the world. He holds a Bachelor of Science in Mechanical Engineering (Cum Laude) from the University of the Philippines, and a Masters Degree in Business Administration (with High Distinction) from the University of Michigan. He has also attended a variety of management development courses at the London Business School and the Wharton Business School.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS
Information Statement Pursuant to Section 20
of the Securities Regulation Code

1. Check the appropriate box:

☐ Preliminary Information Statement

☒ Definitive Information Statement

2. Name of Registrant as specified in its charter : **ROBINSONS RETAIL HOLDINGS, INC. ("RRHI" or the "Corporation")**
3. Province, country or other jurisdiction of incorporation or organization : **Philippines**
4. SEC Identification Number : **SEC Registration No. A200201756**
5. BIR Tax Identification Code : **TIN No. 216-303-212-000**
6. Address of principal office : **110 E. Rodriguez Jr. Avenue**
Postal code : **Bagumbayan, Quezon City 1110**
7. Registrant's telephone number, including area code : **(02) 8635 - 0751 to 64**
8. Date, time and place of the meeting of security holder : **May 9, 2025 9:30 am**
by remote communication, at this link
<https://bit.ly/RRHIASM2025>. The meeting shall be broadcasted via Microsoft Teams.
9. Approximate date on which the Information Statement is first to be sent or given to security holders : **April 10, 2025**
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding (as of April 4, 2025)
Common Stock, ₱1.00 par value	1,418,785,145

11. Are any or all of registrant's securities listed on a Stock Exchange?
Yes ☒ No ☐

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

The common shares of the Corporation are listed on the Philippine Stock Exchange

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Meeting of Security Holders

Date Time and Place of Meeting : **May 9, 2025**
9:30 am
via remote communication through
Microsoft Teams

Website address
For participation by remote communication : <https://bit.ly/RRHIASM2025>

Complete Mailing Address of Principal Office : **110 E. Rodriguez Jr. Avenue**
Bagumbayan, Quezon City
1110

Approximate date on which the Information : **April 10, 2025**
Statement is first to be sent or given to
security holders

The report attached to this SEC Form 20-IS (Information Statement) is the management report to shareholders required under SRC Rule 20 to accompany the SEC Form 20-IS and is hereinafter referred to as the "Management Report".

(a) Disclosure requirements under Section 49 of the Revised Corporation Code

List of Required Information	Reference Material
(1) Description of the voting and vote tabulation procedures used in the previous meeting.	Please refer to pages 16-17 of this Information Statement and the Minutes of the Annual Meeting of the Shareholders held on May 10, 2024 which may be viewed and/or downloaded at the website of the Corporation at www.robinsonsbretailholdings.com.ph under "Investor Relations – Minutes of Stockholders Meetings.
(2) A description of the opportunity given to stockholders to ask questions and a record of the questions asked and answers given in the previous meeting.	Please refer to pages 16-17 of this Information Statement and the Minutes of the Annual Meeting of the Shareholders held on May 10, 2024 which may be viewed and/or downloaded at the website of the Corporation at www.robinsonsbretailholdings.com.ph under "Investor Relations – Minutes of Stockholders Meetings.
(3) The matters discussed and resolutions reached in the previous meeting.	Please refer to pages 16-17 of this Information Statement and the Minutes of the Annual Meeting of the Shareholders held on May 10, 2024 which may be viewed and/or downloaded at the website of the Corporation at www.robinsonsbretailholdings.com.ph under "Investor Relations – Minutes of Stockholders Meetings.

(4) A record of the voting results for each agenda item in the previous meeting.	Please refer to the Minutes of the Annual Meeting of the Shareholders held on May 10, 2024 which may be viewed and/or downloaded at the website of the Corporation at www.robinsonsretailholdings.com.ph under “Investor Relations – Minutes of Stockholders Meetings.
(5) A list of the directors or trustees, officers and stockholders or members who attended the previous meeting.	Please refer to the Minutes of the Annual Meeting of the Shareholders held on May 10, 2024 which may be viewed and/or downloaded at the website of the Corporation at www.robinsonsretailholdings.com.ph under “Investor Relations – Minutes of Stockholders Meetings.
(6) Information in the interest of good corporate governance and the protection of minority stockholders.	Please refer to the Corporate Governance Manual as of May 10, 2024 at the website of the Corporation at https://www.robinsonsretailholdings.com.ph/corporate-governance/
(7) Material information on the current stockholders, and their voting rights.	Please refer to pages 6-7 of this Information Statement.
(8) A detailed, descriptive, balanced and comprehensible assessment of the Corporation’s performance, which shall include information on any material change in the Corporation’s business, strategy, and other affairs.	Please refer to SEC Form 17-A (Annual Report) of the Corporation for the fiscal year ended December 31, 2024 which can be accessed at the website of the Corporation at https://www.robinsonsretailholdings.com.ph/investor-relations/
(9) A financial report for the preceding year, which shall include financial statements duly signed and certified in accordance with this Code and the rules the Commission may prescribe, a statement on the adequacy of the corporation’s internal controls or risk management systems, and a statement of all external audit and non-audit fees.	Please refer to the attached Audited Financial Statements for the fiscal year ended December 31, 2024. A copy of the SEC Form 17-A (Annual Report) of the Corporation for the fiscal year ended December 31, 2024 can be accessed at the website of the Corporation at https://www.robinsonsretailholdings.com.ph/investor-relations/
(10) An explanation of the dividend policy and the fact of payment of dividends or the reasons for nonpayment thereof.	For the dividend policy, please refer to: (a) pages 64-65 of the Management Report on Part IV Corporate Governance, Item 13. Corporate Governance, Dividend policy and (b) the disclosure filed by the Corporation with the PSE last March 9, 2020 on the adoption of dividend policy which can be found at the website of the Corporation at https://www.robinsonsretailholdings.com.ph/wp-content/uploads/2020/03/PSE-Disclosure-Form-4-30-Material-InformationTransactions-Adoption-of-a-New-Dividend-Policy.pdf . For the dividends which have been paid by the Corporation, please refer to pages 31-32 of the Management Report on Part II – Operational and Financial Information, Item 5. Market for Registrant’s Common Equity and Related Stockholder Matters, (C) Dividends.

(11) Director profiles which shall include, among others, their qualifications and relevant experience, length of service in the corporation, trainings and continuing education attended, and their board representations in other corporations.	The profiles of the Nominees For Election to the Board of Directors for the Year 2025, can be found in pages i-iv (preceding the Information Statement) and in the Management Report, Item 9. Directors and Executive Officers of the Registrant, pages 54-57.
(12) A director attendance report, indicating the attendance of each director at each of the meetings of the board and its committees and in regular or special stockholder meetings.	For the attendance of the directors at the meetings of the Board of Directors held in 2024, please refer to pages 13-14 of this Information Statement.
(13) Appraisals and performance reports for the board and the criteria and procedure for assessment.	Please refer to pages 13-14 of this Information Statement and to the Corporate Governance Manual as of May 10, 2024 at the website of the Corporation at https://www.robinsonsretailholdings.com.ph/corporate-governance/
(14) A director compensation report prepared in accordance with applicable the rules and regulations	Please refer to the Management Report, Part III Control and Compensation Information, Item 10, Executive Compensation found in pages 59-60 and to pages 14-15 of this Information Statement.
(15) Director disclosures on self-dealings and related party transactions.	Please refer to page 13 of this Information Statement.
(16) The profiles of directors nominated or seeking election or reelection.	The profiles of the Nominees for Election to the Board of Directors for the Year 2025, can be found in pages i-iv (preceding the Information Statement) and in the Management Report, Item 9. Directors and Executive Officers of the Registrant, pages 54-57.

(b) Date of the Annual Meeting

Under Section 1 of Article VI of the Amended By-Laws of the Corporation, the Annual Meeting of the Shareholders shall be held on any day in May of each year as may be determined by the Board of Directors. Pursuant to such authority under the Amended By-Laws, on February 4, 2025 the Board of Directors, by unanimous vote, approved that the 2025 Annual Meeting of the Shareholders of the Corporation be scheduled on May 9, 2025.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

Item 2. Rights of Shareholders; Dissenters' Right of Appraisal

The Corporation recognizes the right of all shareholders to be treated fairly and equally whether they are controlling, minority, local or foreign. The Corporation respects the rights of shareholders as provided under the Revised Corporation Code and other laws, and as stated in its Articles of Incorporation and By-Laws.

Under Section 80 of the Revised Corporation Code, shareholders of the Corporation may exercise their appraisal right, which is the right of shareholders to dissent and demand payment of the fair value of

their shares, in the following instances: (a) in case an amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; (b) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code; (c) in case of merger or consolidation; and (d) in case of investment of corporate funds for any purpose other than the primary purpose of the Corporation.

Shareholders of the Corporation may exercise their appraisal right against the proposed actions which qualify as instances giving rise to the exercise of such right subject to compliance with the requirements and procedure set forth under Title X of the Revised Corporation Code of the Philippines which include: (a) voting against the proposed action; (b) making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken. If the dissenting shareholder fails to make a demand within 30 days from the date on which the vote was taken, the appraisal right shall be deemed to have been waived. If the proposed corporate action is implemented and the appraisal right was properly exercised, the Corporation shall pay the shareholders the agreed fair value of their shares upon surrender of the corresponding stock certificates.

There are no matters to be acted upon by the shareholders at the Annual Meeting of the Shareholders to be held on May 9, 2025 which would give rise to the exercise of the appraisal right.

Item 3. Interest of Certain Persons in or Opposition to Matters to be acted upon

None of the following persons have any substantial interest, direct or indirect, in any matter to be acted upon other than election to office:

1. Directors or officers of the Corporation at any time since the beginning of the last fiscal year;
2. Nominees for election as directors of the Corporation;
3. Associate of any of the foregoing persons.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) Voting securities entitled to be voted at the meeting:

The list of the shareholders of the Corporation as of April 4, 2025, the record date set for the Annual Meeting of the Shareholders, [will be] provided by the transfer agent and [will be] filed with the Philippine Stock Exchange (PSE) in accordance with the requirements of the PSE. Based on such list, the Corporation has 1,418,785,145 outstanding shares which are entitled to vote at the Annual Meeting of the Shareholders. Every shareholder shall be entitled to one vote for each share of stock held as of the established record date.

(b) Record date:

The record date set for purposes of determining the shareholders entitled to notice of and to vote at the Corporation's Annual Meeting of Shareholders is April 4, 2025.

Section 9, Article VI of the By-Laws of the Corporation states that, for purposes of determining the shareholders entitled to notice or to vote or be voted for at any meeting of the shareholders or any adjournments thereof, or entitled to receive payment of any dividends or other distribution or allotment of any rights, or for the purpose of any other lawful action, or for making any other proper determination of shareholders, the Board of Directors may provide that the stock and transfer books be closed for a stated period, which shall not be more than sixty (60) days nor less than thirty (30) days before the date of such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such

determination of shareholders. A determination of shareholders of record entitled to notice of or to vote or be voted for at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(c) Election of Directors:

Section 1.1, Article II of the By-Laws of the Corporation provides that the directors of the Corporation shall be elected by plurality vote at the annual meeting of the shareholders for that year at which a quorum is present. At each election for directors, every shareholder shall have the right to vote, in person or by proxy, 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.

In accordance with Section 23 of the Revised Corporation Code, shareholders entitled to vote shall have the right to vote the number of shares of stock standing in their own names, as of the record date, based on the books and records of the transfer agent of the Corporation. The said shareholder may: (a) vote such number of shares for as many persons as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of the shares owned; or (c) distribute them on the same principle among as many candidates as may be seen fit: provided, that the total number of votes cast shall not exceed the number of shares owned by the shareholders as shown in the books and records of the transfer agent of the Corporation multiplied by the whole number of directors to be elected.

(d) Security Ownership of Certain Record and Beneficial Owners and Management

1. Security Ownership of Certain Record and Beneficial Owners of more than 5% of the Corporation's voting securities as of March 31, 2025

Title of Class	Names and addresses of record owners and relationship with the Company	Name of beneficial owner and relationship with record owner	Citizenship	Number of shares held	% to Total Outstanding
Common	JE Holdings, Inc. 43/F Robinsons Equitable Tower, ADB Avenue corner Poveda Street Ortigas Center, Pasig City (stockholder)	Same as record owner (See note 1)	Filipino	484,749,997 (Direct) 6,550,000 (Indirect under PCD Nominee) 491,299,997 (Total)	34.62%
Common	GCH Investments Pte Ltd 239 Alexandra Road, Singapore 159930 (stockholder)	Same as record owner (See note 2)	Singaporean	315,309,308 (Indirect under PCD Nominee)	22.22%
Common	PCD Nominee Corporation (Filipino) 37/F Tower 1, The Enterprise Center, Ayala Ave. cor. Paseo de Roxas, Makati City (stockholder)	PDTC Participants and their clients (See note 3)	Filipino	213,190,175	15.02%

Title of Class	Names and addresses of record owners and relationship with the Company	Name of beneficial owner and relationship with record owner	Citizenship	Number of shares held	% to Total Outstanding
Common	PCD Nominee Corporation (Non-Filipino) 37/F Tower 1, The Enterprise Center, Ayala Ave. cor. Paseo de Roxas, Makati City (stockholder)	PDTC Participants and their clients (See note 3)	Non-Filipino	118,813,971	8.37%
Common	Lance Y. Gokongwei 43/F Robinsons Equitable Tower, ADB Avenue corner Poveda Street Ortigas Center, Pasig City (stockholder)	Same as record owner	Filipino	91,952,656	6.48%
Common	Robina Gokongwei Pe 110 E. Rodriguez Jr. Ave., Bagumbayan, Quezon City (Chairman, Director and stockholder)	Same as record owner	Filipino	89,906,846 (Direct) 2,045,808 (Indirect under PCD Nominee) 91,952,654 (Total)	6.48%

Notes:

1. JE Holdings, Inc. is a company owned by members of the Gokongwei family. Under the By-Laws of JE Holdings, Inc., the President is authorized to represent the Corporation at all functions and proceedings. The incumbent President of JE Holdings, Inc. is Mr. Lance Y. Gokongwei.
2. GCH Investments Pte Ltd is a wholly owned member of the Dairy Farm International Holdings Ltd. Group of Companies.
3. PCD Nominee Corporation is the registered owner of the shares in the books of the Corporation's transfer agent. PCD Nominee Corporation is a corporation wholly-owned by Philippine Depository and Trust Corporation, Inc. (formerly the Philippine Central Depository) ("PDTC"), whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged in the PDTC. PDTC is a private corporation organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. Under the current system of the PDTC, only participants (brokers and custodians) are recognized by PDTC as the beneficial owners of the lodged shares. Each beneficial owner of shares through his participant is the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee.

Out of the PCD Nominee Corporation account, CLSA Philippines, Inc. holds the following shares of the Corporation as of March 31, 2025:

	<u>No. of shares</u>	<u>% to Outstanding</u>
CLSA Philippines, Inc.	315,309,308	22.22%

Voting instructions may be provided by the beneficial owners of the shares.

2. Security Ownership of Management as of March 31, 2025

Title of Class	Name of beneficial owner	Position	Amount & nature of beneficial ownership		Citizen-ship	% to Total Out-standin g
			Direct	Indirect		
Named Executive Officers (Note 1)						
Common	1. Robina Gokongwei Pe	Director, Chairman	89,906,846	2,045,808	Filipino	6.48%
	2. Stanley C. Co	Director, President and Chief Executive Officer	1	-	Filipino	*
	Sub-Total		89,906,847	2,045,808		6.48%
Other Directors and Executive Officers						
Common	3. James L. Go	Director and Vice Chairman	31,928,005	2,054,400	Filipino	2.39%
Common	4. Scott Price	Director	1	-	American	*
Common	5. Curtis Liu	Director	1	-	Chinese	*
Common	6. Rodolfo P. Ang	Director (Independent)	1	-	Filipino	*
Common	7. Cirilo P. Noel	Director (Independent)	1	-	Filipino	*
Common	8. Enrico S. Cruz	Director (Independent)	50	-	Filipino	*
Common	9. Cesar G Romero	Director (Independent)	10	-	Filipino	*
-	10. Mylene A. Kasiban	Chief Financial Officer and Chief Risk Officer	-	-	Filipino	-
	11. Josemaria D. Catanghal	Chief Information Officer	-	-	Filipino	-
	12. Mark O. Tansiongkun	Chief Procurement Officer	-	-	Filipino	-
-	13. Graciela A. Banatao	Treasurer	-		Filipino	
Common	14. Gina R. Dipaling	Vice President, Corporate Planning, Investor Relations Officer and Head of Sustainability	-	16,500	Filipino	-
-	15. Gabriel Tagala III	Vice President, Human Resources	-	-	Filipino	-
-	16. Rosalinda F. Rivera	Corporate Secretary	-	-	Filipino	-
Common	17. Gilbert S. Millado, Jr.	General Counsel and Compliance Officer	-	500	Filipino	*
	Sub-Total		31,928,069	2,071,400		2.39%
All directors and executive officers as a group unnamed			121,834,916	4,117,208		8.87%

Notes:

1. As defined under Part IV (B) (1) (b) of Annex “C” of SRC Rule 12, the “named executive officers” to be listed refer to the Chief Executive Officer and those that are the four (4) most highly compensated executive officers as of December 31, 2024.

* less than 0.01%

3. Shares owned by foreigners

The total number of shares owned by foreigners as of March 31, 2025 is 434,315,482 common shares.

4. Voting Trust Holders of 5% or more - as of March 31, 2025

There are no persons holding more than 5% of a class under a voting trust or similar agreement.

5. Changes in Control

There has been no change in the control of the Corporation since the beginning of its last fiscal year.

The information as of December 31, 2024 on the section "Security Ownership of Certain Record and Beneficial Owners and Management" are found in Item 11, pages 62-64 of the Management Report.

Item 5. Directors and Executive Officers

(a) Directors and Corporate Officers

Information required hereunder is incorporated by reference to the section entitled "Board of Directors and Executive Officers of the Registrant" on Item 9, pages 55-59 of the Management Report.

(b) Board Nomination and Election Policy

The Remuneration, Nomination and Succession Planning Committee shall oversee the process for the nomination and election of the Board of Directors.

The Remuneration, Nomination and Succession Planning Committee shall pre-screen and shortlist all candidates nominated to become members of the Board of Directors in accordance with the list of qualifications and disqualifications as defined in the Corporation's Corporate Governance Manual with due consideration of the requirements of the Corporation Code, the Securities Regulation Code ("SRC"), the Code of Corporate Governance and relevant SEC Circulars such as the SEC Memorandum Circular No. 16, Series of 2002, the SEC Memorandum Circular No. 19, Series of 2016, as may be amended, relating to the Board of Directors.

The list of the nominees for directors as determined by Remuneration, Nomination and Succession Planning Committee shall be final and no other nomination shall be entertained or allowed after the final list of nominees is prepared.

The members of the Remuneration, Nomination and Succession Planning Committee of the Corporation are the following:

1. Robina Gokongwei Pe - Chairman
2. Enrico S. Cruz
3. Cesar G. Romero
4. James L. Go
5. Curtis Liu

The following individuals have been nominated for election as directors, including independent directors, at the Annual Meeting of Shareholders on May 9, 2025:

1. Robina Gokongwei Pe
2. James L. Go

3. Stanley C. Co
4. Scott Price
5. Curtis Liu
6. Rodolfo P. Ang (Independent Director)
7. Cirilo P. Noel (Independent Director)
8. Enrico S. Cruz (Independent Director)
9. Cesar G. Romero (Independent Director)

(c) Independent Directors

The Corporation has adopted the provisions of SRC Rule 38 on the nomination and election of independent directors and the Amended By-Laws of the Corporation substantially state the requirements on the nomination and election of independent directors set forth in SRC Rule 38.

Presented below is the Final List of Candidates for Independent Directors:

1. **Rodolfo P. Ang, 63** was elected as an independent director of the Corporation on March 9, 2020. He is the Vice President for Administration and an Associate Professor of Ateneo De Manila University. He is the former Dean of the Ateneo Graduate School of Business. He sits on the Board of Trustees of Xavier School. He was formerly an independent director of the Philippine Insurers and Reinsurers Association. He has served the Commission on Higher Education in various capacities, as a member of the Technical Panel for Business and Management Education, member of the Technical Committee for Business Administration and Entrepreneurship, and member of the NCR Regional Quality Assessment Team. He obtained his Bachelor of Science Degree in Management (Honors Program) and Bachelor of Arts Degree in Communications from Ateneo De Manila University where he graduated Magna Cum Laude. He received his Master's Degree in Business Administration Major in Finance from Boston College, Carroll Graduate School of Management.
2. **Cirilo P. Noel, 68** was elected as an independent director of the Corporation on August 12, 2020. He is a lawyer and certified public accountant. He is the Chairman of Security Bank Corporation since May 7, 2024. He is the Chairman of Palm Concepcion Power Corporation, Juxtapose Ergo Consultus, Inc. and Confiar Land Corp. He is likewise a Board member of the following publicly listed companies: Globe Telecom, Inc., San Miguel Foods and Beverage, Inc., and First Philippine Holdings Corporation. He is a member of the Board of Trustees of St. Luke's Medical Center Quezon City and St. Luke's Medical Center College of Medicine. He sits as a board member of St. Luke's Medical Center - Global City, and St. Luke's Foundation, Inc. He is also currently affiliated with the Makati Business Club, Harvard Law School Association of the Phils., and Harvard Club of the Philippines. He was awarded an Honorary Life Member by the Philippine Institute of Certified Public Accountants in November 2024. He held various positions in SGV & Co. including Chairman (from 2010 to 2017), Managing Partner (from 2009 to 2016), Vice Chairman & Deputy Managing Director (from 2004 to 2009), Head of Tax Division (from 2001 to 2008), and Partner, Tax Services (from 1993 to 2017). He graduated from the University of the East with a Bachelor of Science degree in Business Administration and obtained his Bachelor of Law degree from the Ateneo Law School. He has a Master of Law degree from the Harvard Law School and a Fellow of the Harvard International Tax Program. He attended the AIM Management Development Program.
3. **Enrico S. Cruz, 67** was elected as an independent director of the Corporation on April 27, 2022. He is also an independent director of the following companies: Security Bank Corporation, AREIT Inc., The Keepers Holdings Inc., Maxicare Healthcare Corporation, DITO CME Holdings Inc., SB Capital Investment Corporation, CIBI Information Inc. and Maxilife Insurance Corporation. He was the Chief Country Officer of Deutsche Bank (Manila Branch) from June 2003 to July 2019 and was concurrently the bank's Head of Corporate Finance. He joined Deutsche Bank in July 1995 where he established the Global Markets (GM) franchise in the Philippines. Prior to Deutsche Bank, he was a Senior Vice President at Citytrust Banking Corporation (CTBC), an affiliate of Citibank N.A. He previously served as a Director of the Bankers Association of the Philippines (BAP) in 2003-2007, 2011-2015 and 2017-2019 and was a past president of the Money Market

Association of the Philippines. He obtained his B.S. in Business Economics and MBA from the University of the Philippines. He was named by the UP College of Business as a Distinguished Alumnus in 2008 and a Distinguished Alumnus Awardee by the UP School of Economics Alumni Association in 2015.

4. **Cesar G. Romero, 59** was elected as an independent director of the Corporation on August 2, 2022. He is also an independent director of Aboitiz Equity Ventures, Inc. and Aboitiz Power Corporation. He previously served as the President and Chief Executive Officer of Pilipinas Shell Petroleum Corporation (Shell Philippines), a publicly-listed company, from November 1, 2016 to November 30, 2021. He served in various capacities in the Shell Group of companies, both local and international. He was formerly the Vice President-Global Retail Network and the Vice President of Retail Sales and Operations East (covering Southeast Asia, South Asia, and China). He was a member of the Shell Global Retail Leadership team which set policies, strategy, annual business targets, capital allocation, and operations for Shell's Downstream Retail Business comprised of over 43,000 petrol stations in the world, the largest single branded retailer in the world. He holds a Bachelor of Science in Mechanical Engineering (Cum Laude) from the University of the Philippines, and a Masters Degree in Business Administration (with High Distinction) from the University of Michigan. He has also attended a variety of management development courses at the London Business School and the Wharton Business School.

In accordance with SEC Memorandum Circular No. 5, Series of 2017, the Certifications of Independent Directors executed by the aforementioned candidates for independent directors of the Corporation are attached hereto as Annex "A" (Rodolfo P. Ang), Annex "B" (Cirilo P. Noel), Annex "C" (Enrico S. Cruz) and Annex "D" (Cesar G. Romero).

The nominees for Independent Directors were nominated by JE Holdings, Inc. The President of JE Holdings, Inc. is authorized under its By-Laws to represent the corporation at all functions and proceedings. None of the nominees for independent directors of the Corporation are related to JE Holdings, Inc. or to its President.

Under SEC Memorandum Circular No. 19, Series of 2016 (SEC Circular), the SEC allows independent directors the maximum tenure of nine (9) years to sit in the Board of a publicly listed company except in meritorious cases and subject to the affirmative vote of the shareholders representing the majority of the Corporation's total outstanding capital stock.

Name of Independent Director	Date First Elected	Total number of years as an Independent Director of the Corporation
Mr. Rodolfo P. Ang	March 9, 2020	5 years
Mr. Cirilo P. Noel	August 12, 2020	5 years
Mr. Enrico S. Cruz	April 27, 2022	3 years
Mr. Cesar G. Romero	August 2, 2022	3 years

Since Mr. Rodolfo P. Ang and Mr. Cirilo P. Noel were elected as independent directors in 2020 and Mr. Enrico S. Cruz and Mr. Cesar G. Romero were elected as independent directors in 2022 as indicated in the table above, then the tenure of the said independent directors are well within the permissible period under the afore-mentioned SEC circular and the Corporation continues to be compliant with existing SEC rules.

(d) Significant Employees

The Corporation does not believe that its business is dependent on the services of any particular employee.

(e) Family Relationships

Ms. Robina Gokongwei Pe is the niece of Mr. James L. Go.

(f) Involvement in Certain Legal Proceedings of Directors and Executive Officers

To the best of the Corporation's knowledge and belief and after due inquiry, none of the Corporation's directors, nominees for election as director, or executive officers, in the past five years up to the date of this report:

1. Have had any petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within a three-year period of that time;
2. Have been convicted by final judgment in a criminal proceeding, domestic or foreign, or have been subjected to a pending judicial proceeding of a criminal nature, domestic or foreign, excluding traffic violations and other minor offenses;
3. Have been subjected to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities; or
4. Have been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Philippine SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated.

(g) Certain Relationships and Related Party Transactions

1. Related Party Transactions with Parent Company, Joint Venture Companies and Affiliates

The Corporation, in its regular conduct of business, had engaged in transactions with its ultimate parent company, its joint venture companies, and affiliates. See Note 23 (Related Party Disclosures) of the Notes to the Consolidated Financial Statements as of December 31, 2024 on pages 58-59 of the audited consolidated financial statements as of December 31, 2024.

Information on the parent of the Corporation, the basis of control, and the percentage of voting securities owned as of March 31, 2025:

<u>Parent Company</u>	<u>Number of Shares Held</u>	<u>% Held</u>
JE Holdings, Inc.	491,299,997	34.62%

2. Directors Disclosures on Self-Dealing and Related Party Transactions

No transaction, without proper disclosure, was undertaken by the Corporation in which any director, executive officer, or any nominee for election as director was involved or had a direct or indirect material interest.

Directors, officers and employees of the Corporation are required to promptly disclose any business or family-related transactions with the Corporation to ensure that potential conflicts of interest are surfaced and brought to the attention of the management.

(h) Appraisals and Performance Report for the Board

The attendance of the directors at the meetings of the Board of Directors held in 2024 is as follows:

Directors	No. of Meetings Attended/Held	Attendance Percentage
James L. Go	6/6	100%
Lance Y. Gokongwei*	6/6	100%
Robina Gokongwei Pe	6/6	100%

Scott Price	6/6	100%
Choo Peng Chee**	5/6	83.33%
Rodolfo P. Ang	6/6	100%
Cirilo P. Noel	6/6	100%
Enrico S. Cruz	6/6	100%
Cesar G. Romero	6/6	100%

*On July 25, 2024, it was announced that Mr. Lance Y. Gokongwei shall step down Chairman and as a Director of RRHI to assume the role of Board Adviser of RRHI effective January 1, 2025. On the same date, the Board of Directors of RRHI elected Mr. Stanley C. Co as a Director of RRHI and be the President and Chief Executive Officer of RRHI effective January 1, 2025.

** Mr. Choo Peng Chee resigned as a Director and member of the Audit and Risk Oversight Committee of RRHI effective September 1, 2024. On July 25, 2024, the Board of Directors elected Mr. Curtis Liu as a Director of RRHI effective September 1, 2024.

The Board has established committees to assist in exercising its authority in monitoring the performance of the Corporation in accordance with its Corporate Governance Manual, Code of Business Conduct and related SEC Circulars. The Corporate Governance and Sustainability Committee of the Corporation oversees the performance evaluation of the Board and its committees and management.

(i) Information required by Part IV paragraphs (A), (D) (1) and (D) (3) of Annex C, as amended.

There is no director who has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of the shareholders because of a disagreement with the Corporation on any matter relating to the operations, policies or practices of the Corporation.

Item 6. Compensation of directors and executive officers

(a) Summary Compensation Table

The following table sets out the Company's Chief Operating Officer and four most highly compensated senior officers for the last three years and projected for 2024.

Name	Position
Robina Gokongwei Pe	President and Chief Executive Officer
Stanley C. Co	Chief Operating Officer
Mylene A. Kasiban	Chief Financial Officer
Christine O. Tueres	Managing Director of Food Segment (Big Formats)
Erneliza L. De Jesus	Group General Manager of Food Segment (Small Formats)

The aggregate compensation of executive officers and directors of the Corporation and senior officers of certain business segments of the Corporation for the last three years and projected for the year 2024 are as follows:

ACTUAL

	Year	Salaries	Bonuses	Total
				(in ₱ million)
President and Chief Executive Officer and four most highly compensated Executive Officers	2021	49.27	4.36	53.59
	2022	53.38	4.51	57.89
	2023	57.83	5.06	62.89
	2024	62.85	5.43	68.28
Aggregate compensation paid to all other	2021	127.78	10.89	138.67

general managers, heads for shared services	2022	130.37	10.71	141.08
and directors as a group unnamed	2023	145.44	12.55	157.99
	2024	157.72	13.56	171.28

PROJECTED 2025 (in ₱ million)			
	Salaries	Bonuses	Total
President and Chief Executive Officer and four most highly compensated Executive Officers	72.53	6.15	78.68
Aggregate compensation paid to all other general managers, heads for shared services and directors as a group unnamed	171.66	14.56	186.22

(b) Compensation of Directors

1. Standard Arrangements

Other than payment of reasonable per diem as may be determined by the Board for every meeting, there are no standard arrangements pursuant to which the directors are compensated, directly or indirectly, for any services provided as a director.

2. Other Arrangements

There are no other arrangements pursuant to which any of the directors is compensated, directly or indirectly, for any service provided as a director.

The incumbent members of the Remuneration, Nomination and Succession Planning Committee of the Corporation are as follows:

1. Robina Gokongwei Pe - Chairman
2. Enrico S. Cruz
3. Cesar G. Romero
4. James L. Go
5. Curtis Liu

(c) Employment Contracts and Termination of Employment and Change-in-Control Arrangement

There are no special employment contracts between the Corporation and the named executive officers.

(d) Warrants and Options Outstanding

There are no outstanding warrants or options held by the Corporation's Chief Executive Officer, the named executive officers, and all officers and directors as a group.

Item 7. Independent Public Accountants

Sycip Gorres Velayo & Co. (SGV & Co.) has acted as the Corporation's independent public accountant. The same accounting firm will be nominated for reappointment for the current fiscal year at the annual meeting of shareholders. The representatives of the principal accountant have always been present at prior year's meetings and are expected to be present at the current year's Annual Meeting of Shareholders. They may also make a statement and respond to appropriate questions with respect to matters for which their services were engaged.

The current handling partner of SGV & Co. assigned to the Corporation is Mr. Martin C. Guantes. He was assigned to the Corporation in 2024 and is expected to be rotated every seven years.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There are no changes in and disagreements with accountants on accounting and financial disclosure.

The incumbent members of the Audit and Risk Oversight Committee of the Corporation are as follows:

1. Cirilo P. Noel – Chairman (Independent Director)
2. Rodolfo P. Ang (Independent Director)
3. Enrico S. Cruz (Independent Director)
4. Cesar G. Romero (Independent Director)
5. Scott Price
6. James L. Go – Advisory Member
7. Robina Gokongwei Pe - Advisory Member

Item 8. None.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Items 9-14. None.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following are included in the agenda of the Annual Meeting of Shareholders for the approval of the shareholders:

1. Reading and approval of the Minutes of the Annual Meeting of the Shareholders held on May 10, 2024.
2. Presentation of the Annual Report and Approval of the Audited Financial Statements for the year ended December 31, 2024.
3. Election of Board of Directors.
4. Appointment of External Auditor.
5. Ratification of the acts of the Board of Directors and its committees, officers and management.

The matters approved and recorded in the Minutes of the Annual Meeting of the Shareholders last May 10, 2024 are as follows:

1. Approval of the Minutes of the Annual Meeting of the Shareholders held on May 12, 2023;
2. Presentation of the Annual Report and Approval of the Audited Financial Statements for the year ended December 31, 2023;
3. Election of Board of Directors;
4. Appointment of External Auditor;
5. Ratification of all acts of the Board of Directors and its committees, officers and management since the last annual meeting.

The 2024 Annual Meeting of the Shareholders was held via remote communication and was attended by the shareholders, the Board of Directors, and various officers of the Corporation. The shareholders were allowed vote on each agenda item presented to them for approval, with the number of votes approving each agenda item indicated in their respective sections in the Minutes. The shareholders were also given the opportunity through electronic mail to ask questions, express opinion, and make suggestions on various issues related to the Corporation. In compliance with Section 49 of the Revised Corporation Code, the Minutes of the Annual Meeting of the Shareholders held on May 10, 2024 and the 2024 Definitive

Information Statement contain the following: (a) a description of the voting and tabulation procedures used in the meeting, (b) a description of the opportunity given shareholders to ask questions and a description of the nature of the questions, (c) matters discussed and resolutions reached and the record of the voting results for each agenda item and (d) a list of the directors and shareholders who attended the meeting. The Minutes of the Annual Meeting of the Shareholders held on May 10, 2024 may be viewed and/or downloaded at the website of the Corporation at www.robinsonsbankretailholdings.com.ph under “Investor Relations – Minutes of Stockholders Meetings”.

Brief description of material matters approved by the Board of Directors and Management and disclosed to the SEC and PSE for ratification by the shareholders:

Date of Disclosure	Description
Jan. 1, 2024	Due to the approval by the SEC on December 29, 2023 of the merger between BPI and Robinsons Bank Corporation, all corporate and regulatory approvals for such merger have been received. Effective 1 January 2024, BPI and Robinsons Bank Corporation have merged with BPI as the surviving entity.
Jan. 25, 2024	Robinsons Retail Holdings, Inc.'s 4Q/FY 2023 Unaudited Results Earnings Call
Jan. 30, 2024	Approval and confirmation of the change in the stock transfer agent of RRHI from RCBC Stock Transfer Department to RCBC Trust Corporation. Approval of the appointment of Mr. Josemaria D. Catanghal as the new Chief Information Officer of RRHI
Feb. 1, 2024	Material Information/Transactions and Press Release - Robinsons Retail 2023 Core Net Earnings Hit Php5.6 billion
March 12, 2024	Acquisition of shares by an officer
March 15, 2024	Due to the approval by the SEC of the application of RCBC Trust Corporation as a transfer agent on March 14, 2024, the effective date of termination of Rizal Commercial Banking Corporation – Stock Transfer Department as the stock transfer agent of RRHI and the date of engagement of RCBC Trust Corporation as the new stock transfer agent of RRHI shall be March 27, 2024.
March 15, 2024	Approval to set the 2024 Annual Meeting of the Shareholders of RRHI on May 10, 2024 at 9:30 am via remote communication and with April 5, 2024, as the record date for the said meeting
April 18, 2024	Robinsons Retail Holdings, Inc.'s 1Q 2024 Unaudited Results Earnings Call
April 26, 2024	Material Information/Transactions and Press Release - Robinsons Retail's First Quarter Core Net Earnings Increase by 8.5%
May 10, 2024	The Board of Directors of RRHI approved the matters set out below: 1. The declaration of a cash dividend in the amount of Two Pesos (P2.00) per share from the unrestricted retained earnings of RRHI as of December 31, 2023 to shareholders of record as of May 27, 2024 and payable on June 10, 2024. 2. The revisions to the Corporate Governance Manual and the adoption of such Corporate Governance Manual, as revised. 3. The creation of the Remuneration, Nomination and Succession Planning Committee and its charter. 4. The following corporate governance policies: (a) Board Diversity Policy; (b) IT Risk Governance Policy; (c) Code of Business Conduct and Ethics; and (d) Remuneration, Nomination and Succession Planning Policy.
May 10, 2024	Results of the Annual Shareholders Meeting Results of the Organizational Meeting of the Board of Directors
July 23, 2024	Robinsons Retail Holdings, Inc.'s 1H 2024 Unaudited Results Earnings Call

July 25, 2024	<p>The Board of Directors of RRHI approved the following matters at its meeting held on July 25, 2024:</p> <ol style="list-style-type: none"> 1. Mr. Lance Y. Gokongwei shall step down as Chairman and as a Director of RRHI to assume the role of Board Adviser of RRHI effective January 1, 2025. 2. Ms. Robina Gokongwei Pe shall transition to the role of Chairman of RRHI effective January 1, 2025. She will likewise be the Chairman of the Remuneration, Nomination and Succession Planning Committee effective January 1, 2025. 3. Mr. Stanley C. Co shall be a Director of RRHI and be the President and Chief Executive Officer of RRHI effective January 1, 2025. 4. Mr. Curtis Liu shall be a Director of RRHI and be a member of the Audit and Risk Oversight Committee effective September 1, 2024. He will take the seat to be vacated by Mr. Choo Peng Chee who has resigned as a Director and member of the Audit and Risk Oversight Committee of RRHI effective September 1, 2024. 5. The share buyback program was extended for the additional amount of Philippine Pesos: One Billion (P1,000,000,000.00). 6. The By-Laws of RRHI shall be amended in order to change the date of the annual meeting of the shareholders from “the last Thursday of May” to “any day in May of each year as may be determined by the Board of Directors”. <p>Press Release - Robinsons Retail appoints Stanley C. Co as President & CEO</p>
July 30, 2024	Material Information/Transactions and Press Release - Robinsons Retail's Core Net Earnings Up 15% in the Second Quarter
October 18, 2024	Robinsons Retail Holdings, Inc.'s 3Q / 9M 2024 Unaudited Results Earnings Call
October 22, 2024	Changes in Board Committee Members
October 25, 2024	Material Information/Transactions and Press Release - Robinsons Retail's Core Net Earnings Higher by 8% in the First Nine Months of 2024

Item 16. None

Item 17. Amendment of Charter, By-Laws or Other Documents

None.

Item 18. None

Item 19. Voting Procedures

(a) The vote required for approval or election:

Pursuant to Article VI, Section 6 of the By-Laws of the Corporation, 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 shareholders' 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. Shareholders 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.

Listed below are the matters in the agenda of the Annual Meeting of Shareholders on May 9, 2025 for the approval of the shareholders and the corresponding voting requirements:

Agenda Item	Voting Requirement
1. Approval of the Minutes of the Annual Meeting of the Shareholders held on May 10, 2024.	Affirmative vote of at least a majority of the outstanding capital stock of the Corporation
2. Approval of the Audited Financial Statements for the year ended December 31, 2024.	Affirmative vote of at least a majority of the outstanding capital stock of the Corporation
3. Election of Board of Directors.	Affirmative vote of at least a majority of the outstanding capital stock of the Corporation
4. Appointment of External Auditor.	Affirmative vote of at least a majority of the outstanding capital stock of the Corporation
5. Ratification of the acts of the Board of Directors and its committees, officers and management.	Affirmative vote of at least a majority of the outstanding capital stock of the Corporation

(b) The method by which votes will be counted:

Article VI, Section 7 of the By-Laws of the Corporation provides that at each meeting of the shareholders, every shareholder, 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 shareholders, 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.

Article VI, Section 8 of the By-Laws also provides that shareholders 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 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 shareholder appears in person.

Article II, Section 1.1 of the By-Laws provides that the directors of the Corporation shall be elected by plurality vote at the annual meeting of the shareholders for that year at which a quorum is present. At each election for directors, every shareholder 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.

Sections 23 and 57 of the Revised Corporation Code provides that the Corporation may allow a shareholder to cast his vote *in absentia* via modes which the Corporation shall establish, taking into account the Corporation's scale, number of shareholders or members, structure and other factors consistent with the basic right of corporate suffrage.

The Secretary shall record all the votes and proceedings of the shareholders and of the directors in a book kept for that purpose.

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. Please refer to Annex E for the guidelines for voting by digital ballot, voting *in absentia* and voting by proxy.

Item 20. Participation of Shareholders by Remote Communication

In accordance with the relevant provisions of the By-Laws of the Corporation which allow meetings of the Corporation to be conducted by remote communication, the Corporation will allow attendance by the shareholders at the Annual Meeting only by remote communication. The livestream of the meeting shall be viewable at the following web address: <https://bit.ly/RRHIASM2025>.

In order for the Corporation to properly conduct validation procedures, shareholders who wish to participate via remote communication and be considered as present for purposes of quorum must notify the Corporate Secretary by sending an email to: corpsec@robinsonsonretail.com.ph on or before April 30, 2025.

Please refer to Annex E for the guidelines for participation via remote communication, for registration, for voting *in absentia* and for voting by proxy.

Restriction that Limits the Payment of Dividends on Common Shares

None.

Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction.

Not applicable. The shares of the Corporation are listed in the Philippine Stock Exchange.

Additional Information as of March 31, 2025 are as follows:

1. Market Price

<u>2025</u>	<u>High</u>	<u>Low</u>
January 2025	P36.90	P33.90
February 2025	P37.90	P33.75
March 2025_	P39.00	P36.50

The market price of the Corporation's common equity as of March 31, 2025 is P37.70.

2. The number of shareholders as of record as of March 31, 2025 was 47.

Common shares outstanding as of March 31, 2025 were 1,418,785,145 with a par value of P1.00 per share.

3. List of Top 20 Shareholders of the Corporation as of March 31, 2025

Name of stockholder	Number of shares held			Percent to Total Outstanding
	Direct	Indirect (Under PCD Nominee)	Total	
1. JE Holdings, Inc.	484,749,997	6,550,000	491,299,997	34.62%
2. GCH Investments Pte Ltd		315,309,308	315,309,308	22.22%
3. PCD Nominee Corporation (Filipino)	213,190,175		213,190,175	15.02%

Name of stockholder	Number of shares held			Percent to Total Outstanding
	Direct	Indirect (Under PCD Nominee)	Total	
4. PCD Nominee Corporation (Non-Filipino)	118,813,971		118,813,971	8.37%
5. Lance Y. Gokongwei	91,952,656		91,952,656	6.48%
6. Robina Gokongwei-Pe	89,906,846	2,045,808	91,952,654	6.48%
7. James L. Go	31,928,005	2,054,400	33,982,405	2.39%
8. Robinson Bank Trust Account No. TA#030-172-530121	29,968,949		29,968,949	2.11%
9. Lisa Y. Gokongwei-Cheng	29,926,449		29,926,449	2.11%
10. Wilfred T. Co	2,027,936		2,027,936	0.14%
11. Kun Jiang	116,000		116,000	0.00%
12. Lucio W. Yan &/or Clara Y. Yan	100,000		100,000	0.00%
13. Lisa Y. Gokongwei-Cheng	42,500		42,500	0.00%
14. Lilan Rao	41,900		41,900	0.00%
15. Qiu, Bo	24,300		24,300	0.00%
16. Yi Ying Wu	10,000		10,000	0.00%
17. Iris Veronica G. Lim	5,200		5,200	0.00%
18. Mercedes Del Rosario or Miguel Carlos Del Rosario or Paolo Jose Del Rosario	4,000		4,000	0.00%
19. Joselito C. Herrera	3,500		3,500	0.00%
20. Gabrielle Claudia F. Herrera	2,500		2,500	0.00%
20. Nadezhda Iskra F. Herrera	2,500		2,500	0.00%
21. Others	8,245		8,245	0.00%
Total outstanding	1,092,825,629	325,959,516	1,418,785,145	100.00%

Discussion on compliance with leading practices on corporate governance

a) Evaluation System to Determine Level of Compliance

The Corporate Governance and Sustainability Committee oversees the development and implementation of corporate governance principles and policies. It is tasked with the implementation of a Corporate Governance Framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the Corporation's size, complexity and business strategy, as well as the business and regulatory environment. In addition, this Committee has oversight functions over the evaluation of the performance of the Board and its Committees and Management and ensures that its business processes and practices are consistent with the provisions of the Corporate Governance Manual.

(b) Measures for Compliance

The Corporation complies with its Corporate Governance Manual which contains relevant provisions of the Code of Corporate Governance and submits the required reports in compliance with the rules and regulation of the SEC and the PSE.

SEC Memorandum Circular No. 15, Series of 2017 mandates all listed companies to submit an Integrated Annual Corporate Governance Report (I-ACGR) on May 30 of the following year for every year that such companies remain listed in the PSE, subject to such extension of the date of submission as may be allowed by the SEC.

In compliance with SEC Memorandum Circular No. 15 Series of 2017, RRHI submitted its I-ACGR for the year 2023 with the SEC and PSE on May 29, 2024. The I-ACGR for the year 2024 is due for submission with the SEC and PSE on or before May 30, 2025.

(c) Deviation from Corporate Governance Manual

The Compliance Officer of the Company is not aware of any material deviation from the Corporate Governance Manual.

(d) Plans to Improve Corporate Governance

Continuous improvement and monitoring of governance and management policies have been undertaken to ensure that RRHI observes good governance and management practices. This is to assure the shareholders that RRHI conducts its business with the highest level of integrity, transparency and accountability. The Corporation adheres to the principles and practices of good corporate governance, as embodied in its Revised Corporate Governance Manual, Code of Business Conduct and related SEC Circulars.

On May 10, 2024, the Board of Directors approved the latest revisions to the Corporate Governance Manual of the Corporation. This Corporate Governance Manual supersedes the previous Manual which was approved by the Board and submitted to the SEC last August 13, 2021. The Corporate Governance Manual as of May 10, 2024 was filed with SEC and disclosed with the PSE on the same date. Continuous improvement and monitoring of governance and management policies have been undertaken to ensure that the Corporation observes good governance and management practices. This is to assure the shareholders that the Corporation conducts its business with the highest level of integrity, transparency and accountability.


ROBINSONS RETAIL HOLDINGS, INC., AS REGISTRANT, WILL PROVIDE WITHOUT CHARGE, UPON WRITTEN REQUEST, A COPY OF THE REGISTRANT'S ANNUAL REPORT ON SEC FORM 17-A. SUCH WRITTEN REQUESTS SHOULD BE DIRECTED TO THE OFFICE OF THE CORPORATE SECRETARY, 4th FLOOR, BUILDING A, ROBINSONS RETAIL HEAD OFFICE, 110 E. RODRIGUEZ, JR., AVENUE, BAGUMBAYAN, QUEZON CITY, METRO MANILA, PHILIPPINES.

(SIGNATURE PAGE FOLLOWS)

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Definitive Information Statement is true, complete and correct. This report is signed on April 8, 2025.

ROBINSONS RETAIL HOLDINGS, INC.


ROSALINDA F. RIVERA
CORPORATE SECRETARY

ANNEX A

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **RODOLFO P. ANG**, Filipino, of legal age and a resident of 29 6th Street, New Manila, Quezon City, in accordance with law do hereby declare that:

1. I am a nominee for independent director of Robinsons Retail Holdings, Inc. and have been its independent director since March 9, 2020.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/ Relationship	Period of Service
Ateneo De Manila University	Associate Professor Vice President for Administration	1998 to Present
Clear Sky Developers, Inc.	Managing Director	2000 to Present
Clear Stream Developers, Inc.	Managing Director	2003 to Present
Manila Merchants Food Industries, Inc.	Managing Director	1991 to Present
Montalban Food Merchants, Inc.	Managing Director	2009 to Present
Mountain Dragon Food Merchants, Inc.	Managing Director	2016 to Present
Valley Dragon Food Merchants, Inc.	Managing Director	2019 to Present
Lakeshore Dragon Food Merchants, Inc.	Managing Director	2019 to Present
Golden Sky Foods Corporation	Managing Director	2000 to Present
Golden Dawn Foods Corporation	Managing Director	2001 to Present
Golden Rain Foods Corporation	Managing Director	2003 to Present
Golden Mist Foods Corporation	Managing Director	2003 to Present
Golden Sunrise Foods Corporation	Managing Director	2006 to Present
Tanauan Food Merchants, Inc.	Managing Director	2005 to Present
Perla Compania De Seguros, Inc.	Independent Director	2006 to Present
International Association of Jesuit Business Schools	Director	2008 to Present
Center for Strategic Reforms, Philippines	Vice President	2019 to Present
Jollibee Franchisees' Association	Member	1991 to Present
Xavier School, Inc.	Trustee	1999 to 2001; 2007 to Present
Fr. Barbero Foundation for PGH Charity Patients	Trustee Chairman of the Board	2005 to Present 2015 to Present
ERDA Foundation and ERDA Tech Foundation	Trustee Vice Chairman	2007 to Present 2012 to Present
San Jose Seminary	Trustee	2011 to Present

Commission on Higher Education	Member, Technical Committee on Business Administration and Entrepreneurship	2008 to Present
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3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Robinsons Retail Holdings, Inc., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of Robinsons Retail Holdings, Inc. and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

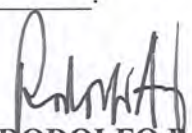
Name of Director/ Officer/ Substantial Shareholder	Company	Nature Of Relationship
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding:

Offense Charged/ Investigated	Tribunal Or Agency Involved	Status
N/A	N/A	N/A

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of Robinsons Retail Holdings, Inc. of any changes in the abovementioned information within five days from its occurrence.


Done, this _____, at _____.


RODOLFO P. ANG
Affiant

SUBSCRIBED AND SWORN to before me this MAR 31 2025 at QUEZON CITY, affiant personally appeared before me and exhibited to me his Tax Identification No. _____

Doc No. 72 ;
Page No. 16 ;
Book No. XI ;
Series of 2025.




ATTY. GILBERT S. MILLADO, JR.
Roll No. 45039
Notary Public for Quezon City
110 E Rodriguez Jr. Ave., Bagumbayan, Quezon City
PTR No. 7009611; 01/02/2025; Quezon City
IBP No. 327346; 12/12/2023; CALMANA
TIN No. 166-215-485
Commission Adm. Matter No. Np-326/2024-2026
MCLE Compliance No. VM 0011563; April 14, 2025

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **CIRILO P. NOEL**, Filipino, of legal age and a resident of 817 Gamao Street, Ayala Alabang Village, Muntinlupa City 1780, in accordance with law do hereby declare that:

1. I am a nominee for independent director of Robinsons Retail Holdings, Inc. and have been its independent director since August 12, 2020.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/ Relationship	Period of Service
Juxtapose Ergo Consultus Inc.	Chairman	Present
Palm Concepcion Power Corporation	Chairman	Present
Confiar Land Corp.	Chairman	Present
Security Bank Corporation	Chairman	Present
Globe Telecom, Inc.	Independent Director	Present
San Miguel Foods and Beverage, Inc.	Independent Director	Present
First Philippine Holdings Corporation	Independent Director	Present
Eton Properties, Inc.	Director	Present
Transnational Diversified Group Holdings, Inc.	Director	Present
LH Paragon Group, Golden ABC	Director	Present
Amber Kinetics Holding Co. PTE LTD	Director	Present
St. Luke's Medical Center	Trustee	Present
St. Luke's Medical Center College of Medicine	Trustee	Present
St. Luke's Medical Center Foundation, Inc.	Trustee	Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Robinsons Retail Holdings, Inc., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of Robinsons Retail Holdings, Inc. and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

Name Of Director/ Officer/ Substantial Shareholder	Company	Nature Of Relationship
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding:

Offense Charged/ Investigated	Tribunal Or Agency Involved	Status
N/A	N/A	N/A

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of Robinsons Retail Holdings, Inc. of any changes in the abovementioned information within five days from its occurrence.


Done this _____, at _____.


CIRILO P. NOEL
Affiant

SUBSCRIBED AND SWORN to before me this MAR 31 2025 at QUEZON CITY,
affiant personally appeared before me and exhibited to me his Tax Identification No. _____

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Page No. 15 ;
Book No. XI ;
Series of 2025.




ATTY. GILBERT S. MILLADO, JR.
Roll No. 45039
Notary Public for Quezon City
10 E Rodriguez Jr. Ave., Bagumbayan, Quezon City
PTR No. 7009611; 01/02/2025; Quezon City
IBP No. 327346; 12/12/2023; CALMANA
TIN No. 166-215-465
Commission Adm. Matter No. Np-326(2024-2026)
MCLE Compliance No. VH 0911553; April 14, 2025

CERTIFICATION OF INDEPENDENT DIRECTORS

I, ENRICO S. CRUZ, Filipino, of legal age and a resident of 37 Radish Street, Valle Verde 5, Pasig City, in accordance with law do hereby declare that:

1. I am a nominee to be an independent director of Robinsons Retail Holdings, Inc. and have been its independent director since April 27, 2022.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/ Relationship	Period of Service
Security Bank Corporation	Independent Director	Present
AREIT Inc.	Independent Director	Present
The Keepers Holdings Inc.	Independent Director	Present
Maxicare Healthcare Corporation	Independent Director	Present
DITO CME Holdings Inc.	Independent Director	Present
SB Capital Investment Corporation	Vice Chairman/Independent Director	Present
CIBI Information Inc.	Independent Director	Present
Maxilife Insurance Corporation	Independent Director	Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Robinsons Retail Holdings, Inc., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of Robinsons Retail Holdings, Inc. and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

Name Of Director/ Officer/ Substantial Shareholder	Company	Nature Of Relationship
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding:

Offense Charged/ Investigated	Tribunal Or Agency Involved	Status
N/A	N/A	N/A

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of Robinsons Retail Holdings, Inc. of any changes in the abovementioned information within five days from its occurrence.

Done this _____, at _____.



ENRICO S. CRUZ
Affiant

SUBSCRIBED AND SWORN to before me this MAR 31 2025 at QUEZON CITY,
affiant personally appeared before me and exhibited to me his Tax Identification No. _____

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Page No. 14 ;
Book No. XI ;
Series of 2025.



ATTY. GILBERT S. MILLADO, JR.
Roll No. 45036

Notary Public for Quezon City
110 E Rodriguez Jr. Ave., Bagumbayan, Quezon City
PTR No. 7009611; 01/02/2025; Quezon City
IBP No. 327346; 12/12/2023; CALMANA
TIN No. 166-215-465
Commission Adm. Matter No. Np-326(2024-2026)
MCLE Compliance No. VII 0011553; April 14, 2025

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **CESAR G. ROMERO**, Filipino, of legal age and a resident of 314 Madrigal Avenue Ayala Alabang Village, in accordance with law do hereby declare that:

1. I am a nominee for independent director of Robinsons Retail Holdings, Inc. and have been its independent director since August 2, 2022.
2. I am affiliated with the following publicly listed companies or organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/ Relationship	Period Of Service
Aboitiz Equity Ventures, Inc.	Independent Director	Present
Aboitiz Power Corporation	Independent Director	Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Robinsons Retail Holdings, Inc., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of Robinsons Retail Holdings, Inc. and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

Name Of Director/ Officer/ Substantial Shareholder	Company	Nature Of Relationship
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding:

Offense Charged/ Investigated	Tribunal Or Agency Involved	Status
N/A	N/A	N/A

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of Robinsons Retail Holdings, Inc. of any changes in the abovementioned information within five days from its occurrence.


Done, this _____, at _____.


CESAR G. ROMERO
Affiant

SUBSCRIBED AND SWORN to before me this MAR 31 2025 at QUEZON CITY,
affiant personally appeared before me and exhibited to me his Tax Identification No

Doc No. 65 ;
Page No. 14 ;
Book No. XI ;
Series of 2025.




ATTY. GILBERT S. MILLADO, JR.
Roll No. 45039
Notary Public for Quezon City
110 E Rodriguez Jr. Ave., Bagumbayan, Quezon City
PTR No. 7009611; 01/02/2025; Quezon City
IBP No. 327346; 12/12/2023; CALMANA
TIN No. 166-215-465
Commission Adm. Matter No. Np-326(2024-2026)
MCLE Compliance No. VII 0011563; April 14, 2025

**ANNUAL MEETING OF THE SHAREHOLDERS OF
ROBINSONS RETAIL HOLDINGS, INC.
MAY 9, 2025 at 9:30 A.M.**

GUIDELINES FOR ATTENDANCE VIA REMOTE COMMUNICATION, REGISTRATION AND VOTING

A. ATTENDANCE VIA REMOTE COMMUNICATION

Shareholders as of April 4, 2025 ("Shareholder/s"), the record date set for the Annual Meeting of the Shareholders of Robinsons Retail Holdings, Inc. ("Corporation"), may attend the Annual Meeting by accessing the following link: <https://bit.ly/RRHIASM2025>. The meeting shall be broadcasted via Microsoft Teams, which may be accessed either on the web browser or on the Microsoft Teams app. Those who wish to view the broadcast may sign in using any Microsoft account or may join the stream anonymously.

B. REGISTRATION

1. Shareholders who intend to participate in the Annual Meeting should register by sending an email at corpsec@robinsonsretail.com.ph in order to be considered as present and provide the following supporting documents:
 - a. For individual Shareholders:
 - i. Government-issued identification (ID) of the Shareholder;
 - ii. For Shareholders with joint accounts: A scanned copy of an authorization letter signed by all Shareholders, identifying who among them is authorized to cast the vote for the account.
 - iii. If shares are held through a broker, a certification from the broker stating the name of the beneficial owner and the number of shares held by such beneficial owner.
 - b. For corporate Shareholders:
 - i. Secretary's Certificate authorizing the designated representative to vote the shares owned by the corporate Shareholders;
 - ii. Government-issued identification (ID) of the designated representative.
 - iii. If shares are held through a broker, a certification from the broker stating the name of the beneficial owner and the number of shares owned by such beneficial owner.

Registration shall be open from April 11, 2025 to April 30, 2025

2. Registration shall be validated by the Office of the Corporate Secretary in coordination with the Stock Transfer Agent of the Corporation. Once the registration of the Shareholder has been successfully validated, the Shareholder shall be officially registered for the Annual Meeting.

C. QUORUM

For purposes of quorum, only the following Shareholders shall be counted as present:

1. Shareholders who have registered by sending an email at corpsec@robinsonsretail.com.ph no later than April 30, 2025.
2. Shareholders who have registered by sending an email at corpsec@robinsonsretail.com.ph and voted *in absentia* by April 30, 2025.
3. Shareholders who have sent their proxies no later than April 30, 2025.

D. VOTING

In order to vote at the Annual Meeting of the Corporation, Shareholders have the following options:

1. BY DIGITAL BALLOT

Shareholders who opt to vote by digital ballot should register by sending an email at corpsec@robinsonsonretail.com.ph and provide the following supporting documents:

- a. For individual Shareholders:
 - i. Government-issued identification (ID) of the Shareholder;
 - ii. For Shareholders with joint accounts: A scanned copy of an authorization letter signed by all Shareholders, identifying who among them is authorized to cast the vote for the account.
 - iii. If shares are held through a broker, a certification from the broker stating the name of the beneficial owner and the number of shares held by such beneficial owner.
- b. For corporate Shareholders:
 - i. Secretary's Certificate authorizing the designated representative to vote the shares owned by the corporate Shareholders;
 - ii. Government-issued identification (ID) of the designated representative.
 - iii. If shares are held through a broker, a certification from the broker stating the name of the beneficial owner and the number of shares owned by such beneficial owner.

Registration shall be open from April 11, 2025 to April 30, 2025.

Registration shall be validated by the Office of the Corporate Secretary in coordination with the Stock Transfer Agent of the Corporation. Once the registration of the Shareholder has been successfully validated, the Shareholder shall be officially registered for the Annual Meeting and a digital ballot shall be generated for the Shareholder which shall be sent to the email address used by the Shareholder for registration.

The registered Shareholder may then proceed to fill out the ballot by voting Yes, No, or Abstain for the items in the agenda which are for approval of the Shareholders. The vote is considered cast for all the registered Shareholder's shares.

Once voting on the agenda items has been completed, the registered Shareholder is encouraged to review the votes before submitting the ballot. The Shareholder can then proceed to submit the accomplished ballot by clicking the 'Submit' button. Once the ballot has been submitted, votes may no longer be changed. Multiple submissions of the digital ballot under the same Shareholder for the same shares shall be invalidated.

Voting thru digital ballot shall be open from April 11, 2025 to April 30, 2025.

2. VOTING *IN ABSENTIA*

Shareholders who opt to vote *in absentia* should register by sending an email at corpsec@robinsonsonretail.com.ph and provide the following supporting documents:

- a. For individual Shareholders:
 - i. Government-issued identification (ID) of the Shareholder;
 - ii. For Shareholders with joint accounts: A scanned copy of an authorization letter signed by all Shareholders, identifying who among them is authorized to cast the vote for the account.
 - iii. If shares are held through a broker, a certification from the broker stating the name of the beneficial owner and the number of shares held by such beneficial owner.

- b. For corporate Shareholders:
 - i. Secretary's Certificate authorizing the designated representative to vote the shares owned by the corporate Shareholders;
 - ii. Government-issued identification (ID) of the designated representative.
 - iii. If shares are held through a broker, a certification from the broker stating the name of the beneficial owner and the number of shares owned by such beneficial owner.

Registration shall be open from April 11, 2025 to April 30, 2025.

Registration shall be validated by the Office of the Corporate Secretary in coordination with the Stock Transfer Agent of the Corporation. Once the registration of the Shareholder has been successfully validated, the Shareholder shall be officially registered for the Annual Meeting and a digital ballot shall be generated for the Shareholder which shall be sent to the email address used by the Shareholder for registration.

The registered Shareholder may then proceed to fill out the ballot by voting Yes, No, or Abstain for the items in the agenda which are for approval of the Shareholders. The vote is considered cast for all the registered Shareholder's shares.

Once voting on the agenda items has been completed, the registered Shareholder is encouraged to review the votes before submitting the ballot. The Shareholder can then proceed to submit the accomplished ballot by clicking the 'Submit' button. Once the ballot has been submitted, votes may no longer be changed. Multiple submissions of the digital ballot under the same Shareholder for the same shares shall be invalidated.

Voting *in absentia* shall be open from April 11, 2025 to April 30, 2025.

3. VOTING BY PROXY

Shareholders may opt to vote by providing a duly accomplished proxy form with voting instructions and appointing the Chairman of the Annual Meeting as their proxy. A copy of the proxy form may be found and downloaded from the website of the Corporation at www.robinsonsbretailholdings.com.ph. Please send a scanned copy of the duly accomplished proxy form on or before April 30, 2025 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, Bagumbayan, Quezon City. We are not soliciting proxies.

E. TABULATION OF VOTES

The Office of the Corporate Secretary shall tabulate all votes received and an independent third party will validate the results. During the meeting, the Secretary shall report the votes received and inform the shareholders if the particular agenda item is carried or disapproved. The total number of votes cast for each item for approval under the agenda will be shown on the screen.

F. CONSENT TO DATA COLLECTION AND PROCESSING

Shareholders who register and vote either by digital ballot and *in absentia* are hereby deemed to have given their consent to the collection, use, storing, disclosure, transfer, sharing and general processing of their personal data by the Corporation and by any other relevant third party for purposes of registration and voting by digital ballot and *in absentia* for the Annual Meeting and for such other related purposes.

G. QUESTIONS

Questions and comments on the Annual Meeting and the items in the Agenda may be sent to corpsec@robinsonsjretail.com.ph. Questions or comments received on or before April 30, 2025 may be responded to during the Annual Meeting. Any questions not answered during the meeting shall be answered via email.

MANAGEMENT REPORT

INFORMATION REQUIRED BY THE SEC PURSUANT TO SRC RULE 20

PART I – BUSINESS AND GENERAL INFORMATION

Item 1. Business

(A) Business Development

Robinsons Retail Holdings, Inc. (“RRHI”, or the “Company”) was incorporated on February 4, 2002. The primary purpose of the Company and its subsidiaries is to engage in the business of trading goods, commodities, and merchandise of any kind. The Company was listed at the Philippine Stock Exchange on November 11, 2013.

RRHI traces its retail operations back to 1980, with the opening of the first Robinsons Department Store in Metro Manila. Over the years, the Company has expanded into several retail formats – entering the supermarket business in 1985, the Do-It-Yourself (DIY) business in 1994, the convenience store and specialty store businesses in 2000, and the drugstore business in 2012. In line with its commitment to accessibility and convenience, RRHI launched Robinsons Townville in 2015 – a chain of community malls located near residential areas to bring its products and services closer to customers. These various businesses were eventually consolidated under RRHI, forming one of the leading multi-format retail groups in the Philippines. Today, the Company leverages 45 years of retail experience, holding market-leading positions across its major business segments, and possesses a deep understanding of Philippine consumers.

RRHI operates one of the broadest ranges of retail formats of any retail group in the Philippines. It is well-positioned to capture emerging consumer trends and take advantage of the continuing economic growth in the Philippines, particularly the increase in disposable incomes and higher consumption of the broad middle-income segment, its target market.

RRHI operates supermarkets, convenience stores, drugstores, department stores, consumer electronics and appliances stores, lifestyle sneakers stores, and mass merchandise stores under trusted domestic brands such as Robinsons Supermarket, The Marketplace, Shopwise, Robinsons Easymart, Uncle John’s, Southstar Drug, Rose Pharmacy, TGP, Robinsons Department Store, Spatio, Robinsons Appliances, Savers Appliances, Sole Academy, and Super50.

The Company’s other store formats are under well-known international brands namely Handyman Do it Best, True Value, Toys “R” Us, Daiso Japan, Pet Lovers Centre, No Brand, and beauty brands Benefit, Shiseido, and Clé de Peau Beaute.

In 2018, the Company acquired 100% of grocery retailer Rustan Supercenters, Inc., from Mulgrave Corporation B.V. (“MCBV”), a wholly-owned subsidiary of DFI Retail Group Holdings Ltd. (“DFI Retail”; formerly Dairy Farm International Holdings Ltd.). In the same year, Robinsons Handyman, Inc. (“RHMI”), a subsidiary of the Company, entered into a franchise license agreement with Singapore-based Pet Lovers Centre, marking foray into pet retail. Adding to its investments in technology, the Company, through a subsidiary, invested in Growsari, an online platform that caters to sari-sari store owners.

In 2019, RRHI's subsidiary Robinsons Supermarket Corporation ("RSC") was appointed by E-MART Inc. of South Korea as the exclusive franchisee for Korean grocery store No Brand. RRHI, through RSC, also opened Super50, a one-price concept store, in partnership with Peso Tree. The Company effected a merger between RSC and VKD Holdings, Inc. ("VKD"), with RSC as the surviving entity.

In 2020, RRHI, through its subsidiary South Star Drug, Inc. ("SSDI"), acquired 100% of Rose Pharmacy, Inc. ("RPI") which has stores strategically located in Visayas and Mindanao.

In 2021, the Company invested in Edamama, an online start-up that focuses on products for mothers and babies. It also entered the hard discount retail space through its investment in HD Retail Holding Pte. Ltd. ("HDR"), operator of hard discount store O!Save. The investment was made through RRHI's subsidiary New Day Ventures Limited ("NDV Limited"). RRHI currently has a 23% stake in HDR and a seat in its Board of Directors, along with three institutional investors with equal stake in the business. The Company also acquired a minority ownership interest in GoTyme Bank Corporation ("GoTyme"). GoTyme's principal activity is to carry on and engage in the business of a digital bank. RRHI currently owns 19% of GoTyme.

In 2022, the Company, through its subsidiary RSC, acquired the remaining 40.0% stake of Ministop Japan in Robinsons Convenience Stores, Inc. ("RCSI"), increasing its ownership in RCSI from 60.0% to 100% and resulting in full control of the business. RCSI, which was the exclusive franchisee of Ministop in the Philippines, subsequently rebranded its convenience store business to Uncle John's following the exit of Ministop Japan. RCSI was then merged into RSC, with the latter as the surviving entity. Robinson's Handyman, Inc. RHMI, which is a subsidiary of RSC, bought the 33.0% stake of its joint venture partner A.M. Trading in RHI Builders and Contractors Depot Corporation ("RHIB"), the operator of the Robinsons Builders brand. This increased RHMI's ownership in RHIB from 67.0% to 100%, resulting in full control of the entity. RHMI also acquired the 75.0% stake of RHIB in Home Plus Trading Depot, Inc. ("HPTDI"), the operator of the Home Plus brand. RHMI subsequently purchased the remaining 25.0% stake held by HPTDI's joint venture partners in 2024, resulting in RHMI's full ownership of HPTDI.

In January 2023, the Company effectively acquired a 4.4% equity stake in the Bank of the Philippine Islands ("BPI") from Arran Investment Pte. Ltd., an affiliate of GIC Singapore. On December 14, 2023 and December 29, 2023, respectively, the Monetary Board and the Securities and Exchange Commission (SEC) approved the merger between associate company Robinsons Bank Corporation ("RBC") and BPI, with the latter as the surviving entity, effective January 1, 2024, converting the Company's 40.0% stake in RBC to approximately 2.4% of the resulting outstanding capital stock of BPI. With the merger, the Company effectively owns 6.5% of BPI and is entitled to a board seat in the bank (the 6.5% effective stake in BPI accounts for the dilution resulting from the issuance of additional BPI shares due to the merger which was facilitated through a share swap). The partnership with BPI enables the Company to become one of the leading retailers with excellent financial products for customers and suppliers by combining the former's premium banking ecosystem with the latter's consumer-oriented ecosystem. In December 2023, RSC acquired the Sole Academy brand, including two physical stores and the online store. This investment serves as an entry into the premium lifestyle sneakers format.

The Company launched the Robinsons Rewards Loyalty program in May 2013. In 2020, the management and operation of the loyalty program was transferred to Data Analytics Ventures, Inc. ("DAVI"), a related party, and was relaunched as Go Rewards in 2021. The loyalty program allows members to collect and redeem points across the Robinsons formats and is intended to increase customer loyalty as well as enhance the Company's brand image through a physical card and mobile app launched

in 2019. Go Rewards enables the Company to gather data on customer profiles in terms of their demographics, purchasing patterns, and product preferences through data analytics which can then be used for targeted marketing, all the while safeguarding consumer data and privacy.

In 2020, RRHI's drugstore banners launched their own e-commerce sites, namely southstardrug.com.ph, tgp.com.ph and rosepharmacy.com.

A number of the Company's formats also engage in e-commerce through partnerships with major third-party e-commerce players such as Lazada, Shopee, MetroMart, Pickaroo, GrabMart, GrabFood and Foodpanda.

The Company has not been into any bankruptcy, receivership, or similar proceedings since its incorporation.

Acquisitions by RRHI's subsidiaries

On February 27, 2018, RI and Peso Tree incorporated Super50, a company engaged in the business of retail and wholesale goods with paid-up capital amounting to ₱30.0 million. RI's ownership interest in Super50 is 51.0%.

On November 23, 2018, RRHI acquired 100% of Rustan Supercenters, Inc., operator of food retail banners The Marketplace, Rustan's Supermarket, Shopwise, Shopwise Express, and Wellcome.

On October 16, 2020, RRHI, through its subsidiary SSDI, acquired a 100% stake in RPI, a leading drugstore chain in Visayas and Mindanao, from MCBV, a wholly-owned subsidiary of DFI Retail.

On January 1, 2022, RRHI, through subsidiary RHMI acquired the 75.0% stake of RHIB in HPTDI, operator of the Home Plus brand. All Home Plus stores were rebranded to Handyman Do it Best using the big box format.

On February 22, 2022, RRHI, through subsidiary RSC, acquired the remaining 40.0% stake of Ministop Japan in RCSI, the exclusive franchisee of Ministop in the Philippines. This resulted in RRHI effectively controlling 100% of Ministop Philippines, which has been subsequently rebranded to Uncle John's.

On July 1, 2022, RRHI, through subsidiary RHMI, acquired the 33.0% stake of its joint venture partner in RHIB, operator of the Robinsons Builders brand. This resulted in RRHI effectively controlling 100% of RHIB. Simultaneous to the share purchase, the Company sold back a portion of the Robinsons Builders store portfolio to the joint venture partner. The remaining Robinsons Builders stores left with the Company will be rebranded to Handyman Do it Best using the big box format.

The percentage contribution to the Company's revenues for each of the three years ended December 2022, 2023, and 2024 by each of the Company's business segments after elimination are as follows:

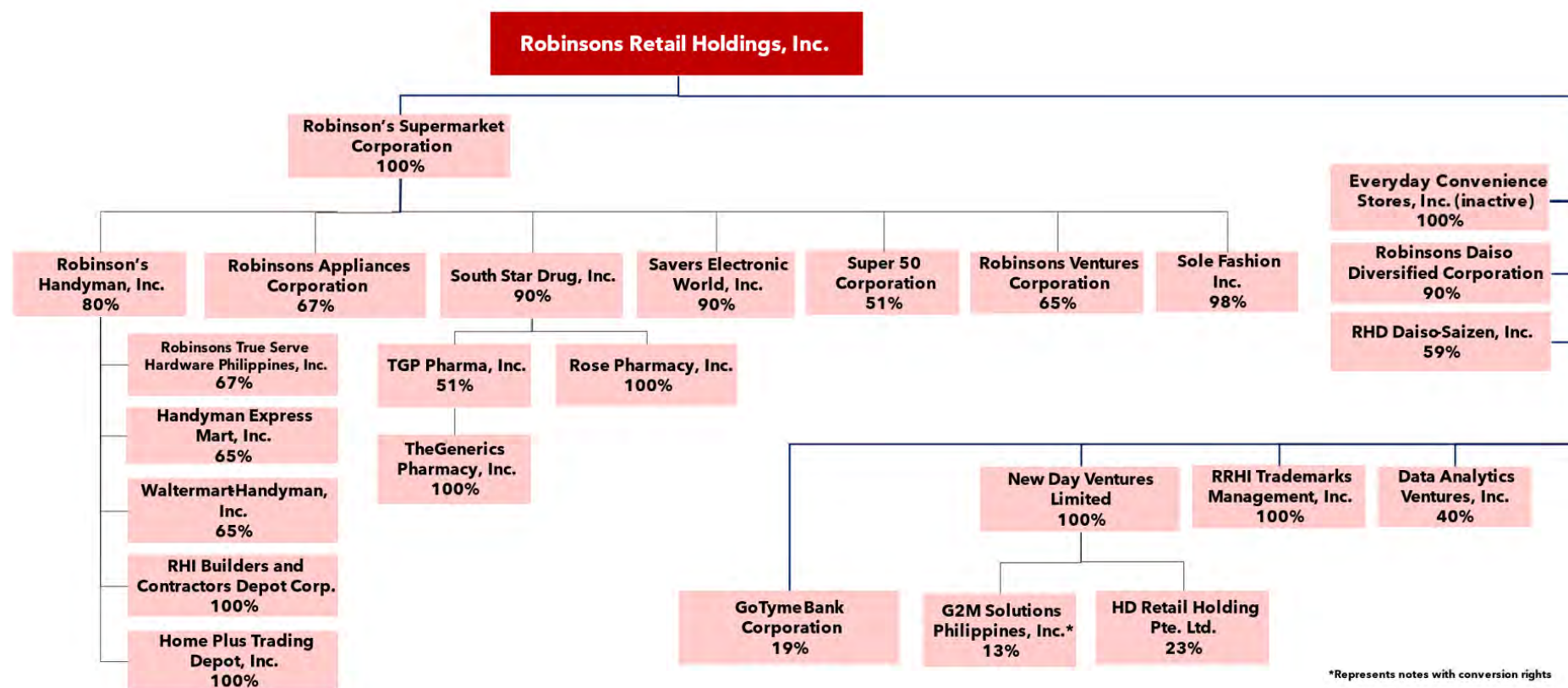
	For the years ended December 31		
	2022	2023	2024
Food	60.0%	59.8%	60.4%
Drugstores	16.5%	17.4%	18.0%
Department store	8.4%	8.5%	8.3%
DIY Store	6.9%	6.4%	5.9%

Specialty segment	8.2%	7.9%	7.4%
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The Company ended 2024 with 2,453 stores with total gross floor area of 1.54 million square meters, excluding TGP.

(B) Business of Issuer

The industry segments where the Company and its subsidiaries and affiliates operate are summarized below:



*Represents notes with conversion rights

(a) Description of the Registrant

(i) **Principal Products and Services.** The Company's core retail operations have five business segments — food, drugstores, department stores, DIY stores, and specialty stores:

- *Food.* Targeting the broad middle to upper income markets, the Food segment operates under Robinsons Supermarket (mainstream supermarket), The Marketplace (premium), Shopwise (hypermarket), Robinsons Easymart (minimart) and Uncle John's (convenience stores). The Food Segment also operates Korean specialty grocery store No Brand.

Robinsons Supermarket is the first major supermarket chain in the Philippines specifically positioned with a focus on health and wellness, its key point of differentiation from competitors. Robinsons Supermarket actively encourages consumers to adopt a healthy lifestyle by promoting a wide range of high-quality health and wellness products. It is a partner of the Department of Science and Technology-Food and Nutrition Research Institute of the Philippines, which evaluates and accredits the nutritional contents of all food products following the Codex Alimentarius, international food standards set by the Codex Alimentarius Commission of the Joint Food and Agriculture Organization/World Health Organization Food Standards Programme. It also partners with the best fresh suppliers with proven expertise, resources, and nationwide retail capability to ensure a consistent supply of high quality and nutritional fresh food products at affordable prices.

In February 2022, the Company, through its subsidiary RSC, acquired the remaining 40.0% stake of Ministop Japan in RCSI resulting in RRHI effectively controlling 100% of Ministop Philippines, which has been subsequently rebranded to Uncle John's following Ministop Japan's exit. RCSI was then merged with RSC, with the latter as the surviving entity. Uncle John's strength is its ability to provide ready-to-eat food products for its customers on a 24/7 basis.

Offering value for money options, the Food Segment carries its own private labels such as Robinsons, Robinsons Supersavers, and Healthy You. It also carries private labels sourced through its partnership with DFI Retail including Meadows, Southdale Farm, Simply Living, French Cellars, and Winemakers Reserve, among others.

- *Drugstores.* In July 2012, the Company's wholly-owned subsidiaries RSC and RI (now merged with RSC) each acquired a 45% interest in SSDI. The acquisition represents a 90% interest on the shares of stock of SSDI. Southstar Drug carries a wide range of prescription and over-the-counter pharmaceutical products together with a range of food, personal care, and other products. In May 2016, SSDI acquired 51.0% of TGP Pharma, Inc. ("TGPPI"), taking majority stake in TGP, the country's largest generics drugstore chain. In October 2020, SSDI acquired 100% of RPI, a leading drugstore chain in the Visayas and Mindanao regions.
- *Department Stores.* The department stores are operated under the Robinsons Department Store ("RDS") and Spatio brand names. RDS is focused on catering to middle-income customers and offers a large selection of local and international branded products that are grouped into the following key categories: (i) toys, children's apparel and accessories; (ii) homes, snacks and stationery; (iii) shoes, bags, luggage and sportswear; (iv) ladies' apparel and accessories, beauty and intimate apparel; and (v) men's apparel, accessories and furnishings. Opened in 2024, Spatio is a luxury shopping and relaxation hub that features designer pieces from Philippine designers and exclusives from Sole Academy as well as premium shoe care services, personal

grooming, a café, and a bar.

- **DIY Stores.** The DIY stores are operated under the brand names Handyman Do it Best and True Value. In 2024, Do it Best Corp., the largest hardware and DIY cooperative in the US, acquired True Value Company, one of the leading hardware wholesalers globally, creating the world's largest network of independent home improvement stores. The Company's DIY entities are cooperative members of both Do it Best and True Value Company. RRHI also operates big box DIY formats under the Handyman Do it Best banner. The DIY brands have their own specialized positioning with Handyman Do it Best focusing on affordable, high-quality DIY and home improvement products while True Value is positioned as an upscale market lifestyle home center. Additionally, the big box format under the Handyman Do it Best banner will focus on home builders.
- **Specialty Stores.** Currently, the Company operates six formats of specialty stores, namely: 1) consumer electronics and appliances stores operated under Robinsons Appliances and Savers Appliances; 2) toys and juvenile products retail under Toys "R" Us; 3) mass merchandise stores under Daiso Japan and Super50; 4) beauty brands Shiseido, Benefit, and Clé de Peau Beauté; 5) pet retail under Pet Lovers Centre; and 6) lifestyle sneakers under Sole Academy.

The Company, as of end of 2024, has 2,453 stores, consisting of 761 food segment stores, 1,133 drugstores, 50 department stores, 227 DIY stores, and 282 specialty stores. This excludes 2,115 TGP franchised stores.

- (ii) **Significant Subsidiaries.** As of December 31, 2024, Robinsons Retail Holdings, Inc. (RRHI) has four wholly-owned subsidiaries and seventeen partly-owned subsidiaries in which RRHI's ownership allows it to exercise control, all of which are consolidated with the Group's financial statements.

Key details of each of RRHI's subsidiary companies are set forth below.

1. ***Robinson's Supermarket Corporation.*** Robinson's Supermarket Corporation (RSC) was incorporated in the Philippines and registered with the SEC on August 21, 1990. RSC is 100% owned by RRHI. RSC's principal business is to engage in the business of buying, selling, distributing and marketing at wholesale and retail.
2. ***Robinson's Handyman, Inc.*** Robinson's Handyman, Inc. (RHMI) was incorporated in the Philippines and registered with the SEC on June 15, 1994 primarily to engage in the business of trading goods, commodities and merchandise of any kind. RHMI is 80% owned by RSC.
3. ***Robinsons True Serve Hardware Philippines, Inc.*** Robinsons True Serve Hardware Philippines, Inc. ("RTSHPI") was incorporated in the Philippines and registered with the SEC on February 19, 2007, primarily to engage in general hardware business, both retail and wholesale. The Company started commercial operations on March 1, 2007. RTSHPI is 67% owned by RHMI.
4. ***Handyman Express Mart, Inc.*** Handyman Express Mart, Inc. ("HEMI") was incorporated in the Philippines and registered with the SEC on April 13, 2000. The Company is engaged in the business of trading goods, commodities and merchandise of any kind. HEMI is 65% owned by RHMI.
5. ***Walmart-Handyman, Inc.*** Walmart-Handyman, Inc. ("WHI") was incorporated in the Philippines and registered with the SEC on July 15,

1996 primarily to engage in the business of trading goods, commodities and merchandise of any kind. WHI is 65% owned by RHMI.

6. ***RHI Builders and Contractors Depot Corp.*** RHI Builders and Contractors Depot Corp. (“RHIB”) was incorporated in the Philippines and registered with the SEC on May 7, 2014. The Company is engaged in the business of trading goods, commodities and merchandise of any kind. RHIB is 100% owned by RHMI.
7. ***Homeplus Trading Depot, Inc.*** Homeplus Trading Depot, Inc. (“HTDI”) was incorporated in the Philippines and registered with the SEC on May 4, 2016. The Company is engaged in the business of trading goods, commodities and merchandise of any kind. HPTDI is 100% owned by RHMI.
8. ***Robinsons Appliances Corp.*** Robinsons Appliances Corp. (“RAC”) was registered with the SEC on August 21, 2000. RAC’s principal business is to engage in the business of trading goods such as appliances on wholesale or retail basis. RAC is 67% owned by RSC.
9. ***South Star Drug, Inc.*** South Star Drug, Inc. (“SSDI”) is a trading company incorporated and registered with the SEC on November 24, 2003. Its primary purpose is to carry on the business of pharmacy, selling all kinds of drugs, medicines, medical equipment, and all other items. SSDI is 90% owned by RSC.
10. ***TGP Pharma, Inc.*** TGP Pharma, Inc. (“TGPPI”) was incorporated and registered with the SEC on September 15, 2010. TGPPI is 51% owned by SSDI, a 90% owned subsidiary of RRHI. TGPPI’s principal business is to engage in the trading of goods such as pharmaceutical products, food supplements, cosmetics and general merchandise on wholesale or retail basis.
11. ***TheGenerics Pharmacy Inc.*** TheGenerics Pharmacy Inc. (“TPI”) was incorporated and registered with the SEC on February 27, 2007. The Company is 100% owned by TGPPI. TPI’s principal business is to engage in the trading goods such as pharmaceutical products, food supplements, cosmetics and general merchandise on wholesale or retail basis.
12. ***Rose Pharmacy, Inc.*** Rose Pharmacy Inc. (“RPI”) was incorporated and registered with the SEC on December 13, 1974 primarily to engage in the business of trading medical and pharmaceutical goods, on either wholesale or retail basis. RPI is 100% owned by SSDI, a 90% owned subsidiary of RRHI.
13. ***Savers Electronic World, Inc.*** Savers Electronic World, Inc. (SEWI), was incorporated and registered with the SEC on March 4, 2015. Its primary purpose is to engage in the business of trading goods such as appliances on wholesale or retail basis. Its primary competence is institutional sales. SEWI is 90% owned by RSC.
14. ***Super50 Corporation.*** Super50 Corporation was incorporated and registered with the SEC on March 23, 2018. Its primary purpose is to engage in the business and wholesale of goods. Super 50 is 51% owned by RSC.

15. ***Robinsons Ventures Corporation.*** Robinsons Ventures Corporation (“RVC”) was incorporated and registered with the SEC on August 5, 1996 to engage in the business of trading goods, commodities wares and merchandise of any kind and description. The Company is a 65% owned subsidiary of Robinsons Supermarket Corporation.
 16. ***Sole Fashion, Inc.*** Sole Fashion, Inc. (SFI) was incorporated and registered with the SEC on October 16, 2023. Its primary purpose is to engage in the business of trading ready to wear sporting goods, clothing, footwear, and other related items and merchandise on wholesale or retail basis including operating sneaker cleaning kiosks and sports facilities. SFI is 98% owned by RSC.
 17. ***Everyday Convenience Stores, Inc.*** Everyday Convenience Stores, Inc. (“ECSE”) is wholly owned by RRHI and was incorporated in the Philippines and registered with the SEC on August 8, 2000. Its primary purpose is to engage in the business of trading goods, commodities, and merchandise of any kind.
 18. ***Robinsons Daiso Diversified Corporation.*** Robinsons Daiso Diversified Corporation (“RDDC”) is a domestic corporation organized under the laws of the Philippines to engage in the business of retail and wholesale of goods. The Company was incorporated and registered with the SEC on July 16, 2008. The Company started commercial operations on April 29, 2009. RDDC is 90% owned by RRHI.
 19. ***RHD Daiso-Saizen, Inc.*** RHD Daiso-Saizen, Inc. (“RHDDS”) was organized and registered with the SEC on November 29, 2011. The primary purpose of the Company is to engage in the business of trading of goods such as food and non-food on wholesale basis and acquiring and franchising licenses, and/or rights to propriety marks. RHDDS is 59% owned by RRHI.
 20. ***RRHI Trademarks Management, Inc.*** RRHI Trademarks Management, Inc. was incorporated on May 23, 2013. Its primary purpose is to engage in the management and franchise of trademarks, brands, and labels in the retail sector, provided, it shall not engage in the management of funds, securities, portfolios, and other similar assets of the managed company or entities. The Company is wholly owned by RRHI.
 21. ***New Day Ventures Limited.*** The Parent Company acquired New Day Ventures Limited (“NDV Limited”) to engage in the business of investment holding. The Company is wholly owned by RRHI.
- (iii) **Foreign Sales.** The Company has no record of foreign sales as it is not exporting any of its merchandise abroad.
- (iv) **Distribution Methods.** The Company relies significantly on distributors, third-party service providers, and the distribution networks of its multinational and domestic suppliers for transportation, warehousing, and the delivery of products to its stores. The majority of its merchandise is delivered to the distribution centers by its suppliers and from the distribution centers to its stores by third-party service providers.

The Company manages a strong and efficient supply chain that features just-in-time delivery. Many of its distribution centers employ a cross-docking system

where all non-perishable goods received from suppliers are sorted, consolidated, and dispatched to the stores in Metro Manila within one (1) to five (5) days, and within three (3) to ten (10) days of their receipt in the Visayas and Mindanao, depending on the business segment. This reduces stocking requirements and permits the faster delivery of products.

Some of its business segments—such as food, DIY, and specialty stores (particularly toys and juvenile products)—also employ a stock operation system equipped to handle high turnover and bulk items. For example, the food segment implements a stock operation system for all top-tier vendors. An average of two (2) weeks inventory of goods is ordered to be stocked and stored in the warehouse.

Distribution planners make daily plans for replenishment and delivery of the goods to stores to ensure that stores do not run out of the key items supplied by the top-tier vendors. With the stock operation system, the distribution centers are able to supply the stores regularly with top-selling SKUs with expediency at low inventory carrying cost.

The Company engages third-party service providers to provide trucking and shipping services to ensure timely delivery of merchandise from distribution centers to stores across the Philippines. Some suppliers also deliver products directly to the stores.

To operate its large-scale business efficiently and effectively, its operations are supported by advanced information technology systems. These systems allow the Company to analyze and optimize merchandise performance, make proactive decisions on its day-to-day operations, and provide the ability to respond to changes in customer trends quickly and efficiently.

The Company uses warehouse management systems to ensure on-time delivery and sufficient stock in stores, thus optimizing inventory levels across its distribution centers and store network. Further, the Company utilizes financial and asset management systems from SAP AG.

The Company also has a Point-of-Sale System for daily store transaction and a supplier portal system that allows it to collaborate with its suppliers. Through this system, suppliers may have access to the database providing them with the ability to manage their own inventory, ensure high service levels, and facilitate more targeted marketing activities.

Lastly, the Company operates its own e-commerce websites which relies on third party delivery services with exclusive riders to bring items directly to the customer.

- (v) **New Products and Services.** In May 2013, the Company introduced the Robinsons Rewards Card, a loyalty card that allows holders to redeem accrued points across its retail formats. Relaunched as Go Rewards in 2021, the loyalty card is accepted in all of the Company's formats except TGP as of the end of 2024. The Go Rewards loyalty program is a powerful tool to increase customer retention across all formats and launched a mobile app platform in 2018. Starting January 2020, the management and operation of the loyalty program has been transferred to DAVI, a related party.

In 2018, RHMI signed a franchise license agreement with Pet Lovers Centre

Ltd. for the retailing of pet products and services. It also entered a joint venture to launch mass merchandise store Super50.

In 2019, RRHI, through a subsidiary, signed a franchise license agreement with E-MART Inc. of South Korea to operate the Korean grocery store No Brand.

In 2020, RRHI, through a subsidiary, acquired RPI, a leading drugstore chain in Visayas and Mindanao, from MCBV, a wholly-owned subsidiary of DFI Retail. In the same year, the Company also launched its own e-commerce websites, for its drugstore and appliances banners.

In 2021, RRHI acquired a minority stake in GoTyme (19% as of December 31, 2024), one of six digital banks licensed by the Bangko Sentral ng Pilipinas ("BSP"). It was officially launched in October 2022. Most of GoTyme bank kiosks are currently located across the Company's various stores and enable prospective customers to open a bank account and receive a GoTyme Visa card within minutes. GoTyme account holders can also conveniently cash-in and cash-out (CICO) for free up to certain amounts across Robinsons affiliated stores.

In 2023, the Company, through a subsidiary, entered into the premium lifestyle sneakers market through the acquisition of the Sole Academy brand.

- (vi) **Competition.** The Company competes principally with national and international operators of retail chains in the Philippines such as the SM Group, Puregold Price Club, Metro Retail Stores Group, MerryMart, DALI, AllDay, 7-Eleven, AllHome, Ace Hardware, Wilcon Depot, Mercury Drug Corporation, and Watsons, among others. Each of these competitors competes with the Company on the basis of product selection, product quality, acquisition or development of new brands, customer service, price, store location, presence in e-commerce space, or a combination of these factors.
- *Food.* The Philippine food retail market continues to be competitive. The Food Segment primarily competes with modern retail operators, including hypermarkets, supermarkets, convenience stores, and local grocery stores based on location, store ambiance, presentation, price, supply chain, and value-added benefits such as loyalty programs. Its main competitors include SM Retail, Puregold Price Club, Metro Retail Stores Group, AllDay, 7-Eleven, and Alfamart. Similar to the Company's food banners, these retail chains have an established presence in the Philippines and continue to open in the same cities and municipalities, and often in the same neighborhoods where the Company operates or plans to open its stores. With the addition of The Marketplace and Shopwise, RRHI has strengthened its position as the country's third largest grocery retail player, leveraging synergies and differentiation through a wide assortment of premium products that specifically target an insulated affluent market. For ready-to-eat products, Uncle John's competes with fast-food restaurants and other similar providers. Alfamart, operated by the SM Group, runs in the 24/7 minimart format. Mercury Drug is also a competitor by expanding its merchandise mix to include more daily essentials and impulse buy products alongside its primary pharmacy business, with some stores operating 24/7. DALI, which is a discount store retailer selling consumer staples, is also viewed as a competitor.
 - *Drugstores.* The drugstore industry in the Philippines is competitive and highly regulated. Southstar Drug and Rose Pharmacy primarily compete with other

retail drug store chains, such as Mercury Drug and Watsons. TGP likewise competes with Generika Drugstore and small independent pharmacies.

- *Department stores.* The Philippines' department stores industry is dominated by a few operators. RDS competes with major department store operators such as SM Retail, Metro Retail Stores Group, Landmark, and Rustan's on the basis of location, brand recognition, store image, presentation, price, understanding of fashion trends and market demand, and value-added customer services. Each of the competing department store chains has an established presence in the Philippines and has the same target market of middle and upper middle-income consumer segments.
- *DIY stores.* The market for DIY and related products in the Philippines is highly competitive and fragmented. Retailers are largely classified into stand-alone big-box operators, mall-based DIY retailers and traditional hardware retailers.

For the mall-based formats of Handyman Do it Best and True Value, the Company believes that its direct competitor is Ace Hardware, which has a comparable scale of operations. They compete with Ace Hardware primarily on the basis of product selection, price, promotions, and customer service. The Company also faces competition from MR.DIY, a brand recognized for providing a diverse range of affordable and practical products.

The big-box hardware format of Handyman Do it Best directly competes against Citi Hardware, which has a strong foothold in Visayas and Mindanao. The Company's big box format also competes with Wilcon Depot and AllHome. Wilcon's network is concentrated in Metro Manila and Luzon, but has expanded farther south of the Philippines, with stores in Cebu, Negros, Iloilo, Agusan del Norte, Bukidnon, Davao, and other provinces in Visayas and Mindanao.

The Company's DIY stores compete on the basis of pricing, delivery, brand recognition, quality, after sales services, and product availability.

- *Specialty stores.*
Consumer Electronics and Appliances stores. Robinsons Appliances directly competes with other major consumer electronics and appliances retailers in the Philippines, such as SM Appliances, Abenson, Imperial, and Anson's. With stores strategically located nationwide, the banner provides quick, convenient access to a wide range of home appliances and consumer electronics with varied payment, installation, and delivery options for customers.

Savers Appliances is an appliance retailer and distributor providing a wide assortment of brands in retail shops in North and Central Luzon, serving a broad consumer base from the aspirational to the affluent market.

Toys and Juvenile Products retail. Toys "R" Us is a major toy retailer in the country. Toys "R" Us primarily competes with Toy Kingdom on the basis of its strong brand name and store recognition. With its line of affordable but quality private labels and exclusive products, Toys "R" Us offers a complete and differentiated product offering to its shoppers.

Mass Merchandise stores. Daiso Japan and Japan Home Center are currently the major players in the one-price discount store operators in the Philippines.

More recent competitors include Miniso, which shares a similar target market through Japanese-style merchandise and store branding. With the company's exclusive partnership with Daiso Industries Co. Ltd. of Japan, the stores are able to offer a broad range of authentic Daiso merchandise that boasts of product quality and aesthetic appeal at affordable prices starting at P98. On the other hand, Super50 competes at a lower price point, which starts at P50.

Beauty Division. The Beauty Market (cosmetics and skin care) in the Philippines is very dynamic, with each retailer racing against each other for variety and a strong commercial presence. The Group operates retail stores such as Shiseido, Benefit, and Clé de Peau. Competition is likewise coming from large international beauty companies which are setting up stand-alone stores in major malls aside from locating inside department stores (e.g., MAC, Clinique, Lancôme, Dior).

Pet Retail. Pet Lovers Centre competes with other pet retailers such as Pet Express and Dogs and the City in terms of services and assortment, primarily pet supplies.

Lifestyle Sneakers. Sole Academy, a premier destination for lifestyle sneakers, positions itself as a leading player in the market, engaging in competition with esteemed sneaker retailers like Commonwealth and Capital. These competitors share a focus on delivering exclusive and sought-after sneaker brands, creating an environment that caters to the tastes of discerning sneaker enthusiasts.

- (vii) **Suppliers.** Revenue is derived substantially from direct sales and sales of consigned merchandise, and the success depends on the ability to retain and attract new suppliers and consignors on favorable terms. The sourcing of products is dependent, in part, on the relationships with the suppliers. The Company maintains long-standing working relationships with a broad range of national and multinational suppliers and distributors across all business segments. The Company believes that the business as a whole is not dependent on any single supplier.

Food. With over 800 regular suppliers as of 2024, Robinsons Supermarket's supplier base is diversified between local suppliers such as San Miguel Corporation and Universal Robina Corporation (URC) and multinational corporations such as Nestle Philippines, Unilever, and Procter & Gamble. Food Segment's top five suppliers together accounted for 19.0%, 17.8% and 24.4% of the net sales in 2022, 2023 and 2024, respectively.

Drugstores. Southstar Drug and Rose Pharmacy source pharmaceutical products from over 300 suppliers and distributors. Southstar Drug and Rose Pharmacy's top five largest pharmaceutical suppliers accounted for 65.1% and 71.0% of the total purchases in 2024, respectively. The Company only accepts products which are FDA-certified in the Philippines and ensures that the products it carries come from reputable and known manufacturers and companies. The Company sources non-pharmaceutical products from over 500 established suppliers and providers.

TGP sources generic and branded medicines from established distributors and toll-manufacturers that produce private label generic medicines for the Company. TGP selects its partners using a number of criteria, including quality, affordability and capacity to serve the Company's demands. All products are FDA-certified in the Philippines to ensure that the medicines are compliant with

the prescribed standards of the regulatory agency. TGP's top five largest suppliers constitutes 36.3% of the total purchases in 2024.

Department Stores. For outright sales, Robinson Department Store sources and sells its own direct-purchase merchandise in its stores. Most of its outright sales consist of beauty and personal care, household merchandise, and children's apparel. RDS' outright sales include a private label named Essentials that carries paper products. It has also strengthened sourcing for home and children's departments, thus adding more offerings to customers. As of 2024, Adidas, Playground, Generic, Maybelline, and Workshop were some of RDS' largest outright sales suppliers.

DIY Stores. For outright sales, the Company sources DIY and other products at favorable terms primarily from large-scale local suppliers and from over 500 foreign vendors accredited by Do it Best Corporation and True Value. For the big-box format, it also sources its tiles, sanitary wares, and wood, among others, from foreign vendors based in the Asia-Pacific region.

Specialty stores.

Consumer Electronics and Appliances stores. Durability, energy efficiency and strong service network are among the top requirements of customers in choosing consumer electronics and home appliances. Robinsons Appliances and Savers Appliances partner with global brands with a focus on providing smart, innovative, aesthetically appealing, and user-friendly appliances and gadgets for personal and commercial use. Notable global brand favorites of customers include Samsung, LG, Sony, Panasonic, Carrier, Sharp, Electrolux, Whirlpool, TCL, and Haier.

Toys and Juvenile Products retail. The Toys "R" Us private labels and exclusives, as well as importations (done through indentors/consolidators, which provide differentiated offerings), are directly sourced through the Toys "R" Us regional buying office where orders are consolidated to ensure that products are sourced at the lowest costs and margins are maximized. The Company also partners with local suppliers for locally developed merchandise either for outright purchase or consignment.

Mass Merchandise stores. Daiso Japan's one price point merchandise is composed of various items that have been evaluated and manufactured with the Japanese standards of Daiso Industries Co., Ltd. The stores are supplied primarily by the principal company, as well as approved international and local partners/suppliers. This ensures quality and the authenticity of the store's diverse product range.

Grounded on the pillars of variety, quality, and uniqueness, Daiso stores are home to practical and collectible home and kitchen products, utensils, office supplies, snacks, and beauty essentials. Super50 sources from various suppliers of quality goods sold at an affordable price point.

Beauty Division. As the country's exclusive franchisee of the international brands it carries, RRHI-Beauty stores source their physical merchandise from legitimate distributors of its labels Shiseido, Benefit, and Clé de Peau Beauté.

Pet retail: As the country's exclusive franchisee of the Singaporean brand, the store sources their physical merchandise from legitimate distributors of its

labels.

Lifestyle sneakers: As the country's premier destination for sneakers, Sole Academy buys directly or through legitimate distributors such as Adidas, Nike, New Balance, Reebok, and Converse.





- (viii) **Dependence upon single or few suppliers or customers.** The Company believes that its business as a whole is not dependent on any single supplier. The Company's five largest suppliers accounted for an estimated 13.8% of consolidated net sales in 2024. The Company does not rely on a single or few customers but to the buying public in general.
- (ix) **Transactions with related parties.** In the ordinary course of business, the Company engages in a variety of transactions with related parties. Members of the Gokongwei Family serve as directors and executive officers of the Company, while certain members are also invested in JG Summit Holdings, Inc. ("JGSHI"). The most significant transactions with JGSHI include leasing retail stores in the shopping malls owned by Robinsons Land Corporation ("RLC"), a subsidiary of JGSHI. However, JGSHI and its subsidiaries are not a part of Robinsons Retail Holdings, Inc. as the Company does not control nor own directly or indirectly any shares of JGSHI and vice versa. The Company policy with respect to related party transactions is to ensure that these transactions are entered into on terms comparable to those available from unrelated third parties.

The Company rents a significant number of its stores and commercial centers from RLC and its affiliates. Members of the Company, primarily in the food segment, source a significant amount of their products from URC.




- (x) **Patents, Trademarks, Licenses, Franchises, Concessions or Labor Contract.**


Following are the marks of the subsidiaries of RRHI as of December 31, 2024:

Supermarket Trademarks







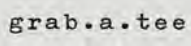

Name of Trademark	Symbol of Trademark
1. ROBINSONS SUPERMARKET	
2. HEALTHY YOU	
3. NATURE`S PURE	
4. ROBINSONS EASYMART	

5. EASYMART RAYS	   
6. ROBINSONS SELECTIONS	 
7. JAYNITH'S SUPERMART	
8. ROBINSONS TOWNVILLE	
9. ROBINSONS PRIVATE LABEL	
10. SHOPWISE	
11. SHOPWISE EXPRESS	
12. SUREBUY	
13. FRESH PICKS	
14. PIZZAYOLO	
15. THE GOOD LIFE YOU CAN AFFORD	
16. ROBINSONS BREEDER'S CHOICE	

<p>17. THE BAKER'S SELECTION</p> <p>18. Fit & Fun Wellness Buddy Run</p> <p>19. Wellness Moms</p>	  
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20. We Love Wellness	
21. Healthier Days Start Here	
22. I Love Wellness	
23. Robinsons Wallet	
24. #EasyOnThePlastic	
25. GO CART	
26. Take It Easy	






Department Store Trademarks

Name of Trademark	Symbol of Trademark
1. PLAYGROUND	
2. PORTSIDE	
3. NITELITES	
4. BRIDGET`S CLOSET	
5. B+ACTIVE	
6. ALL ABOUT KIDS	
7. GRAB A TEE	
8. NEVER BEEN KISSED	


9. JUMPING BEANS	
10. SIMPLY ME	
11. PUNKBERRY	
12. SUN KISSED	
13. MARJOLAINE	
14. LIBERTE	
15. STELLA	
16. BELLA	
17. BOTTOMS UP	
18. WORKSHOP	
19. RAFAEL SCRIPT	
20. TED MOSS ACCESSORIES	
21. LOCKSAC	
22. TAB	
23. CURATED HOME DESIGN YOUR LIFE EST. 2017	
24. RED DEALS	









25. EXECUTIVE	
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Convenience Store Trademarks

Name of Trademark	Symbol of Trademark
1. CHILLZ	
2. MY SUNDAE	
3. MY CHOICE	
4. KARIMAN	
5. HOTCHIX	
6. EATS TO GO	
7. UNCLE JOHN'S	




DIY Store Trademarks











Name of Trademark	Symbol of Trademark
1. THUNDER	
2. HIGH GEAR	

3. WISHY WASHY	
4. BOW WOW	
5. SUPER CHOW	
6. BATH BASICS	
7. ROBINSONS BUILDERS	
8. ICONO	
9. ICONO PREMIO	
10. ICONO CLASSICO	

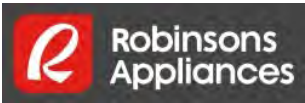

11. IMAGO	
12. DE ORO PACIFIC HOME PLUS	
13. CAT CHEW	
14. Your Store for Everyday Needs	
15. MODERN HOME	  
16. PACIFIC WOOD	
17. CLEAN HOME	



Drug Store Trademarks

Name of Trademark	Symbol of Trademark
1. SOUTHSTAR DRUG	
2. TGP – THE GENERICS PHARMACY	
3. THE GENERICS PHARMACY	 THE GENERICS PHARMACY



4. BASTA GENERICS, THE GENERICS PHARMACY	BASTA GENERICS, THE GENERICS PHARMACY
5. TGP THE GENERICS PHARMACY MABISA NA, MATIPID PA!	
	
	
6. TGP WITH LOGO	
7. TGP+ THE GENERICS PHARMACY	
8. ROSE PHARMACY	
9. ROSE PHARMACY YOUR ASSURANCE OF GENUINE DRUGS	
10. ROSE + CLINIC	
11. ROSE PHARMACY	
12. KAY SARAP MAGMAHAL A Culture of Loving Service Uniquely of Rose Pharmacy	

Specialty Store Trademarks

Name of Trademark	Symbol of Trademark
<p>1. ROBINSONS APPLIANCES</p> <p>2. R ROBINSONS APPLIANCES</p>	 <p>Robinsons Appliances</p>       
<p>3. HELLO! GOOD BUY</p> <p>4. ROBINSONSAPPLIANCES.COM.PH</p>	  

	
5. SAVER'S APPLIANCES	

Others

Name of Trademark	Symbol of Trademark
1. R 2. ROBINSONS	
3. R ROBINSONS RETAIL HOLDINGS, INC	

- (xi) **Government Approvals.** The Company and all its subsidiaries have obtained all permits, licenses and approvals from national and local government units and other government agencies necessary to lease store spaces and operate the same.

As a retailer, the Company and its subsidiaries are subject to the following laws and regulations: a) The Retail Trade Liberalization Act; b) The Food, Drug and Cosmetics Act; c) The Consumer Act; d) The Meat Inspection Code; e) The Price Act; f) The Philippine Food Fortification Act; g) The Comprehensive Dangerous Drugs Act; h) The Pharmacy Law; i) The Generics Act; and j) The Philippine Labor Code.

- (xii) **Effects of Existing or Probable Governmental Regulations on the Business.** The Group operates its businesses in a highly regulated environment. These businesses depend upon permits issued by the government authorities or agencies for their operations. The suspension or revocation of such permits could materially and adversely affect the operation of these businesses.

- (xiii) **Research and Development**

None during the year.

- (xiv) **Cost and Effects of Compliance with Environmental Laws.** Operators of retail stores with total store areas (including parking) of over 10,000 square meters (sqm) and/or operators of supermarkets with food stalls are required to obtain an Environment Compliance Certificate (ECC) for each store prior to commencement of business to certify that the operation will not pose an unacceptable environmental impact. Operators of supermarkets may also apply for and secure a Certificate of Non-Coverage (CNC) which exempts them from securing an ECC for their projects. The Company must obtain a Philippine Department of Environment and Natural Resources (DENR) identification

number from the regional office of the Philippine Environmental Management Bureau (EMB) to dispose of hazardous waste. In the absence of an identification number, the Company may be penalized with a fine ranging from ₱600 to ₱4,000.

(xv) **Employees.** As of December 31, 2024, the Group had 24,165 employees. The Company anticipates that it will have approximately 28,724 employees within the next 12 months for the planned store openings in 2025. The Company's management believes that good labor relations generally exist throughout the operating companies. The Company has experienced no material work stoppages or strikes in the past three years.

(xvi) **Risks**

1. The Company may experience difficulty in implementing its growth strategy brought about by unsuccessful future store openings, unsuccessful expansion through acquisition and failure of existing stores to benefit from the current favorable retail environment. In addition, new stores may place a greater burden on its existing resources and adversely affect its business as it faces the risk of market saturation brought about by increased competition from other retail companies in the Philippines.
2. The Company depends on RLC and other mall operators for the development of parts of its business and leases all of its premises, thus it may not be able to continue to renew these leases or to enter into new leases in favorable locations on acceptable terms thereby exposing the Company to risks relating to the leasing and sub-leasing of any of its stores as well as portions of its supermarket space.
3. The Company's retail business depends on its ability to source and sell the appropriate mix of products to suit the changing consumer preferences and relies on services rendered by independent contractors that may not always meet its requirements for quality or be available or completed within its budget. Also the success of its business depends in part on its ability to develop and maintain good relationships with its current and future suppliers and consignors. Likewise, the success of its business depends in part on its ability to develop and maintain good relationships with its franchisors and/or licensors. Thus, a deterioration of the value of its brand names and trademarks may have a material adverse effect on its business.
4. The Company operates in a regulated industry and its business is affected by the development and application of regulations in the Philippines. Continued compliance with, and any changes in, environmental laws and regulations may adversely affect its results of operations and financial condition. The Company may fail to fulfill the terms of licenses, permits and other authorizations, or fail to renew them on expiration.

The Company may face difficulty in hiring sufficient numbers of pharmacists to meet the demands of its drug store operations due to shortage of registered pharmacists in the Philippines thereby facing the risk of not being able to operate new drug store or be forced to close existing ones. Product liability claims in respect of defective goods sold in its stores and food safety and food-borne illness concerns could adversely affect its reputation and its financial prospects.

Likewise, the sale of counterfeit products may affect its reputation and profitability. On the other hand, its senior citizen, persons with disability and similar discounts

for purchases of prescribed medicines and prime commodities may be subject to abuse or unchecked fraudulent practices by unqualified customers.

5. The Company is exposed to certain risks in connection with the substantial use of cash in its operations. Damage to or other potential losses involving its assets may not be covered by insurance. Its business, financial performance and results of operations are subject to seasonality. The Company relies on dividends and distributions from its subsidiaries to fund its cash and financing requirements.
6. The Company's interests may differ significantly from the interests of other shareholders as its business and operations are dependent upon key executives. The Company is party to a large number of related party transactions and its operating results and financial condition are affected by a significant minority shareholding in Robinsons Bank.
7. Its operations are concentrated in the Philippines, and therefore any downturn in general economic conditions in the Philippines could have a material adverse impact on its business operations. Any political instability in the Philippines may adversely affect its business operations. Continued terrorist activities and high-profile violent crime in the Philippines could destabilize the country, adversely affecting its business environment and the occurrence of natural disasters or other catastrophes, severe weather conditions, or outbreaks of contagious diseases may materially adversely affect the Philippine economy and disrupt its operations.
8. Future changes in the value of the Philippine Peso against the U.S. dollar and other currencies may adversely affect its results of operations
9. Government mandated measures such as lockdowns due to COVID 19 pandemic created significant volatility across the business of the group. This resulted to both temporary and permanent store closures.

Item 2. Properties. Commercial spaces for retail establishments from various entities across the Philippines are leased by the Company. The lease rates and terms for these commercial spaces follow standard market rates and practices for similar businesses. The following table is illustrative of the rates paid per region.

Region	Rental Scheme	Lease Rate	Term
Metro Manila	Fixed	P115 to P2,209 per sqm	1-25 years
	% to sales	0.15% to 10% of sales	1-25 years
	Fixed or % to sales, whichever is higher	P240 to P1,577 per sqm or 2.0% to 8.0% of sales	1-20 years
	Fixed plus % to Sales or Fixed, whichever is higher	P600 to P2,399.99 per sqm or P350-2,245.4 per sqm plus 3% of sales	1 month – 2 years
	Fixed plus % to Sales	P240 to 1,577 per sqm plus 1.5% to 3.0% of sales	1-10 years
	Fixed plus % to Sales or MGR, whichever is higher	P295 to P495 per sqm plus 3% of sales or P550 to P815 per sqm	1 year
Luzon (outside Metro Manila)	Fixed	P17.5 to P5,359 per sqm	1-25 years
	% to sales	2.00% to 7.20% of sales	1-5 years
	Fixed or % to sales, whichever is higher	P50 to 1,577 per sqm or 1.0% to 7.2% of sales	1-25 years
	Fixed plus % to sales	P220 to P1,577 per sqm plus 1.5% to 4.4% of sales	1-20 years
	Fixed plus % to Sales or Fixed, whichever is higher	P830 to P933 per sqm or P650-P753 per sqm plus 3% of sales	1 year
Visayas	Fixed	P70 to P3,352 per sqm	1-25 years
	% to sales	2.20% to 7.20% of sales	1-10 years
	Fixed or % to sales, whichever is higher	P335 to P2,325 per sqm or 1.5% to 6% of sales	1-15 years
	Fixed plus % to sales	P375 to P1,577 per sqm plus 1.5% to 3.00%	1-5 years
	Fixed plus % to Sales or Fixed, whichever is higher	P400 to P1,271 per sqm or P292.17 to P1,033 per sqm plus 3% of sales	1 year
Mindanao	Fixed	P96 to P2,721 per sqm	1-23 years
	% to sales	1.6% to 7.20% of sales	1-20 years
	Fixed or % to sales, whichever is higher	P200 to P1,577 per sqm or 1.0% to 7.2% of sales	1-25 years
	Fixed plus % to sales	P275 to P1,577 per sqm plus 1.5% to 3.0% of sales	1-5 years
	Fixed plus % to Sales or Fixed, whichever is higher	P448.93 per sqm or P643.25 per sqm plus 3% of sales	4 years

Food Segment. The following table sets out the location, number of stores and gross selling space of the Company's food segment that are leased as of December 31, 2024.

	No. of stores	Gross Selling Area in sqm
<i>Metro Manila</i>	399	277,748
<i>Luzon</i>	292	292,137
<i>Visayas</i>	52	113,475
<i>Mindanao</i>	18	62,146
Total	761	745,506

Department Stores. The following table sets out the location, number of stores and gross selling space of the Company's department stores that are leased as of December 31, 2024.

	No. of stores	Gross Selling Area in sqm
<i>Metro Manila</i>	9	102,129
<i>Luzon</i>	20	131,487
<i>Visayas</i>	12	91,463
<i>Mindanao</i>	9	57,607
Total	50	382,686

DIY Stores. The following table sets out the location, number of stores and gross selling space of DIY stores as of December 31, 2024, all of which are under a lease agreement:

	No. of stores	Gross Selling Area in sqm
<i>Metro Manila</i>	62	50,700
<i>Luzon</i>	100	77,078
<i>Visayas</i>	38	26,389
<i>Mindanao</i>	27	25,350
Total	227	179,517

Drug Stores. The following table sets out the number of South Star Drug and Rose Pharmacy stores by region as December 31, 2024, all of which are under a lease agreement:

	No. of stores	Gross Selling Area in sqm
<i>Metro Manila</i>	147	11,578
<i>Luzon</i>	466	44,981
<i>Visayas</i>	351	33,550
<i>Mindanao</i>	169	16,591
Total	1133	106,700

Specialty Stores. The following table sets out the number of stores of *Robinsons Appliances and Savers Appliances* stores, *Toys "R" Us* stores (including the *Toy "R" Us* Toybox sections located in RDS stores), *Daiso Japan* stores, international fashion specialty retail and beauty brand formats as of December 31, 2024, all of which are under a lease agreement:

	No. of stores	Gross Selling Area in sqm
<i>Metro Manila</i>	91	36,924
<i>Luzon</i>	122	61,295
<i>Visayas</i>	43	18,884
<i>Mindanao</i>	26	10,733
Total	282	127,836

Item 3. Legal Proceedings. As of December 31, 2024, neither the Company nor any of its subsidiaries or affiliates or any of their properties is engaged in or a subject of any material litigation, claims or arbitration either as plaintiff or defendant, which could be expected to have a material effect on its financial position and the Company is not aware of any facts likely to give rise to any proceedings which would materially and adversely affect business or operations.

Item 4. Submission of Matters to a Vote of Security Holders. There were no matters submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Registrant’s Common Equity and Related Stockholder Matters

(A) Principal Market or Markets Where the Registrant’s Common Equity is Traded

The common stock of the Company is listed on the Philippine Stock Exchange.

STOCK PRICES

2025

	High	Low
First Quarter	39.00	33.75

2024

	High	Low
First Quarter	41.25	35.05
Second Quarter	39.35	34.95
Third Quarter	40.85	34.60
Fourth Quarter	41.60	34.70

2023

	High	Low
First Quarter	59.50	52.00
Second Quarter	54.90	49.50
Third Quarter	57.80	43.20
Fourth Quarter	47.50	38.05

2022

	High	Low
First Quarter	62.75	53.95
Second Quarter	58.00	46.00
Third Quarter	62.05	50.00
Fourth Quarter	60.40	52.30

(B) Holders

The number of shareholders of record as of March 31, 2025 was 47. Common shares outstanding as of March 31, 2025 were 1,418,785,145.

List of Top 20 stockholders as of March 31, 2025

Name of stockholder	Number of shares held			Percent to Total Outstanding
	Direct	Indirect (Under PCD Nominee)	Total	
1. JE Holdings, Inc.	484,749,997	6,550,000	491,299,997	34.62%
2. GCH Investments Pte Ltd		315,309,308	315,309,308	22.22%
3. PCD Nominee Corporation (Filipino)	213,190,175		213,190,175	15.02%
4. PCD Nominee Corporation (Non-Filipino)	118,813,971		118,813,971	8.37%
5. Lance Y. Gokongwei	91,952,656		91,952,656	6.48%
6. Robina Gokongwei-Pe	89,906,846	2,045,808	91,952,654	6.48%
7. James L. Go	31,928,005	2,054,400	33,982,405	2.39%
8. Robinson Bank Trust Account No. TA#030-172-530121	29,968,949		29,968,949	2.11%
9. Lisa Y. Gokongwei-Cheng	29,926,449		29,926,449	2.11%
10. Wilfred T. Co	2,027,936		2,027,936	0.14%
11. Kun Jiang	116,000		116,000	0.00%
12. Lucio W. Yan &/or Clara Y. Yan	100,000		100,000	0.00%
13. Lisa Y. Gokongwei-Cheng	42,500		42,500	0.00%
14. Lilan Rao	41,900		41,900	0.00%
15. Qiu, Bo	24,300		24,300	0.00%
16. Yi Ying Wu	10,000		10,000	0.00%
17. Iris Veronica G. Lim	5,200		5,200	0.00%
18. Mercedes Del Rosario or Miguel Carlos Del Rosario or Paolo Jose Del Rosario	4,000		4,000	0.00%
19. Joselito C. Herrera	3,500		3,500	0.00%
20. Gabrielle Claudia F. Herrera	2,500		2,500	0.00%
20. Nadezhda Iskra F. Herrera	2,500		2,500	0.00%
21. Others	8,245		8,245	0.00%
Total outstanding	1,092,825,629	325,959,516	1,418,785,145	100.00%

(C) Dividends

On May 10, 2024, the Company's Board of Directors (BOD) approved the declaration of a cash dividend in the amount of ₱2.00 per share from the unrestricted retained earnings of the Company as of December 31, 2023 to all stockholders of record as of May 27, 2024 and payable on June 10, 2024.

On May 12, 2023, the Company's Board of Directors (BOD) approved the declaration of a cash dividend in the amount of ₱2.00 per share from the unrestricted retained earnings of the Company as of December 31, 2022 to all stockholders of record as of May 26, 2023 and payable on June 9, 2023.

On April 27, 2022, the Company's Board of Directors (BOD) approved the declaration of a cash dividend in the amount of ₱2.00 per share from the unrestricted retained earnings of the Company as of December 31, 2021 to all stockholders of record as of May 20, 2022 and payable on June 10, 2022.

(D) Restriction that Limits the Payment of Dividends on Common Shares

None

(E) Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction.

None

Item 6. Management's Discussion and Analysis or Plan of Operation

December 31, 2024 vs December 31, 2023

Consolidated Results of Operations

(Amounts in Million Pesos)

Robinsons Retail Holdings, Inc.'s core net income (net income excluding foreign exchange gains/losses, interest income from bonds, equity in earnings from associates, interest expense related to the BPI shares, and others) jumped by 12.8% to ₱6.4 billion in 2024 driven by higher gross profit and improved operational efficiencies.

Consolidated net sales increased by 3.7% to ₱199.2 billion for the year ended December 31, 2024, supported by the blended same store sales growth (SSSG) of 1.5%. The core staples businesses—Food and Drugstores—along with incremental sales from new stores were the main revenue growth drivers for the year.

Gross margin rose by 5.5% to ₱48.1 billion driven by improved assortment, enhanced market presence of imported and private label brands, and sustained vendor support. Operating income accelerated by 8.9% to ₱9.7 billion in 2024 as cost optimization efforts mitigated the impact of increased expansion-related costs.

Net income attributable to equity holders of the parent company (NIAP) more than doubled to ₱10.3 billion due to the one-time gain from the BPI-Robinsons Bank merger.

Segment Operations

- (i) **Food.** The food segment, which consist of supermarket banners and convenience store business Uncle John's, accounts for the largest share in the Group's sales, EBIT and EBITDA. Full year consolidated net sales of the whole food segment reached ₱120.3 billion, 4.6% higher than last year. Revenue growth was supported by SSSG of 2.3%.

Gross margin improved by 5.8% to ₱27.3 billion in 2024 due to increased vendor support and stable demand for imported products.

As a result, EBITDA climbed at a higher rate than topline growth, increasing by 6.2% in 2024 and reaching a full-year total of ₱10.6 billion.

- (ii) **Drug Stores.** Full year net sales of the drugstore segment rose by 7.3% to ₱35.8 billion, primarily driven by contributions from new stores. Full year SSSG, however, declined from 7.1% in 2023 to 3.2% in 2024.

Meanwhile, gross margin expanded by 50bps to 21.5%, driven by vendor support and higher house brand penetration.

EBITDA grew by 2.1% to ₱3.1 billion, lower than topline growth due to store expansion and higher DC costs from new systems and facilities.

- (iii) **DIY Stores.** The DIY segment recorded net sales of ₱11.8 billion in 2024, down by 4.2%, as a result of an industry-wide slowdown from intense competition and rationalization of inventory.

Gross margin expanded by 110bps to 29.7% in the fourth quarter due to the introduction of new product offerings. This led to a year-end close for 2024 at 32.3%, returning to the 32% level last seen in 2020.

Meanwhile, EBITDA improved by 6.8% to ₱1.3 billion in 2024 due to the improved gross margins and cost-savings initiatives.

- (iv) **Department Stores.** Department store net sales increased by 2.1% for the year 2024 to ₱16.6 billion with full year SSSG at 2.4%.

Gross margin improved by 3.1% to ₱5.1 billion due to the increase in vendor support and improved category mix.

EBITDA declined by 7.4% to ₱1.2 billion as a result of higher operating expenses from rent, personnel costs, and opening of Spatio.

- (v) **Specialty Stores.** Net sales for the specialty segment declined by 3.7% to ₱14.7 billion in the year 2024 mainly due to lower sales from Appliance. However, a 1.7% increase was seen in the fourth quarter driven by the strong performance of toys and pet retail.

The segment's year to date gross margin improved by 200 bps to 28.7% driven by the improvement in category mix, vendor support, and higher distribution center fees.

Despite the strong topline growth and gross margin expansion in the fourth quarter, which led to a 48.4% increase in EBITDA to ₱341.3 million in the last quarter, the segment's EBITDA for the year ended December 31, 2024 declined by 16.7% to ₱827.7 million due to lower sales.

Financial Position

As of December 31, 2024, the Group's balance sheet showed consolidated assets of ₱169,951 million.

Cash and cash equivalents as of December 31, 2024 is at ₱13,137 million. Net cash generated from operating activities totaled ₱12,427 million. Net cash spent for investing activities amounted to ₱2,526 million driven by CAPEX and additional investments. Net cash used in financing activities amounted to ₱9,939 million mainly due to the payment of dividends and leases.

Trade and other receivables increased by 11.6% from ₱3,948 million in December 2023 to ₱4,407 million as of December 31, 2024.

The Group's investment in Rbank was reclassified to investment in debt and equity securities from asset held for sale amounting to ₱8,318 million. RRHI's ownership in Rbank is converted to BPI shares with the completion of the merger between BPI and Rbank which took effect on January 1, 2024.

Debt and equity instrument financial assets increased from ₱26,411 million to ₱46,165 million mainly due to investment in BPI shares.

Trade and other payables increased from ₱26,899 million to ₱27,901 million as of December 31, 2024 mainly driven by purchase from suppliers. Loans payable of ₱22,976 million includes short-term and long-term loan of RRHI and RSC for purchase of ownership in BPI.

Stockholder's equity stood at ₱92,606 million as of December 31, 2024.

December 31, 2023 vs December 31, 2022

Consolidated Results of Operations (Amounts in Million Pesos)

Robinsons Retail Holdings, Inc.'s core net income (net income excluding foreign exchange gains/losses, interest income from bonds, equity in earnings from associates, interest expense related to the BPI shares, and others) increased by 1.5% to ₱5,640 billion in 2023 on the back of the company's 7.4% increase in consolidated net sales.

The growth in net sales was supported by blended same store sales growth (SSSG) of 3.9% and store expansion initiatives. The core staples businesses - Supermarkets and Drugstores were the main revenue growth drivers for the period ended December 31, 2023.

Operating income increased by 2.8% to ₱8.9 billion as revenue growth and gross margins expansion were offset by store expansion costs, higher utility expenses on elevated fuel prices and higher personnel costs.

Meanwhile, net income attributable to equity holders of the parent company (NIAP) declined by 29.9% to ₱4.1 billion weighed down by foreign exchange losses, equitized losses from investment in associates and interest expense on loans. The acquisition financing of the Bank of the Philippine Islands' (BPI) shares which were acquired earlier this year was fully covered by the dividend income from BPI shares.

Segment Operations

- (i) **Supermarket.** The Supermarket segment continued to account for the largest share in the Group's sales, EBIT and EBITDA. Full year consolidated net sales of the whole supermarket segment was at ₱108.6 billion, 7.4% higher than last year. Revenue growth was supported by the contribution of new stores and full year SSSG of 3.2% which benefitted from double-digit growth in transaction count.

Gross margins improved by 30bps in Q4 2023 to 21.7% due to higher sales of imported products and increased vendor support. This allowed full-year GPM to settle at 21.7%, flat year-on-year. Excluding the impact of Growsari, which now accounts for almost 10% of supermarket sales, segment margin would have increased by 40bps in 2023.

Meanwhile, EBITDA rose by 10.3% to ₱9.4 billion in 2023 supported by resilient topline growth and efficient cost management.

- (ii) **Drug Stores.** Net sales of the drugstore segment rose by 13.2% in 2023 to ₱33.4 billion on the back of robust SSSG and incremental sales of new stores. Blended SSSG of Southstar Drug and Rose Pharmacy came in at 7.1% for the full year driven by sustained demand of prescription drugs, particularly maintenance medications, while over-the-counter cough and cold medicines and antihistamines also performed well.

Gross margins expanded by 70bps to 21.0% in 2023 due to increased penetration of house brands and better category mix.

EBITDA grew by 13.7% to ₱3.0 billion due to strong topline growth and gross margin expansion.

- (iii) **DIY Stores.** The DIY segment posted slightly lower topline trends in 2023 to ₱12.3 billion or down by 0.8%. Intense competition and a decline in demand for pandemic items like home and kitchen products affected revenues. Competition in the dog food segment, one of top categories, has also intensified, with more players entering the market in recent years. Excluding pet food sales, DIY segment net sales would have increased by 5.5% in 2023.

The segment saw a slight decline in gross margins from 31.1% in 2022 to 30.8% in 2023 mainly due to markdowns in the kitchen category which slowed down after the pandemic.

Meanwhile, EBITDA fell by 19.9% to ₱1.2 billion in 2023 due to lower SSSG while key operating expenses such as rent, utilities, and manpower accelerated.

- (iv) **Department Stores.** Department store net sales grew by 8.2% in 2023 to ₱16.3 billion. SSSG normalized at 7.0%. The topline is driven by categories related to back-to-school, travel, and sports activities.

Gross margins improved by 40bps to 30.6% due to higher margin category mix.

EBITDA was flattish in 2023 ending the year at ₱1.3 billion. Healthy topline trends coupled with gross margin improvements were offset by higher operating expenses from rent, manpower, and utilities.

- (v) **Convenience stores.** Uncle John's was able to sustain solid topline trends in 2023, with net sales increasing by 4.4% to ₱6.3 billion. SSSG is 5.6% in 2023 mainly driven by the strong performance of CBD located branches and resilient demand for RTE products.

Gross margins increased by 8.7% year-on-year due to continued growth of higher-margin RTE business.

EBITDA recovered by 18.2% to ₱162.6 million in the last quarter due to an improving sales mix while generating cost savings from rent and repairs and maintenance. For the full year, the decline in the segment's EBITDA narrowed to -1.7% to ₱570.9 million.

- (vi) **Specialty Stores Segment.** Net sales for the specialty segment grew by 3.5% to ₱15.2 billion in 2023 with segment SSSG coming in at 2.4%.

Toys, and Pet Retail delivered double-digit topline growth for the period. However, revenues of Appliances & Electronics business were flat in 2023 as increased out-of-home activities led to lower demand for some of our categories that did well during the pandemic.

The segment's gross margins improved by 20bps year-on-year to 26.7% in due to increased vendor support, higher DC fees, and changes in product mix.

The segment's EBITDA declined by 24.4% to ₱994 million due to increase in operating expenses.

Financial Position

As of December 31, 2023, the Group's balance sheet showed consolidated assets of ₱155,023 million.

Cash and cash equivalents as of December 31, 2023 is at ₱13,173 million. Net cash provided by operating activities totaled ₱14,965 million. Net cash spent for investing activities amounted to ₱21,434 million driven by investment in BPI shares. Net cash provided by financing activities amounted to ₱1,890 million of which ₱12,944 million came from net loan availment.

Trade and other receivables increased by 11.9% from ₱3,528 million to ₱3,948 million as of December 31, 2023.

The Group's investment in Rbank was classified as asset held for sale amounting to ₱8,318 million. RRHI's ownership in Rbank will be converted to BPI shares with the completion of the merger between BPI and Rbank which took effect on January 1, 2024.

Debt and equity instrument financial assets increased by ₱17,446 million mainly due to purchase of BPI shares in January 2023.

Trade and other payables decreased from ₱27,490 million to ₱26,899 million as of December 31, 2023 mainly driven by payment of land purchased and payment to suppliers. Short-term loans payable decreased by ₱280 million due to loan payments for short term debt.

Stockholder's equity stood at ₱79,378 million as of December 31, 2023.

December 31, 2022 vs December 31, 2021

Consolidated Results of Operations *(Amounts in Million Pesos)*

Robinsons Retail Holdings, Inc. recorded net income of ₱6,436 million for the twelve months ended December 31, 2022, an increase of 32.7% as compared to ₱4,850 million for the twelve months ended December 31, 2021. Net income attributable to parent amounted to ₱5,847 million for the twelve months ended December 31, 2022, an increase of 29.1% vs. 2021 driven mainly by strong same store sales growth and expansion in margins. Full-year EPS rose at a faster clip at 33.1% to ₱3.93 per share, supported by the ongoing share buyback program.

Consolidated net sales increased by 16.6% from ₱153,327 million for the twelve months ended December 31, 2021 to ₱178,821 million for the twelve months ended December 31, 2022. The increase in sales was driven by the strong same store sales growth, new store openings and rebound in discretionary formats coming from the economy's gradual return to normalcy, including face to face classes in schools and increased travel and tourism.

Blended same store sales growth (SSSG) was 11.8% for the full year 2022. Supermarket segment posted -7.3% SSSG for the year, while the drugstore segment's SSSG remained healthy at 5.3% for the full year 2022. The department store segment posted 53.4% SSSG due to resumption of face to face classes and increased travel. Convenience store segment was up 26.0% supported by higher sales of commercial and BPO clusters due to back to onsite working arrangements coupled with new product offerings.

Gross profit margin was at 23.6% for the year driven by category mix improvements and economies of scale.

Coupled with operating efficiencies, EBIT margins expanded by 90bps for full year 2022. In absolute terms, EBIT came in at ₱8.7 billion, up by 43.6%.

Segment Operations

- (i) ***Supermarket.*** The Supermarket segment continued to account for the largest share in the Group's Sales, EBIT and EBITDA. The supermarket segment generated net sales of ₱101.1 billion for full year 2022, 14.1% higher vs. 2021. Full year SSSG came in at 7.3% vs. negative 8.7% in the previous year on the back of higher transaction count and a better supply chain situation.

Full year GPM expanded by 20bps to 21.7% on higher indent and private label penetration, assortment shifts, and selling price adjustments.

EBITDA rose by 14.2% year on year in 2022 to ₱8.5 billion driven by healthy topline growth and gross margin improvements. This translated to EBITDA margin of 8.4% for the full year.

- (ii) ***Department Stores.*** Department store net sales for full year 2022 was up 61.2% to ₱15,031 million.

Full year SSSG came in at 53.4% higher vs. last year. Key drivers were the resumption of face-to-face classes and the increase in travel. Meanwhile, the main categories that outperformed were Shoes, Bag, Sportswear (SBS), Children's, and Ladies departments.

Gross margins were up 30bps for full year 2022 or 30.2% of sales due to category mix improvements.

Full year EBITDA grew by 108.1% to ₱1,279 million coming from high SSSG and margins improvement.

- (iii) ***Convenience stores.*** Full year net sales amounted to ₱6,072 million up 23.5% compared to last year. Same store sales growth was up 26.0% for full year 2022.

Growth was supported by higher sales of commercial and BPO clusters due to back to onsite working arrangements, coupled by new product offerings, and effective marketing promotions.

A recovering topline, better gross margins driven by the higher contribution of the RTE category, and manageable operating expenses translated to robust EBITDA growth of 98.7% for full year 2022 at ₱580.6 million.

- (iv) **Drug Stores.** Net sales of the drugstore segment reached ₱29,486 million, up by 10.6% due to stronger demand for fever and flu medicines, sustained growth of prescription medicines, and sales contribution from new stores. The blended SSSG of Southstar Drug and Rose Pharmacy was healthy at 5.3% for the year.

EBITDA margins expanded by 40bps in full year 2022 to 9.0% of sales with notable gains from Rose Pharmacy in the first half of 2022. Healthy SSSG and the gains from Rose Pharmacy enabled the segment to post strong EBITDA growth of 15.3% for full year 2022 to ₱2,651 million.

- (v) **DIY Stores.** The DIY segment's full year net sales increased by 7.8% to ₱12,403 million driven by SSSG of 10.1% for 2022. The main SSSG driver was higher transaction count in key categories such as hardware, electrical and plumbing.

Gross profit margin was up 6.0% from ₱3,633 million to ₱3,852 million. In terms of % of sales, there was a 50bps decline in gross margins from 31.6% last year to 31.1% this year due to the move out of ageing inventories and markdowns.

Full year EBIT grew by 20.1% to ₱637.5 million compared to ₱530.9 million last year.

- (vi) **Specialty Stores Segment.** Net sales for the specialty segment grew by 19.7% to ₱14,709 million for the full year 2022 supported by strong SSSG.

All formats under the specialty segment delivered double digit revenue growth rates for the year as consumer demand picked up in tandem with better mobility.

The recovery in the topline coupled with product mix improvements and better operating leverage translated to strong EBITDA growth of 35.7% for the full year to ₱1,315 million.

Financial Position

As of December 31, 2022, the Group's balance sheet showed consolidated assets of ₱141,526 million.

Cash and cash equivalents as of December 31, 2022 is at ₱17,767 million. Net cash provided by operating activities totaled ₱16,080 million. Net cash spent from investing activities amounted to

₱4,587 million. Net cash spent from financing activities amounted to ₱9,898 million of which ₱675 million came from net loan availment with ₱3,437 million payment of dividends and ₱1,821 million for the share buyback program.

Trade and other receivables increased by 32.3% to ₱3,528 million as of December 31, 2022.

Debt and equity instrument financial assets declined by ₱2,661 million or 22.9% for the full year 2022 due to redemptions during the period.

Trade and other payables increased from ₱21,216 million to ₱27,490 million as of December 31, 2022 mainly driven by purchase of land. Current loans payable increased by ₱675 million due to loan availments.

Stockholder's equity stood at ₱76,574 million as of December 31, 2022.

Material Changes in the 2024 Financial Statements

(Increase/decrease of 5% or more versus 2024)

Consolidated Statements of Comprehensive Income

Year Ended December 31, 2024 versus Year Ended December 31, 2023

(with Vertical and Horizontal Analysis)

In Millions	2024	%	2023	%	Growth
SALES - Net of sales discounts and returns	199,167	100.0%	192,126	100.0%	3.7%
COST OF MERCHANDISE SOLD	151,057	75.8%	146,526	76.3%	3.1%
GROSS PROFIT	48,110	24.2%	45,600	23.7%	5.5%
ROYALTY, RENT AND OTHER REVENUE	1,350	0.7%	1,189	0.6%	13.5%
GROSS PROFIT INCLUDING OTHER REVENUE	49,460	24.8%	46,790	24.4%	5.7%
OPERATING EXPENSES	(39,723)	-19.9%	(37,848)	-19.7%	5.0%
OTHER INCOME (CHARGES)					
Dividend income	1,413	0.7%	1,264	0.7%	11.8%
Interest income	172	0.1%	257	0.1%	-32.9%
Foreign currency exchange gains (losses) - net	43	0.0%	(65)	0.0%	166.1%
Share in net earnings (losses) of associates	(497)	-0.2%	(821)	-0.4%	-39.5%
Interest expense	(3,124)	-1.6%	(3,123)	-1.6%	0.0%
Unrealized gain on equity instruments financial assets and others - net	4,646	2.3%	(280)	-0.1%	1756.9%
	2,653	1.3%	(2,769)	-1.4%	195.8%
INCOME BEFORE INCOME TAX	12,390	6.2%	6,173	3.2%	100.7%
PROVISION FOR INCOME TAX					
Current	1,597	0.8%	1,620	0.8%	-1.4%
Deferred	(125)	-0.1%	(97)	-0.1%	29.1%
	1,472	0.7%	1,524	0.8%	-3.4%
NET INCOME	10,918	5.5%	4,649	2.4%	134.8%
OTHER COMPREHENSIVE INCOME					
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods:					
Debt securities at fair value through other comprehensive income:					
Changes in fair value during the year	295	0.1%	(278)	-0.1%	205.8%
Reclassification of gains included in net income	208	0.1%	105	0.1%	98.6%
Translation adjustments	113	0.1%	127	0.1%	-11.0%
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:					
Changes in fair value of equity securities at fair value through other comprehensive income	6,315	3.2%	2,976	1.5%	112.2%
Remeasurement gains (losses) on retirement obligation	249	0.1%	(336)	-0.2%	174.1%
Income tax effect	(62)	0.0%	76	0.0%	-181.5%
	7,117	3.6%	2,669	1.4%	166.7%
TOTAL COMPREHENSIVE INCOME	18,035	9.1%	7,318	3.8%	146.5%

5.5% increase in gross profit

Driven by improved assortment, enhanced market presence of imported and private label brands, and sustained vendor support.

13.5% increase in royalty, rent and other revenue

Mainly driven by higher rental and other income from food and drugstore segments.

5.7% increase in gross profit including other revenue

Due to strategic operational and marketing efforts as well as increased revenue from rentals and royalties of the food segment.

5.0% increase in operating expenses

Primarily due to operating expenses of new stores, higher rent expense, utilities, and personnel costs.

11.8% increase in dividend income

Mainly due to higher dividend income from BPI.

32.9% decrease in interest income

Mainly due to disposal of investment in bonds.

166.1% increase in foreign currency exchange gain-net

Primarily due to higher forex rates of USD to Peso.

39.5% decrease in net loss in associates

Decrease in net loss in associates due to reclassification of investment in Gotyme.

1,756.9% increase in unrealized gain on equity instruments financial assets and others - net

Mainly due to unrealized gain from investment in Rbank as a result of Rbank's merger with BPI.

195.8% increase in other income (charges)

Driven by substantial rise in unrealized gain from equity instruments and dividend income along with reduced share in losses of associates.

100.7% increase in income before income tax

Due to higher gross profit and increase in other income significantly due to unrealized gain from investment in Rbank arising from its merger with BPI.

29.1% increase in provision for income tax-deferred

Mainly due to deferred tax impact of PFRS 16.

134.8% increase in net income

Mainly due to unrealized gain from investment in Rbank as a result of Rbank's merger with BPI.

205.8% increase in changes in fair value during the year of debt securities at fair value through OCI

Due to higher fair value of debt securities driven by strong market performance.

98.6% increase in reclassification of gains included in net income

Due to reclassification of gains from other comprehensive income to net income.

11.0% decrease in share in changes in translation adjustment in investment entities

Due to lower translation adjustments in associates and debt securities.

112.2% increase in changes in fair value of equity securities at FVOCI

Mainly pertains to changes in fair value of BPI shares.

174.1% increase in remeasurement gain (losses) on retirement obligation

Due to remeasurement gain during the year, mainly on changes in actuarial assumptions.

181.5% decrease in income tax effect on OCI not to be reclassified to P/L in subsequent periods

Mainly due to remeasurement gain on retirement obligation.

166.7% increase in other comprehensive income

Primarily due to changes in fair value of debt and equity securities at FVOCI.

146.5% increase in total comprehensive income

Primarily driven by improved operations, significant gain resulting from the BPI-Rbank merger, and mark-to-market changes in equity securities classified as FVOCI.

Consolidated Statements of Financial Position – As of December 31, 2024 versus December 31, 2023
(with Vertical and Horizontal Analysis)

In Millions	2024	%	2023	%	Growth
ASSETS					
Current Assets					
Cash and cash equivalents	13,137	7.7%	13,173	8.5%	-0.3%
Trade and other receivables	4,407	2.6%	3,948	2.5%	11.6%
Merchandise inventories	31,672	18.6%	29,668	19.1%	6.8%
Other current assets	1,572	0.9%	1,682	1.1%	-6.5%
Total Current Assets	50,789	29.9%	48,471	31.3%	4.8%
Noncurrent assets held for sale	-	0%	8,318	5.4%	-
					100.0%
Noncurrent Assets					
Debt and equity instruments financial assets	46,165	27.2%	26,411	17.0%	74.8%
Property and equipment	25,046	14.7%	23,392	15.1%	7.1%
Right-of-use assets	19,188	11.3%	19,914	12.8%	-3.6%
Investment in associates	1,666	1.0%	1,721	1.1%	-3.2%
Intangible assets	22,679	13.3%	22,680	14.6%	0.0%
Deferred tax assets - net	1,517	0.9%	1,453	0.9%	4.4%
Retirement plan asset	403	0.2%	166	0.1%	142.1%
Other noncurrent assets	2,499	1.5%	2,495	1.6%	0.1%
Total Noncurrent Assets	119,162	70.1%	98,233	63.4%	21.3%
	169,951	100.0%	155,023	100.0%	9.6%
LIABILITIES AND EQUITY					
Current Liabilities					
Trade and other payables	27,901	16.4%	26,899	17.4%	3.7%
Short-term loans payable	14,714	8.7%	8,129	5.2%	81.0%
Lease liabilities - current portion	3,322	2.0%	3,587	2.3%	-7.4%
Income tax payable	91	0.1%	145	0.1%	-36.9%
Other current liabilities	469	0.3%	514	0.3%	-8.8%
Total Current Liabilities	46,497	27.4%	39,273	25.3%	18.4%
Noncurrent Liabilities					
Lease liabilities - net of current portion	20,028	11.8%	20,458	13.2%	-2.1%
Long-term loans payable	8,262	4.9%	13,240	8.5%	-37.6%
Deferred tax liabilities - net	2,080	1.2%	2,065	1.3%	0.7%
Retirement obligation - net	478	0.3%	608	0.4%	-21.4%
Total Noncurrent Liabilities	30,848	18.2%	36,372	23.5%	-15.2%

	77,345	45.5%	75,645	48.8%	2.2%
Equity					
Equity Attributable to Equity Holders of the Parent Company					
Capital stock	1,576	0.9%	1,576	1.0%	0.0%
Additional paid-in capital	40,768	24.0%	40,768	26.3%	0.0%
Treasury stock	(7,600)	-4.5%	(6,410)	-4.1%	18.6%
Other comprehensive income	9,389	5.5%	2,266	1.5%	314.3%
Equity reserve	(772)	-0.5%	(743)	-0.5%	4.0%
Retained earnings	45,181	26.6%	37,822	24.4%	19.5%
	88,542	52.1%	75,280	48.6%	17.6%
Equity Attributable to Noncontrolling Interests	4,064	2.4%	4,098	2.6%	-0.8%
Total Equity	92,606	54.5%	79,378	51.2%	16.7%
	169,951	100.0%	155,023	100.0%	9.6%

11.6% increase in trade and other receivables

Due to higher sales and new stores.

6.8% increase in merchandise inventories

Due to higher sales and new stores.

6.5% decrease in other current assets

Due to utilization of creditable withholding taxes and value added taxes.

100.0% decrease in noncurrent assets held for sale

Due to reclassification of investment in Rbank to investment in debt and equity securities.

74.8% increase in debt and equity instrument financial assets

Mainly due to investment in BPI shares.

7.1% increase in property and equipment

Increase is driven by capital expenditures for the year.

142.1% increase in retirement plan asset

Increase is due to higher contribution to the retirement fund.

21.3% increase in total noncurrent assets

Due to investment in equity securities and capital expenditures during the year.

81.0% increase in short-term loans payable

Due to increase in short-term loans payable availed.

7.4% decrease in current portion of lease liabilities

Due to lease modifications during the year.

36.9% decrease in income tax payable

Due to higher tax credits and minimum corporate income tax (MCIT) due.

8.8% decrease in other current liabilities

Due to settlement of other current liabilities.

18.4% increase in total current liabilities.

Mainly attributed to the availment of short-term loan obligations as well as trade and other payables.

37.6% decrease in long-term loans payable

Due to payment of loans for the period.

21.4% decrease in net retirement obligation

Due to increase in actual contribution and benefits paid.

15.2% decrease in total noncurrent liabilities

Resulting from long-term loan payments and decrease in net retirement obligation due to contributions and benefits paid.

18.6% increase in treasury stock

Mainly due to additional share buyback of the Company for the period.

314.3% increase in other comprehensive income

Primarily due to favorable mark to market movements in the fair value of equity securities.

19.5% increase in retained earnings

Due to the increase in net income.

17.6% increase in equity attributable to equity holders of the Parent Company

Primarily due to increase in net income and other comprehensive income.

16.7% increase in total equity

Mainly due to substantial growth in retained earnings and other comprehensive income.

9.6% increase in total assets / total liabilities and equity

Mainly due to increase in capital expenditures, with the majority allocated to the food segment, as well as higher borrowings mainly tied to the investment in BPI shares.

**Material Changes in the 2023 Financial Statements
(Increase/decrease of 5% or more versus 2022)**

Consolidated Statements of Comprehensive Income

Year Ended December 31, 2023 versus Year Ended December 31, 2022

(with Vertical and Horizontal Analysis)

In Millions	2023	%	2022	%	Growth
SALES - Net of sales discounts and returns	192,126	100.0%	178,821	100.0%	7.4%
COST OF MERCHANDISE SOLD	146,526	76.3%	136,539	76.4%	7.3%
GROSS PROFIT	45,600	23.7%	42,282	23.6%	7.8%
ROYALTY, RENT AND OTHER REVENUE	1,189	0.6%	1,159	0.6%	2.6%
GROSS PROFIT INCLUDING OTHER REVENUE	46,790	24.4%	43,442	24.3%	7.7%
OPERATING EXPENSES	(37,848)	-19.7%	(34,743)	-19.4%	-8.9%
OTHER INCOME (CHARGES)					
Interest income	257	0.1%	390	0.2%	-34.2%
Equity in net earnings in associates	(821)	-0.4%	14	0.0%	-6091.7%
Dividend income	1,264	0.7%	294	0.2%	329.9%
Foreign currency exchange gains (loss) - net	(65)	0.0%	357	0.2%	-118.1%
Interest expense	(3,123)	-1.6%	(1,988)	-1.1%	-57.1%
Others	(280)	-0.1%	222	0.1%	-226.1%
	(2,769)	-1.4%	(711)	-0.4%	-289.4%
INCOME BEFORE INCOME TAX	6,173	3.2%	7,987	4.5%	-22.7%
PROVISION FOR INCOME TAX					
Current	1,620	0.8%	1,636	0.9%	-1.0%
Deferred	(97)	-0.1%	(85)	0.0%	-13.6%
	1,524	0.8%	1,551	0.9%	-1.8%
NET INCOME	4,649	2.4%	6,436	3.6%	-27.8%
OTHER COMPREHENSIVE INCOME					
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent					
Changes in fair value of debt securities at fair value through other comprehensive income	(174)	-0.1%	(1,005)	-0.6%	82.7%
Share in changes in fair value of debt financial assets in associates	-	0.0%	96	0.1%	-100.0%
Share in changes in translation adjustment in investment entities	127	0.1%	20	0.0%	538.5%
Income tax effect	-	0.0%	(25)	0.0%	100.0%
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:					
Changes in fair value of equity securities at FVOCI	2,976	1.5%	(98)	-0.1%	3148.9%
Share in actuarial gain (losses) on retirement obligation in associates	-	0.0%	20	0.0%	-100.0%
Remeasurement gain (losses) on retirement obligation	(336)	-0.2%	242	0.1%	-239.2%
Income tax effect	76	0.0%	(65)	0.0%	216.8%
	2,669	1.4%	(815)	-0.5%	427.5%
TOTAL COMPREHENSIVE INCOME	7,318	3.8%	5,621	3.1%	30.2%

7.4% increase in sales

The increase is due to store expansion initiatives and same-store sales growth.

7.3% increase in cost of sales

The increase is driven by increase in sales volume due to store expansion and same-store sales growth.

7.8% increase in gross profit

The increase is driven by better product assortment and increased vendor support.

8.9% increase in operating expenses

Primarily due to operating expenses of new stores, higher rent expense, utilities, and personnel costs.

34.2% decrease in interest income

Due to disposal of investment in bonds.

6,091.7% decrease in earnings from associate

Decrease is due to share in losses of associates.

329.9% increase in dividend income

Primarily coming from investment in BPI and other investments in financial instruments on equity securities.

118.1% decrease in foreign currency exchange gain

Primarily due to realized forex losses due to lower forex rates of USD to Peso versus at the beginning of the year.

57.1% increase in interest expense

Driven by loans to purchase 4.4% investment in BPI shares.

226.1% decrease in other income/charges

Primarily due to disposal of investment in associate and loss on disposal of bonds.

13.6% increase in provision for income tax-deferred

Due deferred tax impact of PFRS 16, pension liability, and excess MCIT.

27.8% decrease in net income

Due to forex loss, reversal of equitized earnings with the derecognition of Robinsons Bank's net income under equitized earnings following the merger with BPI, and losses from start-up investments.

82.7% increase in changes in fair value of debt securities at fair value through OCI

Due to lower fair value of debt securities in prior year.

100% decrease in share in changes in fair value of debt financial assets in associates

No change in fair value of debt financial assets in associates during the year.

538.5% increase in share in changes in translation adjustment in investment entities

Mainly due to the translation adjustment of associates and debt securities for the year.

100% increase in income tax effect on OCI to be reclassified to P/L in subsequent periods

No income tax effect during the year.

3,148.9% increase in changes in fair value of equity securities at FVOCI

Mainly pertains to changes in fair value of BPI shares.

100% decrease in share in actuarial gain (losses) on retirement obligation in associates

No actuarial gains (losses) on retirement obligation in associates for the year.

239.2% decrease in remeasurement gain (losses) on retirement obligation

Due to remeasurement loss during the year mainly on changes in financial assumptions.

216.8% increase in income tax effect on OCI not to be reclassified to P/L in subsequent periods

Due to remeasurement loss on retirement obligation.

427.5% increase in other comprehensive income

Primarily due to mark to market movements in the fair value of debt and equity instrument financial assets, mainly from BPI shares.

Consolidated Statements of Financial Position – As of December 31, 2023 versus December 31, 2022
(with Vertical and Horizontal Analysis)

In Millions	2023	%	2022	%	Growth
ASSETS					
Current Assets					
Cash and cash equivalents	13,173	8.5%	17,767	11.5%	-25.9%
Trade and other receivables	3,948	2.5%	3,528	2.3%	11.9%
Merchandise inventories	29,668	19.1%	27,470	17.7%	8.0%
Other current assets	1,682	1.1%	2,434	1.6%	-30.9%
	48,471	31.3%	51,198	33.0%	-5.3%
Noncurrent Assets Held For Sale	8,318	5.4%	8,318	5.4%	0.0%
Noncurrent Assets					
Debt and equity instrument financial assets	26,411	17.0%	8,965	5.8%	194.6%
Property and equipment	23,392	15.1%	22,648	14.6%	3.3%
Right-of-use assets	19,914	12.8%	22,155	14.3%	-10.1%
Investment in associates	1,721	1.1%	1,635	1.1%	5.3%
Intangible assets	22,680	14.6%	22,646	14.6%	0.2%
Deferred tax assets - net	1,453	0.9%	1,273	0.8%	14.2%
Retirement plan asset	166	0.1%	291	0.2%	-42.7%
Other noncurrent assets	2,495	1.6%	2,398	1.5%	4.1%
	98,233	63.4%	82,009	52.9%	19.8%
	155,023	100.0%	141,526	91.3%	9.5%
LIABILITIES AND EQUITY					
Current Liabilities					
Trade and other payables	26,899	17.4%	27,490	17.7%	-2.2%
Short-term loans payable	8,129	5.2%	8,409	5.4%	-3.3%
Lease liabilities - current portion	3,587	2.3%	3,501	2.3%	2.5%
Income tax payable	145	0.1%	155	0.1%	-6.4%
Other current liabilities	514	0.3%	543	0.4%	-5.3%
	39,273	25.3%	40,097	25.9%	-2.1%
Noncurrent Liabilities					
Lease liabilities - net of current portion	20,458	13.2%	22,523	14.5%	-9.2%
Loans payable	13,240	8.5%	-	0.0%	100.0%
Deferred tax liabilities - net	2,065	1.3%	2,053	1.3%	0.6%
Retirement obligation	608	0.4%	279	0.2%	118.0%
	36,372	23.5%	24,855	16.0%	46.3%
	75,645	48.8%	64,952	41.9%	16.5%
Equity					
Capital stock	1,576	1.0%	1,576	1.0%	0.0%
Additional paid-in capital	40,768	26.3%	40,768	26.3%	0.0%
Treasury stock	(6,410)	-4.1%	(5,425)	-3.5%	-18.2%
Other comprehensive income (loss)	2,266	1.5%	(418)	-0.3%	642.5%
Equity reserve	(743)	-0.5%	(743)	-0.5%	0.0%
Retained earnings	37,822	24.4%	36,670	23.7%	3.1%
Total equity attributable to equity holders of the Parent Company	75,280	48.6%	72,429	46.7%	3.9%
Non-controlling interest in consolidated subsidiaries	4,098	2.6%	4,145	2.7%	-1.1%
	79,378	51.2%	76,574	49.4%	3.7%
	155,023	100.0%	141,526	91.3%	9.5%

25.9% decrease in cash and cash equivalents

Due to purchase of land, capital expenditures, BPI shares and share buyback.

11.9% increase in trade and other receivables

Due to higher sales and new stores.

8.0% increase in merchandise inventories

Due to higher sales and new stores.

30.9% decrease in other current assets

Due to utilization of creditable withholding taxes and value added taxes.

194.6% increase in debt and equity instrument financial assets

Primarily due to investment in BPI shares.

10.1% decrease in right-of-use assets

Decrease is driven by lower additions and amortization in right-of-use assets during the year.

5.3% increase in investment in associates

Increase is due additional investments during the year.

14.2% increase in deferred tax asset-net

Due to deferred tax impact of PFRS 16, excess MCIT and pension liabilities.

42.7% decrease in retirement plan asset

Decrease is due to lower contribution to the retirement fund and higher defined benefits obligation.

6.4% decrease in income tax payable

Decrease in income tax payable is due to lower taxable income.

5.3% decrease in other current liabilities

Decrease is driven by lower customer deposits for the period.

100% increase in long-term loans payable

Mainly due to availment of loan for purchase of BPI shares.

118.0% increase in net retirement obligation

Increase is due to remeasurement loss and higher retirement expense.

18.2% increase in treasury stock

Mainly due to share buyback of the Company for the period.

642.5% increase in other comprehensive income

Mainly due to fair value changes on investment in BPI.

Consolidated Statements of Comprehensive Income
Year Ended December 31, 2022 versus Year Ended December 31, 2021
(with Vertical and Horizontal Analysis)

In Millions	2022	%	2021	%	Growth
SALES - Net of sales discounts and returns	178,821	100.0%	153,327	100.0%	16.6%
COST OF MERCHANDISE SOLD	136,539	76.4%	118,101	77.0%	15.6%
GROSS PROFIT	42,282	23.6%	35,226	23.0%	20.0%
ROYALTY, RENT AND OTHER REVENUE	1,159	0.6%	870	0.6%	33.3%
GROSS PROFIT INCLUDING OTHER REVENUE	43,442	24.3%	36,096	23.5%	20.4%
OPERATING EXPENSES	(34,743)	-19.4%	(30,037)	-19.6%	-15.7%
OTHER INCOME (CHARGES)					
Interest income	390	0.2%	447	0.3%	-12.8%
Equity in net earnings in associates	14	0.0%	292	0.2%	-95.3%
Dividend income	294	0.2%	77	0.1%	282.0%
Foreign currency exchange gains (loss) - net	357	0.2%	230	0.2%	55.2%
Interest expense	(1,988)	-1.1%	(1,961)	-1.3%	-1.4%
Others	222	0.1%	125	0.1%	78.5%
	(711)	-0.4%	(790)	-0.5%	10.0%
INCOME BEFORE INCOME TAX	7,987	4.5%	5,269	3.4%	51.6%
PROVISION FOR INCOME TAX					
Current	1,636	0.9%	1,122	0.7%	45.8%
Deferred	(85)	0.0%	(704)	-0.5%	87.9%
	1,551	0.9%	419	0.3%	270.5%
NET INCOME	6,436	3.6%	4,850	3.2%	32.7%
OTHER COMPREHENSIVE INCOME					
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent					
Changes in fair value of debt securities at fair value through other comprehensive income	(1,005)	-0.6%	142	0.1%	-809.7%
Share in changes in fair value of debt financial assets in associates	96	0.1%	(454)	-0.3%	121.2%
Share in changes in translation adjustment in investment entities	20	0.0%	49	0.0%	-59.8%
Income tax effect	(25)	0.0%	109	0.1%	-122.7%
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:					
Changes in fair value of equity securities at FVOCI	(98)	-0.1%	8	0.0%	-1353.8%
Share in actuarial gain (losses) on retirement obligation in associates	20	0.0%	(1)	0.0%	2809.9%
Remeasurement gain (losses) on retirement obligation	242	0.1%	346	0.2%	-30.1%
Income tax effect	(65)	0.0%	(174)	-0.1%	62.3%
	(815)	-0.5%	25	0.0%	-3385.4%
TOTAL COMPREHENSIVE INCOME	5,621	3.1%	4,875	3.2%	15.3%

16.6% increase in sales

The increase is due to new stores and recovery of sales due to easing of restrictions.

16.6% increase in cost of sales

The increase is due to new stores and increase in sales volume.

20.0% increase in gross profit

The increase driven by category mix improvements and economies of scale.

33.3% increase in royalty, rent and other income

Driven by higher rental income of supermarket compared to prior year.

15.7% increase in operating expenses

Primarily due to lower expenses last year from containment measures to cushion impact of COVID-19 as well as operating expenses of new stores.

12.8% decrease in interest income

Caused by disposal of available for sale investment.

95.3% decrease in earnings from associate

Decrease is due to share in losses of associates.

282.0% increase in dividend income

Primarily due to additional investment in financial instruments on equity securities.

55.2% increase in foreign currency exchange gain

Primarily due to higher forex rates of USD to Peso.

78.5% increase in other income/charges

This is due to derecognition of lease liabilities.

45.8% increase in provision for income tax-current

Due to impact of CREATE Law in prior year.

87.9% decrease in provision for income tax-deferred

Due deferred tax impact of PFRS 16, excess MCIT and CREATE Law in prior years.

32.7% increase in net income

Due to higher topline, better margins and forex gains.

809.7% decrease in changes in fair value of debt securities at fair value through OCI

Due to lower fair value of debt securities during the year.

121.2% increase in share in changes in fair value of debt financial assets in associates

Due to higher fair value of debt financial assets in associates.

59.8% decrease in share in changes in translation adjustment in investment entities

Due to lower translation adjustments in associates and debt securities.

122.7% decrease in income tax effect on OCI to be reclassified to P/L in subsequent periods

Due to fair value changes of debt securities and debt financial assets in associates.

1,353.8% decrease in changes in fair value of equity securities at FVOCI

Due to lower fair value of equity securities.

2,809.9% increase in share in actuarial gain (losses) on retirement obligation in associates

Due to actuarial gain on retirement obligation in associates.

30.1% decrease in remeasurement gain (losses) on retirement obligation

Due to lower remeasurement gain during the year.

62.3% increase in income tax effect on OCI not to be reclassified to P/L in subsequent periods

Due to lower remeasurement gain on retirement obligation.

3,385.4% increase in other comprehensive losses

Primarily due to mark to market movements in the fair value of debt and equity instrument financial assets.

Consolidated Statements of Financial Position – As of December 31, 2022 versus December 31, 2021
(with Vertical and Horizontal Analysis)

In Millions	2022	%	2021	%	Growth
ASSETS					
Current Assets					
Cash and cash equivalents	17,767	12.6%	16,170	12.0%	9.9%
Trade and other receivables	3,528	2.5%	2,667	2.0%	32.3%
Merchandise inventories	27,470	19.4%	25,090	18.7%	9.5%
Other current assets	2,434	1.7%	2,989	2.2%	-18.6%
	51,198	36.2%	46,916	35.0%	9.1%
Noncurrent Assets Held For Sale	8,318	5.9%	-	-	100.0%
Noncurrent Assets					
Debt and equity instrument financial assets	8,965	6.3%	11,626	8.7%	-22.9%
Property and equipment	22,648	16.0%	17,620	13.1%	28.5%
Right-of-use assets	22,155	15.7%	22,639	16.9%	-2.1%
Investment in associates	1,635	1.2%	8,896	6.6%	-81.6%
Intangible assets	22,646	16.0%	22,672	16.9%	-0.1%
Deferred tax assets - net	1,273	0.9%	1,350	1.0%	-5.7%
Retirement plan asset	291	0.2%	53	0.0%	450.4%
Other noncurrent assets	2,398	1.7%	2,462	1.8%	-2.6%
	82,009	57.9%	87,318	65.0%	-6.1%
	141,526	100.0%	134,234	100.0%	5.4%
LIABILITIES AND EQUITY					
Current Liabilities					
Trade and other payables	27,490	19.4%	21,216	15.8%	29.6%
Short-term loans payable	8,409	5.9%	7,734	5.8%	8.7%
Lease liabilities - current portion	3,501	2.5%	2,965	2.2%	18.1%
Income tax payable	155	0.1%	229	0.2%	-32.3%
Other current liabilities	543	0.4%	382	0.3%	41.9%
	40,097	28.3%	32,526	24.2%	23.3%
Noncurrent Liabilities					
Lease liabilities - net of current portion	22,523	15.9%	22,868	17.0%	-1.5%
Deferred tax liabilities - net	2,053	1.5%	2,026	1.5%	1.3%
Retirement obligation	279	0.2%	302	0.2%	-7.5%
	24,855	17.6%	25,196	18.8%	-1.4%
	64,952	45.9%	57,722	43.0%	12.5%
Equity					
Capital stock	1,576	1.1%	1,576	1.2%	0.0%
Additional paid-in capital	40,768	28.8%	40,768	30.4%	0.0%
Treasury stock	(5,425)	-3.8%	(3,616)	-2.7%	-50.0%
Other comprehensive income (loss)	(418)	-0.3%	443	0.3%	-194.3%
Equity reserve	(743)	-0.5%	(995)	-0.7%	25.4%
Retained earnings	36,670	25.9%	33,793	25.2%	8.5%
Total equity attributable to equity holders of the Parent Company	72,429	51.2%	71,969	53.6%	0.6%
Non-controlling interest in consolidated subsidiaries	4,145	2.9%	4,544	3.4%	-8.8%
	76,574	54.1%	76,513	57.0%	0.1%
	141,526	100.0%	134,234	100.0%	5.4%

9.9% decrease in cash and cash equivalents

Primarily from operating activity and redemption of available for sale investments.

32.3% increase in trade and other receivables

Due to higher sales during the year end.

9.5% increase in merchandise inventories

Due to increased volume of inventories from higher store network versus last year and to sustain higher sales.

18.6% decrease in other current assets

Due to utilization of creditable withholding taxes and value added taxes.

100% increase in asset held for sale

Pertains to investment in Rbank. This was classified as held for sale due to the planned merger between BPI and Rbank.

22.9% decrease in available for sale investment

Decline is due to redemptions during the year.

28.5% increase in property and equipment

Increase is driven by new capex for the year as well as purchase of land.

81.6% decrease in investment in associate

decrease is due to reclassification of investment in Rbank as held for sale.

5.7% decrease in deferred tax asset-net

Primarily due to utilization of MCIT, deferred tax from impact of PFRS 16 and impact of CREATE law.

450% increase in retirement plan asset

Increase is due to the contribution to the retirement fund as well as lower defined benefits obligations.

29.6% increase in payables

The increase is caused by higher inventory levels and payables related to land purchased during the year.

8.7% increase in loans

Increase is caused by availment of loans for the period.

18.1% increase current lease liability

The increase is due to lease liabilities that will mature within one year.

32.3% decrease in income tax payable

Decrease in income tax payable is due to higher tax credits.

41.9% other current liabilities

Increase is driven by higher customers deposits for the period.

7.5% decrease in net retirement obligation

Decrease is due to the contribution to the retirement fund and lower defined benefit obligation.

50% increase in treasury stock

This is caused by share buyback of the company for the period.

194% decrease other comprehensive income

Due to losses in equity securities.

25.4% decrease in equity reserves

The decrease is due to acquisition of NCI shares in RCSI and RHIB.

8.5% increase in retained earnings

Movement is due to net income during the year, net of dividends declared.

8.8% decrease in non-controlling interests

The decrease is due to acquisition of NCI shares in RCSI and RHIB.

Key Performance Indicators

A summary of RRHI's key performance indicators based on consolidated balances follows:

Key Performance Indicators	2024	2023	2022
	<i>(in millions)</i>		
Net sales	199,166.9	192,125.9	178,821.1
Gross profit	48,109.8	45,600.1	42,282.2
EBIT	9,736.9	8,941.9	8,698.4
EBITDA	16,983.1	16,441.8	15,878.1
Core Net Earnings	6,359.8	5,639.7	5,554.0
	<i>Ratios</i>		
Liquidity ratio:			
Current ratio	1.09	1.45	1.48
Profitability ratio:			
Gross profit margin	0.24	0.24	0.24
Debt to equity ratio	0.84	0.95	0.85
Asset to equity ratio	1.84	1.95	1.85
Interest rate coverage ratio	3.12	2.86	4.38

The manner in which the Company calculates the above key performance indicators is as

follows: Key Performance Indicators

Net sales	= Gross sales net of VAT, less sales returns and allowances and sales discounts
EBIT	= Operating income
EBITDA	= Operating income add depreciation and amortization expense.
Core Net Earnings	= Net income less equity in net earnings of an associate less interest income on bond investments less unrealized foreign currency exchange gain (loss)
Current ratio	= Total current assets (including noncurrent assets held for sale) over current liabilities
Gross profit margin	= Gross profit over net sales
Debt to equity ratio	= Total liability over total equity
Asset to equity ratio	= Total assets over total equity
Interest coverage ratio	= EBIT over interest expense

The Company pursued its efforts in converting the proceeds from its IPO into acquisition of investments and network expansion. The Company does not expect any liquidity problems that may arise in the near future.

Trends, Events or Uncertainties that have had or that are reasonably expected to affect revenues and income

- a.) The Philippine retail industry has experienced strong growth in recent years, primarily due to robust domestic economic growth as well as the population's growing desire to upgrade their lifestyles. However, market concentration of the Philippines' store-based retailing industry

remains relatively low, with only a few major retail chain operators having a sizeable presence. The leading incumbent domestic retailers have created high barriers to entry based on their nationwide network of stores, brand equity as well as deep understanding of the market. In addition, foreign retail presence is also relatively limited as foreign entry was highly regulated until 2000.

As one of the most underpenetrated markets in Asia, the Philippine store-based retail industry presents strong growth potential in the foreseeable future. Similarly, total retail space per capita in the Philippines is behind that of other emerging Asian economies such as China, Thailand, Malaysia and Vietnam.

Penetration level of the modern retail format is currently low in the Philippines, with only a few major retail chains. Small traditional sari-sari stores remain the dominant channel for the entire grocery retail market, especially in lower-tier cities where the level of economic activity does not yet justify significant development by the larger retail chains. Sari-sari, which means “variety”, indicates the wide array of grocery products sold by these small shops, which are prevalent, both in urban and rural areas. In provincial areas, the absence of supermarket chains and independent small grocers highlights the importance of sari-sari stores as the primary source of grocery products including packaged food, home care, and beauty and personal care, especially among the lower-income population.

With the rapid emergence of modern retail formats driven by increasing affluence in urban areas as well as the creation of a wider pool of higher-income consumers in provincial cities, the proportion of sales from traditional retail formats is expected to gradually decline and replaced by successful large-scale modern retailers.

- b.) Any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

Not Applicable

- c.) All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entries or other persons created during the reporting period.

Not Applicable

Item 7. Financial Statements

The Consolidated financial statements are filed as part of this report.

Item 8. Changes and Disagreements with Accountants on Accounting and Financial Disclosure

There were no disagreements with the external auditors on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to their satisfaction, would have caused the auditors to make reference thereto in their reports on the financial statements of the Company and its subsidiaries.

(A) External Audit Fees and Services Audit and Audit - Related Fees

The following table sets out the aggregate fees billed to the Company and its subsidiaries for the last two years for professional services rendered by SyCip, Gorres Velayo & Co.

	2024	2023
Total Audit Fees (Section 2.1a)	₱9,338,438	₱9,114,690
Non-audit services fees:		
Other assurance services	800,000	1,550,000
Tax services	—	—
All other services	355,000	700,000
Total Non-audit Fees (Section 2.1b)	1,155,000	2,250,000
Total Audit and Non-audit Fees	₱10,493,438	₱11,364,690

Other fees are related to the performance of non-audit related services. Non-audit related services provided by external auditors required the approval of the Audit and Risk Oversight Committee.

The Audit and Risk Oversight Committee recommends the appointment, re-appointment, removal and fees of the external auditor. In selecting the external auditor, the Audit and Risk Oversight Committee examines its independence, good standing and whether it is duly accredited by the SEC. The Board, after consultation with the Audit and Risk Oversight Committee, recommends to the stockholders the external auditor. The Audit and Risk Oversight Committee ensures that the external auditors are given reasonable access to all material records, properties and personnel to enable them to perform their audit functions. Prior to the commencement of the audit, the Audit and Risk Oversight Committee discusses with the external auditor the nature, scope and expenses of the audit.

PART III – CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Registrant

(A) Board of Directors and Executive Officers of the Registrant

Currently, the Board consists of nine members, of which four are independent directors. The table below sets forth certain information regarding the members of our Board.

DIRECTORS

Name	Age	Position	Citizenship
Lance Y. Gokongwei*	58	Chairman	Filipino
James L. Go	85	Vice-Chairman	Filipino
Robina Gokongwei-Pe*	63	President and Chief Executive Officer	Filipino
Scott Price	63	Director	American
Curtis Liu*	52	Director	Chinese
Rodolfo P. Ang	62	Independent Director	Filipino
Cirilo P. Noel	67	Independent Director	Filipino
Enrico S. Cruz	67	Independent Director	Filipino
Cesar G. Romero	59	Independent Director	Filipino

- * Mr. Lance Y. Gokongwei shall step down as Chairman and as a Director of the Company to assume the role of Board Adviser of RRHI effective January 1, 2025.
- * Ms. Robina Gokongwei Pe shall transition to the role of Chairman of the Company effective January 1, 2025.
- * On July 25, 2024, Mr. Stanley C. Co was elected as a Director of the Company and appointed as the President and Chief Executive Officer of RRHI effective January 1, 2025. He shall take the seat to be vacated by Mr. Lance Y. Gokongwei.
- * On July 25, 2024, Mr. Curtis Liu was elected as a Director of the Company effective September 1, 2024.

All of the above Directors have served their respective offices since May 10, 2024 except Mr. Curtis Liu who was elected as a Director of RRHI effective September 1, 2024. There are no other directors who resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of the stockholders for any reason whatsoever.

Messrs. Rodolfo P. Ang, Cirilo P. Noel, Enrico S. Cruz and Cesar G. Romero are the independent directors of the Company.

The table below sets forth certain information regarding our executive officers.

Name	Age	Position	Citizenship
Stanley C. Co	47	Chief Operating Officer	Filipino
Mylene A. Kasiban	55	Chief Financial Officer and Chief Risk Officer	Filipino
Josemaria D. Catanghal	39	Chief Information Officer	Filipino
Mark O. Tansiongkun	58	Chief Procurement Officer	Filipino
Gina R. Dipaling	59	Vice President, Corporate Planning, Investor Relations Officer and Head of Sustainability	Filipino
Gabriel Tagala III	56	Vice President, Human Resources	Filipino
Graciela A. Banatao	49	Treasurer	Filipino
Rosalinda F. Rivera	54	Corporate Secretary	Filipino
Gilbert S. Millado, Jr.	51	General Counsel and Compliance Officer	Filipino

A brief description of the directors and executive officers' business experience and other directorships held in other reporting companies are provided as follows:

Lance Y. Gokongwei is the Chairman of the Company. He is likewise the Chairman of Robinsons Supermarket Corporation. He shall step down as Chairman and as a Director of the Company to assume the role of Board Adviser effective January 1, 2025. He is the President and Chief Executive Officer of JG Summit Holdings, Inc. He is the Chairman of Universal Robina Corporation and Cebu Air, Inc. Effective February 1, 2025, he will retain the role Chairman of Robinsons Land Corporation. He is a Director and a Vice Chairman of the Executive Committee of Manila Electric Company. He is also a Director of RL Commercial REIT, Inc., Altus Property Ventures, Inc., Oriental Petroleum and Minerals Corporation, Singapore Land Group Limited, Shakey's Asia Pizza Ventures, Inc., AB Capital and Investment Corporation, and Endeavor Acquisition Corporation. He is a Trustee and the Chairman of the Gokongwei Brothers Foundation, Inc. Mr. Lance Y. Gokongwei received a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania.

James L. Go is the Vice Chairman of the Company and the Chairman of JG Summit Holdings, Inc. He is the Chairman and Chief Executive Officer of Oriental Petroleum and Minerals Corporation and Adviser to the Board of Directors and Executive Committee of Cebu Air, Inc. He is the Chairman Emeritus of Universal Robina Corporation, Robinsons Land Corporation and JG Summit Petrochemical Corporation. He is also the President and Trustee of the Gokongwei Brothers Foundation, Inc. He has been a director of PLDT, Inc. since November 3, 2011. He is a member of the Technology Strategy and Risk Committees and Advisor of the Audit Committee of the Board of Directors of PLDT, Inc. He was elected a director of Manila Electric Company on December 16, 2013. Mr. James L. Go received his Bachelor of Science Degree and Master of Science Degree in Chemical Engineering from Massachusetts Institute of Technology, USA.

Robina Gokongwei Pe is the President and Chief Executive Officer of the Company. She shall transition to the role of Chairman of the Company effective January 1, 2025. She is also a director of JG Summit Holdings, Inc. and Cebu Air, Inc. She is a trustee and the secretary of the Gokongwei Brothers Foundation, Inc. and a trustee and Vice Chairman of the Immaculate Concepcion Academy Scholarship Fund. She is also a member of the Xavier School Board of Trustees. She was formerly a member of the University of the Philippines Centennial Commission. She attended the University of the Philippines-Diliman from 1978 to 1981 and obtained a Bachelor of Arts degree

(Journalism) from New York University in 1984.

Scott Price was elected as a director of the Company effective August 1, 2023. He was appointed as the Group Chief Executive of DFI Retail Group with effect on August 1, 2023. He has over 30 years of retail, logistics and consumer packaged goods sector experience with key management roles in UPS, Walmart, DHL Express and Coca Cola. He was also an Independent Board Director of Coles Group in Australia prior to joining DFI Retail Group. He earned a Bachelor of Arts Degree in Business from the University of North Carolina in Charlotte. He also holds a Master's Degree in Business Administration and a Master's Degree in Asian Studies from the University of Virginia.

Curtis Liu was elected as a Director of the Company effective September 1, 2024. He was appointed by the DFI Retail Group as Food CEO with effect on September 1, 2024. He has over 24 years of retail experience across Mainland China and Taiwan. He previously served as the Merchandising and Marketing Director for Wellcome of DFI Retail Group and Walmart China. He has significant expertise in offline-to-online omnichannel strategies and data driven customer analysis.

Rodolfo P. Ang has been an independent director of the Company since March 9, 2020. He is the Vice President for Administration and an Associate Professor of Ateneo De Manila University. He is the former Dean of the Ateneo Graduate School of Business. He sits on the Board of Trustees of Xavier School. He was formerly an independent director of the Philippine Insurers and Reinsurers Association. He has served the Commission on Higher Education in various capacities, as a member of the Technical Panel for Business and Management Education, member of the Technical Committee for Business Administration and Entrepreneurship, and member of the NCR Regional Quality Assessment Team. He obtained his Bachelor of Science Degree in Management (Honors Program) and Bachelor of Arts Degree in Communications from Ateneo De Manila University where he graduated Magna Cum Laude. He received his Master's Degree in Business Administration Major in Finance from Boston College, Carroll Graduate School of Management.

Cirilo P. Noel has been an independent director of the Company since August 12, 2020. He is a lawyer and certified public accountant. He is the Chairman of Security Bank Corporation since May 7, 2024. He is the Chairman of Palm Concepcion Power Corporation, Juxtapose Ergo Consultus, Inc. and Confiar Land Corp. He is likewise a Board member of the following publicly listed companies: Globe Telecom, Inc., San Miguel Foods and Beverage, Inc., and First Philippine Holdings Corporation. He is a member of the Board of Trustees of St. Luke's Medical Center Quezon City and St. Luke's Medical Center College of Medicine. He sits as a board member of St. Luke's Medical Center - Global City, and St. Luke's Foundation, Inc. He is also currently affiliated with the Makati Business Club, Harvard Law School Association of the Phils., and Harvard Club of the Philippines. He was awarded an Honorary Life Member by the Philippine Institute of Certified Public Accountants in November 2024. He held various positions in SGV & Co. including Chairman (from 2010 to 2017), Managing Partner (from 2009 to 2016), Vice Chairman & Deputy Managing Director (from 2004 to 2009), Head of Tax Division (from 2001 to 2008), and Partner, Tax Services (from 1993 to 2017). He graduated from the University of the East with a Bachelor of Science degree in Business Administration and obtained his Bachelor of Law degree from the Ateneo Law School. He has a Master of Law degree from the Harvard Law School and a Fellow of the Harvard International Tax Program. He attended the AIM Management Development Program.

Enrico S. Cruz was elected as an independent director of the Company on April 27, 2022. He is also an independent director of the following companies: Security Bank Corporation, AREIT Inc., The Keepers Holdings Inc., Maxicare Healthcare Corporation, DITO CME Holdings Inc., SB Capital Investment Corporation, CIBI Information Inc. and Maxilife Insurance Corporation. He was the Chief Country Officer of Deutsche Bank (Manila Branch) from June 2003 to July 2019 and was concurrently the bank's Head of Corporate Finance. He joined Deutsche Bank in July 1995 where he established the Global Markets (GM) franchise in the Philippines. Prior to Deutsche Bank, he was a Senior Vice President at Citytrust Banking Corporation (CTBC), an affiliate of Citibank N.A.

He previously served as a Director of the Bankers Association of the Philippines (BAP) in 2003-2007, 2011-2015 and 2017-2019 and was a past president of the Money Market Association of the Philippines. He obtained his B.S. in Business Economics and MBA from the University of the Philippines. He was named by the UP College of Business as a Distinguished Alumnus in 2008 and a Distinguished Alumnus Awardee by the UP School of Economics Alumni Association in 2015.

Cesar G. Romero was elected as an independent director of the Company on August 2, 2022. He is also an independent director of Aboitiz Equity Ventures, Inc. and Aboitiz Power Corporation. He previously served as the President and Chief Executive Officer of Pilipinas Shell Petroleum Corporation (Shell Philippines), a publicly-listed company, from November 1, 2016 to November 30, 2021. He served in various capacities in the Shell Group of companies, both local and international. He was formerly the Vice President-Global Retail Network and the Vice President of Retail Sales and Operations East (covering Southeast Asia, South Asia, and China). He was a member of the Shell Global Retail Leadership team which set policies, strategy, annual business targets, capital allocation, and operations for Shell's Downstream Retail Business comprised of over 43,000 petrol stations in the world, the largest single branded retailer in the world. He holds a Bachelor of Science in Mechanical Engineering (Cum Laude) from the University of the Philippines, and a Master's Degree in Business Administration (with High Distinction) from the University of Michigan. He has also attended a variety of management development courses at the London Business School and the Wharton Business School.

(i) **Officers**

Robina Gokongwei-Pe, see "i. Directors".

Stanley C. Co was appointed as the Chief Operating Officer of the Company with effect on August 1, 2023. Effective January 1, 2025, Mr. Stanley C. Co shall become a Director of the Company and shall be the President and Chief Executive Officer of the Company. He has been with the Robinsons Retail Group for over 20 years in various capacities and has extensive experience in operations, strategic planning, marketing, merchandising, and omnichannel retailing. Immediately prior to this appointment, he was the Managing Director of Robinsons Retail's Supermarket Segment, comprised of Robinsons Supermarket, The Marketplace, Robinsons Easymart, and Shopwise, where he oversaw the segment's expansion into underpenetrated areas and omnichannel retailing amidst an ongoing pandemic, with over 300 stores across the country. He also previously headed Robinsons Retail's DIY Segment, composed of Handyman and True Value, as well as franchises Daiso Japan and Pet Lovers Centre for 12 years. He obtained his Bachelor of Science Degree in Commerce from the University of Santo Tomas in 1998 and received his Master's Degree in Business Administration from De La Salle University in 2003.

Mylene A. Kasiban, is the Chief Financial Officer (CFO) of the Company since May 2016. She has more than 15 years of experience as a CFO in country and regional capacities for multinational companies such as Mondelez, The Hershey Company and Johnson and Johnson. Mylene is a Certified Public Accountant and graduated Cum Laude with a Bachelor of Science in Accounting and Economics from St. Scholastica's College. She has a Master's in Business Administration from the University of Bath, UK and a Post Graduate Diploma in Financial Strategy from the Said Business School, University of Oxford.

Josemaria D. Catanghal was appointed as the Chief Information Officer of the Company on January 30, 2024. He joined the Robinsons Retail Group as IT Group Manager for Project Management and was subsequently appointed AVP for Project Management and SAP Delivery Head in 2018. In 2022, he oversaw the Project Management Office and SAP Delivery, IT infrastructure and store support, and IT supply chain operations. He has an extensive 17-year career in IT. Prior to joining the Robinsons Retail Group, he worked in various IT consulting firms such as Hewlett Packard (now called DXC), Accenture, and Indra Philippines Inc. He earned a Bachelor's Degree in Management Information Systems from Ateneo de Manila University.

Mark O. Tansiongkun was appointed as the Chief Procurement Officer of the Company on July 25, 2023 and has been with the Gokongwei Group for over 30 years holding various positions in procurement, merchandising and administrative services. He first joined the Robinsons Department Store Segment as Credit Sales and Promotions Manager. Prior to assuming his current role, his positions in Robinsons Retail Group included Merchandise Manager and AVP-Operations of Robinsons Department Store. He also had stints with CFC Corporation as Institutional Sales Section Manager and Corporate Leasing Manager of Robinsons Land Corporation's Commercial Centers Division. He has a Bachelor of Arts Degree in Communication Arts and a Bachelor of Science Degree in Management of Financial Institutions from De La Salle University.

Gina R. Dipaling is the Vice-President for Corporate Planning, Investor Relations Officer, and Head of Sustainability for the Company. She was an Investment Research Analyst and Director for two decades at various multinational stock brokerage firms before joining the Gokongwei Group in 2010. She started as Corporate Planning Manager and IR Director at JG Summit and was promoted and transferred to Robinsons Retail in 2013. She is a graduate of BS Mathematics Cum Laude at Silliman University and a master's degree candidate on MS Statistics at the University of the Philippines Diliman.

Gabriel D. Tagala III is the Vice-President for Human Resources of the Company, joining the Company 2018. He was previously the Human Resources Director for Southeast Asia, Branded Consumer Foods Group, of Universal Robina Corporation. He received a Bachelor of Arts degree from San Sebastian College.

Graciela A. Banatao, is the Company Treasurer. She graduated Cum Laude with a Bachelor's Degree in Accountancy from St. Paul University (Tuguegarao City) in 1996 and became a Certified Public Accountant in the same year. She started her career in Sycip, Gorres and Velayo (SGV) as account-in-charge in 1996 and has a total of 19 years of experience in treasury and accounting from companies such as SGV, Questronix Corporation, Abbott Laboratories and Universal Robina Corporation. She joined the Robinsons Retail group in 2014.

Gilbert S. Millado Jr., is the General Counsel and Compliance Officer of the Company and the General Counsel of all subsidiaries under the Company. He was previously the Corporate Legal Counsel of RLC from 2003 to 2012. He also served as the Corporate Legal Counsel of the Araneta Properties from 2000 to 2003. He received a Bachelor of Laws degree from Far Eastern University and was admitted to the Philippine Bar in 2000.

Rosalinda F. Rivera has been the Corporate Secretary of the Company since June 2013. In 2020, she assumed the role of Corporate Secretary for all the subsidiaries of the Company. She was the Corporate Secretary of JG Summit Holdings, Inc., Universal Robina Corporation, and Robinsons Land Corporation from 2003 up to 2020. Prior to joining the JG Group in 2002, she was a Senior Associate at Puno and Puno Law Offices. She received a degree of Juris Doctor from the Ateneo de Manila University School of Law and a Masters of Law degree in International Banking from the Boston University School of Law.

(B) Significant Employees

The Company does not believe that its business is dependent on the services of any particular employee.

(C) Family Relationships

- a. Mr. James L. Go is the uncle of Mr. Lance Y. Gokongwei.
- b. Mr. Lance Y. Gokongwei and Ms. Robina Gokongwei-Pe are siblings.

(D) Involvement in certain Legal Proceedings of Directors and Executive Officers

As of December 31, 2024, and to the best of the Company's knowledge and belief and after due inquiry, none of the Company's directors, nominees for election as director, or executive officers, in the past five years up to the date of this report: (i) have had any petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within a three-year period of that time; (ii) have been convicted by final judgment in a criminal proceeding, domestic or foreign, or have been subjected to a pending judicial proceeding of a criminal nature, domestic or foreign, excluding traffic violations and other minor offences; (iii) have been subjected to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities; or (iv) been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Philippine SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated.

Item 10. Executive Compensation

Key management personnel of the Group include the President and Chief Operating Officer.

(A) Summary Compensation Table

The following table sets out the Company's Chief Operating Officer and four most highly compensated senior officers for the last three years and projected for the ensuing year (2024).

Name	Position
Robina Y. Gokongwei-Pe.....	President and Chief Executive Officer
Stanley C. Co.....	Chief Operating Officer
Mylene A. Kasiban.....	Chief Financial Officer
Christine O. Tueres.....	Managing Director of Food Segment (Big Formats)
Erneliza L. De Jesus.....	Group General Manager of Food Segment (Small Formats)

The aggregate compensation of executive officers and directors of the Company for last year and projected for the year 2025 are as follows:

ACTUAL

	Year	Salaries	Bonuses	Total
		(in ₱ million)		
President and Chief Executive Officer and four most highly compensated Executive Officers	2021	49.27	4.36	53.59
	2022	53.38	4.51	57.89
	2023	57.83	5.06	62.89
	2024	62.85	5.43	68.28
Aggregate compensation paid to all other general managers, heads for shared services and directors as a group unnamed	2021	127.78	10.89	138.67
	2022	130.37	10.71	141.08
	2023	145.44	12.55	157.99
	2024	157.72	13.56	171.28

(B)

PROJECTED 2025 (in ₱ million)			
	Salaries	Bonuses	Total
President and Chief Executive Officer and four most highly compensated Executive Officers	72.53	6.15	78.68
Aggregate compensation paid to all other general managers, heads for shared services and directors as a group unnamed	171.66	14.56	186.22

(C) Standard Arrangements

Other than payment of reasonable per diem as may be determined by the Board for every meeting, there are no standard arrangements pursuant to which the directors are compensated, directly or indirectly, for any services provided as a director.

(D) Other Arrangements

There are no other arrangements pursuant to which any of the directors is compensated, directly or indirectly, for any service provided as a director.

(E) Terms and Conditions of any Employment Contract or any Compensatory Plan or Arrangement between the Company and the Executive Officers

Not applicable.

(F) Outstanding Warrants or Options Held by the Company's CEO, the Executive Officers and Directors.

Not applicable.

Item 11. Security Ownership of Certain Record and Beneficial Owners and Management

Security Ownership of Certain Record and Beneficial Owners holding more than 5% of the Company's voting securities as of December 31, 2024

As of December 31, 2024, the Company knows no one who beneficially owns in excess of 5% of the Company's common stock except as set forth in the table below.

Title of Class	Names and addresses of record owners and relationship with the Company	Name of beneficial owner and relationship with record owner	Citizenship	Number of shares held	% to Total Outstanding
Common	JE Holdings, Inc. 43/F Robinsons Equitable Tower, ADB Avenue corner Poveda Street Ortigas Center, Pasig City (stockholder)	Same as record owner (See note 1)	Filipino	484,749,997 (Direct) 6,550,000 (Indirect under PCD Nominee) 491,299,997 (Total)	34.49%
Common	GCH Investments Pte Ltd 239 Alexandra Road, Singapore 159930 (stockholder)	Same as record owner (See note 2)	Singaporean	315,309,308 (Indirect under PCD Nominee)	22.14%
Common	PCD Nominee Corporation (Filipino) 37/F Tower 1, The Enterprise Center, Ayala Ave. cor. Paseo de Roxas, Makati City (stockholder)	PDTC Participants and their clients (See note 3)	Filipino	209,695,905	14.72%
Common	PCD Nominee Corporation (Non-Filipino) 37/F Tower 1, The Enterprise Center, Ayala Ave. cor. Paseo de Roxas, Makati City (stockholder)	PDTC Participants and their clients (See note 3)	Non-Filipino	129,889,856	9.12%
Common	Lance Y. Gokongwei 43/F Robinsons Equitable Tower, ADB Avenue corner Poveda Street Ortigas Center, Pasig City (Chairman, Director and stockholder)	Same as record owner	Filipino	91,952,656 (Direct)	6.45%
Common	Robina Gokongwei Pe 110 E. Rodriguez Jr. Ave., Bagumbayan, Quezon City (President and CEO, Director and stockholder)	Same as record owner	Filipino	89,906,846 (Direct) 2,045,808 (Indirect under PCD Nominee) 91,952,654 (Total)	6.45%

Note:

1. JE Holdings, Inc. is a company owned by members of the Gokongwei family. Under the By-Laws of JE Holdings, Inc., the President is authorized to represent the Corporation at all functions and proceedings. The incumbent President of JE Holdings, Inc. is Mr. Lance Y. Gokongwei.
2. GCH Investments Pte Ltd is a wholly owned member of the Dairy Farm International Holdings Ltd. Group of Companies.
3. PCD Nominee Corporation is the registered owner of the shares in the books of the Corporation's transfer agent. PCD Nominee Corporation is a corporation wholly-owned by Philippine Depository and Trust Corporation, Inc. (formerly the Philippine Central Depository) ("PDTC"), whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged in the PDTC. PDTC is a private corporation organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. Under the current system of the PDTC, only participants (brokers and custodians) are recognized by PDTC as the beneficial owners of the lodged shares. Each beneficial owner of shares through his participant is the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee.

Out of the PCD Nominee Corporation account, CLSA Philippines, Inc. holds the following shares of the Corporation as of December 31, 2024:

	No. of shares	% to Outstanding
CLSA Philippines, Inc.	315,309,308	22.14%

Voting instructions may be provided by the beneficial owners of the shares.

(A) Security Ownership of Management as of December 31, 2024

Title of Class	Name of beneficial owner	Position	Amount & nature of beneficial ownership		Citizenship	% to Total Outstanding
			Direct	Indirect		
Named Executive Officers (Note 1)						
Common	1. Lance Y. Gokongwei	Director, Chairman	91,952,656	-	Filipino	6.45%
Common	2. Robina Gokongwei Pe	Director, President and Chief Executive Officer	89,906,846	2,045,808	Filipino	6.45%
	Sub-Total		181,859,502	2,045,808		12.91%
Other Directors and Executive Officers						
Common	3. James L. Go	Director and Vice Chairman	31,928,005	-	Filipino	2.24%
Common	4. Scott Price	Director	1	-	American	*
Common	5. Curtis Liu	Director	1	-	Chinese	*
Common	6. Rodolfo P. Ang	Director (Independent)	1	-	Filipino	*
Common	7. Cirilo P. Noel	Director (Independent)	1	-	Filipino	*
Common	8. Enrico S. Cruz	Director (Independent)	50	-	Filipino	*
Common	9. Cesar G Romero	Director (Independent)	10	-	Filipino	*
	10. Stanley C. Co	Chief Operating Officer	-	-	Filipino	-
-	11. Mylene A. Kasiban	Chief Financial Officer and Chief Risk Officer	-	-	Filipino	-
	12. Josemaria D. Catanghal	Chief Information Officer	-	-	Filipino	-
	13. Mark O. Tansiongkun	Chief Procurement Officer	-	-	Filipino	-
-	14. Graciela A. Banatao	Treasurer	-	-	Filipino	-
Common	15. Gina R. Dipaling	Vice President, Corporate Planning, Investor Relations Officer and Head of Sustainability	-	6,500	Filipino	-
-	16. Gabriel Tagala III	Vice President, Human Resources	-	-	Filipino	-
-	17. Rosalinda F. Rivera	Corporate Secretary	-	-	Filipino	-
Common	18. Gilbert S. Millado, Jr.	General Counsel and Compliance Officer	-	500	Filipino	*
	Sub-Total		31,928,069	7,000		2.24%
All directors and executive officers as a group unnamed			213,787,571	2,052,808		15.15%

Notes:

1. As defined under Part IV (B) (1) (b) of Annex “C” of SRC Rule 12, the “named executive officers” to be listed refer to the Chief Executive Officer and those that are the four (4) most highly compensated executive officers as of December 31, 2024.

a. Voting Trust Holders of 5% or more - as of December 31, 2024

There are no persons holding more than 5% of a class under a voting trust or similar agreement.

Changes in Control

As of December 31, 2024, there has been no change in the control of the Corporation since the beginning of its last fiscal year.

Item 12. Certain Relationships and Related Transactions

See Note 23 (Related Party Transactions Disclosures) of the Notes to Consolidated Financial Statements.

The Company and its subsidiaries and affiliates, in their regular conduct of business, have engaged in transactions with each other and with other affiliated companies, consisting principally of sales and purchases at market prices and advances made and obtained.

PART IV – CORPORATE GOVERNANCE

Item 13. Corporate Governance

Corporate Objectives

Robinsons Retail Holdings, Inc. aims to retain its position as the second-largest multi-format retailer in the Philippines catering to the broad middle market. It plans to expand its store network across its retail formats with focus on regions outside of Metro Manila where modern retail penetration is still low. Aside from organic expansion, part of its strategy is to participate in the market's consolidation by entering into mergers and acquisitions in existing and complementary retail formats. Robinsons Retail targets consistent sales growth while improving margins to ensure sustainability of operations.

Dividend Policy

On March 9, 2020, the Board of Directors of the Company approved the adoption of a new dividend policy effective 2020 to which the company is in compliance. Under the dividend policy, the Company shall implement an annual cash dividend payout ratio of forty percent (40%) of its audited consolidated net income attributable to parent for the preceding fiscal year subject to compliance with the requirements of applicable laws and regulations, the terms and conditions of its outstanding loan facilities and the absence of circumstances which may restrict the payment of such amount of dividends, including, but not limited to, instances wherein the Company proposes to implement and undertake major projects and developments through its subsidiaries. There can be no guarantee that the Company will pay any dividends in the future.

Comparison of Dividend Declarations and 40% of Prior Year Consolidated Net Income Attributable to Parent 2021-2024:

Year	Dividends Declared	40% of Prior Year Consolidated Net Income
2024	2,907,005,400	1,638,827,502
2023	2,944,699,580	2,338,961,264
2022	2,984,905,600	1,811,133,328
2021	2,813,524,076	1,286,654,539

Robinsons Retail Holdings, Inc. (RRHI) complies with its Corporate Governance Manual which contains relevant provisions of the Code of Corporate Governance. RRHI submitted the following documents in compliance with the rules and regulation of the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE):

Document	Submitted to	Date of Submission
2013 Annual Corporate Governance Report (ACGR)	Securities and Exchange Commission (SEC)	May 30, 2014
2014 Annual Corporate Governance Report (ACGR)	Securities and Exchange Commission (SEC)	January 20, 2015 (uploaded in the Company website)
2014 Corporate Governance Guidelines Disclosure Survey	The Philippine Stock Exchange, Inc. (PSE)	March 27, 2015
Revised Corporate Governance Manual	Securities and Exchange Commission (SEC)	July 16, 2015
2015 Annual Corporate Governance Report (ACGR)	Securities and Exchange Commission (SEC)	January 31, 2016 (uploaded in the Company website)
2015 Corporate Governance Guidelines Disclosure Survey	The Philippine Stock Exchange, Inc. (PSE)	March 31, 2016
2016 Annual Corporate Governance Report (ACGR)	Securities and Exchange Commission (SEC)	January 10, 2017 (uploaded in the Company website)
2016 Corporate Governance Guidelines Disclosure Survey	The Philippine Stock Exchange, Inc. (PSE)	March 31, 2017
Revised Corporate Governance Manual	Securities and Exchange Commission (SEC)	May 31, 2017
2017 Integrated Annual Corporate Governance Report (I-ACGR)	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	May 30, 2018 (uploaded in the Company website)
2018 Integrated Annual Corporate Governance Report (I-ACGR)	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	May 30, 2019 (uploaded in the Company website)
Material Related Party Transactions Policy	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	October 28, 2019 with a re-filing on October 29, 2019 (uploaded in the Company website)
2019 Integrated Annual Corporate Governance Report (I-ACGR)	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	June 1, 2020 (uploaded in the Company website)
Revised Corporate Governance Manual	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	May 14, 2021 (uploaded in the Company website)

	Inc. (PSE)	
2020 Integrated Annual Corporate Governance Report (I-ACGR)	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	June 23, 2021 (uploaded in the Company website)
Revised Corporate Governance Manual	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	August 13, 2021 (uploaded in the Company website)
Revised Material Related Party Transactions Policy	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	August 13, 2021 (uploaded in the Company website)
2021 Integrated Annual Corporate Governance Report (I-ACGR)	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	May 23, 2022 (uploaded in the Company website)
2022 Integrated Annual Corporate Governance Report (I-ACGR)	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	May 25, 2023 (uploaded in the Company website)
Corporate Governance Manual as of May 10, 2024	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	May 10, 2024 (uploaded in the Company website)
2023 Integrated Annual Corporate Governance Report (I-ACGR)	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	May 29, 2024 (uploaded in the Company website)

SEC Memorandum Circular No. 15, Series of 2017 mandates all listed companies to submit an Integrated Annual Corporate Governance Report (I-ACGR) on May 30 of the following year for every year that such companies remain listed in the PSE, subject to such extension of the date of submission as may be allowed by the SEC.

In compliance with SEC Memorandum Circular No. 15 Series of 2017, RRHI submitted its I-ACGR for the year 2023 with the SEC and PSE on May 29, 2024. The I-ACGR for the year 2024 is due for submission with the SEC and PSE on or before May 30, 2025.

On May 10, 2024, the Board of Directors approved the latest revisions to the Corporate Governance Manual of the Corporation. This Corporate Governance Manual supersedes the previous Manual which was approved by the Board and submitted to the SEC last August 13, 2021. The Corporate Governance Manual as of May 10, 2024 was filed with SEC and disclosed with the PSE on the same date.

Continuous improvement and monitoring of governance and management policies have been undertaken to ensure that RRHI observes good governance and management practices. This is to assure the shareholders that RRHI conducts its business with the highest level of integrity, transparency and accountability. The Corporation adheres to the principles and practices of good corporate governance, as embodied in its Revised Corporate Governance Manual, Code of Business Conduct and related SEC Circulars.

PART V – EXHIBITS AND SCHEDULES

Item 14. Exhibits and Reports on SEC Form 17-C

List of Corporate Disclosures / Replies to SEC
letters Under SEC Form 17-C
January 1, 2024 to December 31, 2024

Date of Disclosure	Description
Jan. 1, 2024	Due to the approval by the SEC on December 29, 2023 of the merger between BPI and Robinsons Bank Corporation, all corporate and regulatory approvals for such merger have been received. Effective 1 January 2024, BPI and Robinsons Bank Corporation have merged with BPI as the surviving entity.
Jan. 25, 2024	Robinsons Retail Holdings, Inc.'s 4Q/FY 2023 Unaudited Results Earnings Call
Jan. 30, 2024	Approval and confirmation of the change in the stock transfer agent of RRHI from RCBC Stock Transfer Department to RCBC Trust Corporation. Approval of the appointment of Mr. Josemaria D. Catanghal as the new Chief Information Officer of RRHI
Feb. 1, 2024	Material Information/Transactions and Press Release - Robinsons Retail 2023 Core Net Earnings Hit Php5.6 billion
March 12, 2024	Acquisition of shares by an officer
March 15, 2024	Due to the approval by the SEC of the application of RCBC Trust Corporation as a transfer agent on March 14, 2024, the effective date of termination of Rizal Commercial Banking Corporation – Stock Transfer Department as the stock transfer agent of RRHI and the date of engagement of RCBC Trust Corporation as the new stock transfer agent of RRHI shall be March 27, 2024.
March 15, 2024	Approval to set the 2024 Annual Meeting of the Shareholders of RRHI on May 10, 2024 at 9:30 am via remote communication and with April 5, 2024, as the record date for the said meeting
April 18, 2024	Robinsons Retail Holdings, Inc.'s 1Q 2024 Unaudited Results Earnings Call
April 26, 2024	Material Information/Transactions and Press Release - Robinsons Retail's First Quarter Core Net Earnings Increase by 8.5%
May 10, 2024	The Board of Directors of RRHI approved the matters set out below: 1. The declaration of a cash dividend in the amount of Two Pesos (P2.00) per share from the unrestricted retained earnings of RRHI as of December 31, 2023 to shareholders of record as of May 27, 2024 and payable on June 10, 2024. 2. The revisions to the Corporate Governance Manual and the adoption of such Corporate Governance Manual, as revised. 3. The creation of the Remuneration, Nomination and Succession Planning Committee and its charter. 4. The following corporate governance policies: (a) Board Diversity Policy; (b) IT Risk Governance Policy; (c) Code of Business Conduct and Ethics; and (d) Remuneration, Nomination and Succession Planning Policy.
May 10, 2024	Results of the Annual Shareholders Meeting Results of the Organizational Meeting of the Board of Directors
July 23, 2024	Robinsons Retail Holdings, Inc.'s 1H 2024 Unaudited Results Earnings Call
July 25, 2024	The Board of Directors of RRHI approved the following matters at its meeting

	<p>held on July 25, 2024:</p> <ol style="list-style-type: none"> 1. Mr. Lance Y. Gokongwei shall step down as Chairman and as a Director of RRHI to assume the role of Board Adviser of RRHI effective January 1, 2025. 2. Ms. Robina Gokongwei Pe shall transition to the role of Chairman of RRHI effective January 1, 2025. She will likewise be the Chairman of the Remuneration, Nomination and Succession Planning Committee effective January 1, 2025. 3. Mr. Stanley C. Co shall be a Director of RRHI and be the President and Chief Executive Officer of RRHI effective January 1, 2025. 4. Mr. Curtis Liu shall be a Director of RRHI and be a member of the Audit and Risk Oversight Committee effective September 1, 2024. He will take the seat to be vacated by Mr. Choo Peng Chee who has resigned as a Director and member of the Audit and Risk Oversight Committee of RRHI effective September 1, 2024. 5. The share buyback program was extended for the additional amount of Philippine Pesos: One Billion (P1,000,000,000.00). 6. The By-Laws of RRHI shall be amended in order to change the date of the annual meeting of the shareholders from “the last Thursday of May” to “any day in May of each year as may be determined by the Board of Directors”. <p>Press Release - Robinsons Retail appoints Stanley C. Co as President & CEO</p>
July 30, 2024	Material Information/Transactions and Press Release - Robinsons Retail's Core Net Earnings Up 15% in the Second Quarter
October 18, 2024	Robinsons Retail Holdings, Inc.'s 3Q / 9M 2024 Unaudited Results Earnings Call
October 22, 2024	Changes in Board Committee Members
October 25, 2024	Material Information/Transactions and Press Release - Robinsons Retail's Core Net Earnings Higher by 8% in the First Nine Months of 2024

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

The management of **Robinsons Retail Holdings, Inc. and Subsidiaries** is responsible for all information and representations contained in the financial statements for the year ended **December 31, 2024, 2023 and 2022**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein, and submits the same to the stockholders.

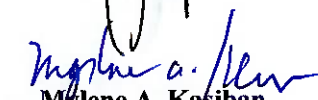
Sycip Gorres Velayo & Co., the independent auditors and appointed by the stockholders, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.



Robina Gokongwei Pe
Chairman



Stanley J. Chua
President & Chief Executive Officer


Mylene A. Kasiban
Chief Financial Officer

Graciela A. Banatao
Treasurer

Signed this 20th day of March 2025.

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S.

SUBSCRIBED AND SWORN TO before me, a Notary Public, personally appeared and exhibiting to me the following:

NAME	COMPETENT EVIDENCE OF IDENTITY	DATE/PLACE ISSUED
Robina Gokongwei Pe	139-634-860-000	
Stanley C. Co	300-037-990-000	
Mylene A. Kasiban	DO4-97-108149	September 22, 2022 / Quezon City
Graciela A. Banatao	907-401-098-000	

Known to me and known to be the same persons who executed the foregoing instrument, and they acknowledged to me that the same is their free and voluntary act and deed, and the free and voluntary act and deed of the corporations they respectively represent.

This Document consists of 2 pages including this page where the acknowledgement is written, to which the Annexes have been attached. Each page of this agreement has been signed by the parties and their instrumental witnesses and sealed with my notarial seal.

WITNESS MY HAND AND SEAL on the date and at the place hereinabove mentioned.

MAR 25 2025

Doc No.: 27
Page No.: 07
Book No.: XI
Series of 2025



ATTY. GILBERT S. MILLADO, JR.

Roll No. 45039

Notary Public for Quezon City

110 E Rodriguez Jr. Ave., Bagumbayan, Quezon City

PTR No. 7009611; 01/02/2025; Quezon City

IBP No. 327343; 12/12/2023; CALMANA

TIN No. 166 215-495

Commission Adm. Matter No. Np-325(2024-2026)

MCLE Compliance No. VH 0011553; April 14, 2025

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

A	2	0	0	2	0	1	7	5	6	
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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	
.		A	N	D		S	U	B	S	I	D	I	A	R	I	E	S													

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

1	1	0		E	.		R	O	D	R	I	G	U	E	Z	,		J	R	.		A	V	E	N	U	E	,	
B	A	G	U	M	B	A	Y	A	N	,		Q	U	E	Z	O	N		C	I	T	Y							

Form Type

A	A	C	F	S
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Department requiring the report

C	R	M	D
---	---	---	---

Secondary License Type, If
Applicable

N	/	A	
---	---	---	--

COMPANY INFORMATION

Company's Email Address

corpsec@robinsonretail.com.ph

Company's Telephone Number

8635-0751

Mobile Number

N/A

No. of Stockholders

47

Annual Meeting (Month / Day)

Last Thursday of May

Fiscal Year (Month / Day)

December 31

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Mylene A. Kasiban

Email Address

Mylene.Kasiban@
robinsonretail.ph

Telephone Number/s

8635-0751

Mobile Number

N/A

CONTACT PERSON'S ADDRESS

110 E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City

NOTE 1 : In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2 : All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A, *AS AMENDED*

ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended31 December 2024
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. **Pasig City, Philippines** 6. (SEC Use Only)
Province, Country or other jurisdiction of Industry Classification Code:
incorporation or organization
7. 110 E. Rodriguez, Jr. Avenue,
Bagumbayan, Quezon City 1110
Address of principal office Postal Code
8. **(632) 635-07-51**.....
Issuer's telephone number, including area code
9. **Not Applicable**.....
Former name, former address, and former fiscal year, if changed since last report.

10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
---------------------	--

Common shares	1,424,312,360
---------------	---------------

11. Are any or all of these securities listed on a Stock Exchange.

Yes [/] No []

If yes, state the name of such stock exchange and the classes of securities listed therein:

PHILIPPINE STOCK EXCHANGE - COMMON SHARE

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and [SRC Rule 17.1](#) thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

Yes [/] No []

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes [/] No []

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within sixty (60) days prior to the date of filing. If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided the assumptions are set forth in this Form. (See definition of "affiliate" in "Annex B").

Shares Held by Non-Affiliates as of December 31, 2024	Market Value per Share as of March 27, 2025	Total Market Value
717,171,984	37.45	₱26,858,090,801

DOCUMENTS INCORPORATED BY REFERENCE

15. If any of the following documents are incorporated by reference, briefly describe them and identify the part of SEC Form 17-A into which the document is incorporated:

- (a) Any annual report to security holders;
- (b) Any [information statement](#) filed pursuant to [SRC Rule 20](#);
- (c) Any prospectus filed pursuant to SRC Rule [8.1](#).

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PART I – BUSINESS AND GENERAL INFORMATION

Item 1. Business

(A) Business Development

Robinsons Retail Holdings, Inc. (“RRHI”, or the “Company”) was incorporated on February 4, 2002. The primary purpose of the Company and its subsidiaries is to engage in the business of trading goods, commodities, and merchandise of any kind. The Company was listed at the Philippine Stock Exchange on November 11, 2013.

RRHI traces its retail operations back to 1980, with the opening of the first Robinsons Department Store in Metro Manila. Over the years, the Company has expanded into several retail formats – entering the supermarket business in 1985, the Do-It-Yourself (DIY) business in 1994, the convenience store and specialty store businesses in 2000, and the drugstore business in 2012. In line with its commitment to accessibility and convenience, RRHI launched Robinsons Townville in 2015 – a chain of community malls located near residential areas to bring its products and services closer to customers. These various businesses were eventually consolidated under RRHI, forming one of the leading multi-format retail groups in the Philippines. Today, the Company leverages 45 years of retail experience, holding market-leading positions across its major business segments, and possesses a deep understanding of Philippine consumers.

RRHI operates one of the broadest ranges of retail formats of any retail group in the Philippines. It is well-positioned to capture emerging consumer trends and take advantage of the continuing economic growth in the Philippines, particularly the increase in disposable incomes and higher consumption of the broad middle-income segment, its target market.

RRHI operates supermarkets, convenience stores, drugstores, department stores, consumer electronics and appliances stores, lifestyle sneakers stores, and mass merchandise stores under trusted domestic brands such as Robinsons Supermarket, The Marketplace, Shopwise, Robinsons Easymart, Uncle John’s, Southstar Drug, Rose Pharmacy, TGP, Robinsons Department Store, Spatio, Robinsons Appliances, Savers Appliances, Sole Academy, and Super50.

The Company’s other store formats are under well-known international brands namely Handyman Do it Best, True Value, Toys “R” Us, Daiso Japan, Pet Lovers Centre, No Brand, and beauty brands Benefit, Shiseido, and Clé de Peau Beauté.

In 2018, the Company acquired 100% of grocery retailer Rustan Supercenters, Inc., from Mulgrave Corporation B.V. (“MCBV”), a wholly-owned subsidiary of DFI Retail Group Holdings Ltd. (“DFI Retail”; formerly Dairy Farm International Holdings Ltd.). In the same year, Robinsons Handyman, Inc. (“RHMI”), a subsidiary of the Company, entered into a franchise license agreement with Singapore-based Pet Lovers Centre, marking foray into pet retail. Adding to its investments in technology, the Company, through a subsidiary, invested in Growsari, an online platform that caters to sari-sari store owners.

In 2019, RRHI’s subsidiary Robinsons Supermarket Corporation (“RSC”) was appointed by E-MART Inc. of South Korea as the exclusive franchisee for Korean grocery store No Brand. RRHI, through RSC, also opened Super50, a one-price concept store, in partnership with Peso Tree. The Company effected a merger between RSC and VKD Holdings, Inc. (“VKD”), with RSC as the surviving entity.

In 2020, RRHI, through its subsidiary South Star Drug, Inc. (“SSDI”), acquired 100% of Rose Pharmacy, Inc. (“RPI”) which has stores strategically located in Visayas and Mindanao.

In 2021, the Company invested in Edamama, an online start-up that focuses on products for mothers and babies. It also entered the hard discount retail space through its investment in HD Retail Holding Pte. Ltd. (“HDR”), operator of hard discount store O!Save. The investment was made through RRHI’s subsidiary New Day Ventures Limited (“NDV Limited”). RRHI currently has a 23% stake in HDR and a seat in its Board of Directors, along with three institutional investors with equal stake in the business. The Company also acquired a minority ownership interest in GoTyme Bank Corporation (“GoTyme”). GoTyme’s principal activity is to carry on and engage in the business of a digital bank. RRHI currently owns 19% of GoTyme.

In 2022, the Company, through its subsidiary RSC, acquired the remaining 40.0% stake of Ministop Japan in Robinsons Convenience Stores, Inc. (“RCSI”), increasing its ownership in RCSI from 60.0% to 100% and resulting in full control of the business. RCSI, which was the exclusive franchisee of Ministop in the Philippines, subsequently rebranded its convenience store business to Uncle John’s following the exit of Ministop Japan. RCSI was then merged into RSC, with the latter as the surviving entity. Robinson’s Handyman, Inc. RHMI, which is a subsidiary of RSC, bought the 33.0% stake of its joint venture partner A.M. Trading in RHI Builders and Contractors Depot Corporation (“RHIB”), the operator of the Robinsons Builders brand. This increased RHMI’s ownership in RHIB from 67.0% to 100%, resulting in full control of the entity. RHMI also acquired the 75.0% stake of RHIB in Home Plus Trading Depot, Inc. (“HPTDI”), the operator of the Home Plus brand. RHMI subsequently purchased the remaining 25.0% stake held by HPTDI’s joint venture partners in 2024, resulting in RHMI’s full ownership of HPTDI.

In January 2023, the Company effectively acquired a 4.4% equity stake in the Bank of the Philippine Islands (“BPI”) from Arran Investment Pte. Ltd., an affiliate of GIC Singapore. On December 14, 2023 and December 29, 2023, respectively, the Monetary Board and the Securities and Exchange Commission (SEC) approved the merger between associate company Robinsons Bank Corporation (“RBC”) and BPI, with the latter as the surviving entity, effective January 1, 2024, converting the Company’s 40.0% stake in RBC to approximately 2.4% of the resulting outstanding capital stock of BPI. With the merger, the Company effectively owns 6.5% of BPI and is entitled to a board seat in the bank (the 6.5% effective stake in BPI accounts for the dilution resulting from the issuance of additional BPI shares due to the merger which was facilitated through a share swap). The partnership with BPI enables the Company to become one of the leading retailers with excellent financial products for customers and suppliers by combining the former’s premium banking ecosystem with the latter’s consumer-oriented ecosystem. In December 2023, RSC acquired the Sole Academy brand, including two physical stores and the online store. This investment serves as an entry into the premium lifestyle sneakers format.

The Company launched the Robinsons Rewards Loyalty program in May 2013. In 2020, the management and operation of the loyalty program was transferred to Data Analytics Ventures, Inc. (“DAVI”), a related party, and was relaunched as Go Rewards in 2021. The loyalty program allows members to collect and redeem points across the Robinsons formats and is intended to increase customer loyalty as well as enhance the Company’s brand image through a physical card and mobile app launched in 2019. Go Rewards enables the Company to gather data on customer profiles in terms of their demographics, purchasing patterns, and product preferences through data analytics which can then be used for targeted marketing, all the while safeguarding consumer data and privacy.

In 2020, RRHI’s drugstore banners launched their own e-commerce sites, namely southstardrug.com.ph, tgp.com.ph and rosepharmacy.com.

A number of the Company's formats also engage in e-commerce through partnerships with major third-party e-commerce players such as Lazada, Shopee, MetroMart, Pickaroo, GrabMart, GrabFood and Foodpanda.

The Company has not been into any bankruptcy, receivership, or similar proceedings since its incorporation.

Acquisitions by RRHI's subsidiaries

On February 27, 2018, RI and Peso Tree incorporated Super50, a company engaged in the business of retail and wholesale goods with paid-up capital amounting to ₱30.0 million. RI's ownership interest in Super50 is 51.0%.

On November 23, 2018, RRHI acquired 100% of Rustan Supercenters, Inc., operator of food retail banners The Marketplace, Rustan's Supermarket, Shopwise, Shopwise Express, and Wellcome.

On October 16, 2020, RRHI, through its subsidiary SSDI, acquired a 100% stake in RPI, a leading drugstore chain in Visayas and Mindanao, from MCBV, a wholly-owned subsidiary of DFI Retail.

On January 1, 2022, RRHI, through subsidiary RHMI acquired the 75.0% stake of RHIB in HPTDI, operator of the Home Plus brand. All Home Plus stores were rebranded to Handyman Do it Best using the big box format.

On February 22, 2022, RRHI, through subsidiary RSC, acquired the remaining 40.0% stake of Ministop Japan in RCSI, the exclusive franchisee of Ministop in the Philippines. This resulted in RRHI effectively controlling 100% of Ministop Philippines, which has been subsequently rebranded to Uncle John's.

On July 1, 2022, RRHI, through subsidiary RHMI, acquired the 33.0% stake of its joint venture partner in RHIB, operator of the Robinsons Builders brand. This resulted in RRHI effectively controlling 100% of RHIB. Simultaneous to the share purchase, the Company sold back a portion of the Robinsons Builders store portfolio to the joint venture partner. The remaining Robinsons Builders stores left with the Company will be rebranded to Handyman Do it Best using the big box format.

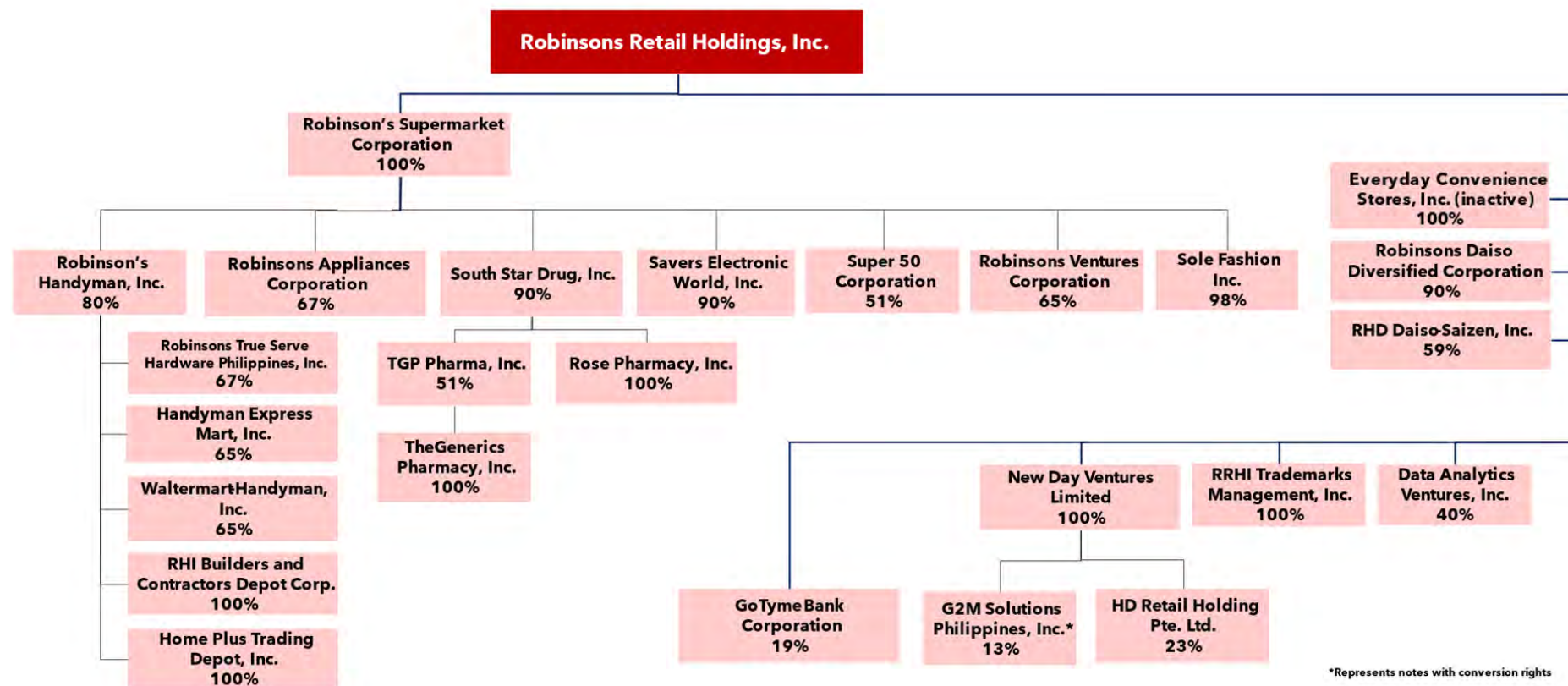
The percentage contribution to the Company's revenues for each of the three years ended December 2022, 2023, and 2024 by each of the Company's business segments after elimination are as follows:

	For the years ended December 31		
	2022	2023	2024
Food	60.0%	59.8%	60.4%
Drugstores	16.5%	17.4%	18.0%
Department store	8.4%	8.5%	8.3%
DIY Store	6.9%	6.4%	5.9%
Specialty segment	8.2%	7.9%	7.4%

The Company ended 2024 with 2,453 stores with total gross floor area of 1.54 million square meters, excluding TGP.

(B) Business of Issuer

The industry segments where the Company and its subsidiaries and affiliates operate are summarized below:



(a) Description of the Registrant

(i) Principal Products and Services. The Company's core retail operations have five business segments — food, drugstores, department stores, DIY stores, and specialty stores:

- *Food.* Targeting the broad middle to upper income markets, the Food segment operates under Robinsons Supermarket (mainstream supermarket), The Marketplace (premium), Shopwise (hypermarket), Robinsons Easymart (minimart) and Uncle John's (convenience stores). The Food Segment also operates Korean specialty grocery store No Brand.

Robinsons Supermarket is the first major supermarket chain in the Philippines specifically positioned with a focus on health and wellness, its key point of differentiation from competitors. Robinsons Supermarket actively encourages consumers to adopt a healthy lifestyle by promoting a wide range of high-quality health and wellness products. It is a partner of the Department of Science and Technology-Food and Nutrition Research Institute of the Philippines, which evaluates and accredits the nutritional contents of all food products following the Codex Alimentarius, international food standards set by the Codex Alimentarius Commission of the Joint Food and Agriculture Organization/World Health Organization Food Standards Programme. It also partners with the best fresh suppliers with proven expertise, resources, and nationwide retail capability to ensure a consistent supply of high quality and nutritional fresh food products at affordable prices.

In February 2022, the Company, through its subsidiary RSC, acquired the remaining 40.0% stake of Ministop Japan in RCSI resulting in RRHI effectively controlling 100% of Ministop Philippines, which has been subsequently rebranded to Uncle John's following Ministop Japan's exit. RCSI was then merged with RSC, with the latter as the surviving entity. Uncle John's strength is its ability to provide ready-to-eat food products for its customers on a 24/7 basis.

Offering value for money options, the Food Segment carries its own private labels such as Robinsons, Robinsons Supersavers, and Healthy You. It also carries private labels sourced through its partnership with DFI Retail including Meadows, Southdale Farm, Simply Living, French Cellars, and Winemakers Reserve, among others.

- *Drugstores.* In July 2012, the Company's wholly-owned subsidiaries RSC and RI (now merged with RSC) each acquired a 45% interest in SSDI. The acquisition represents a 90% interest on the shares of stock of SSDI. Southstar Drug carries a wide range of prescription and over-the-counter pharmaceutical products together with a range of food, personal care, and other products. In May 2016, SSDI acquired 51.0% of TGP Pharma, Inc. ("TGPP"), taking majority stake in TGP, the country's largest generics drugstore chain. In October 2020, SSDI acquired 100% of RPI, a leading drugstore chain in the Visayas and Mindanao regions.
- *Department Stores.* The department stores are operated under the Robinsons Department Store ("RDS") and Spatio brand names. RDS is focused on catering to middle-income customers and offers a large selection of local and international branded products that are grouped into the following key categories: (i) toys, children's apparel and accessories; (ii) homes, snacks and stationery; (iii) shoes, bags, luggage and sportswear; (iv) ladies' apparel and accessories, beauty and intimate apparel; and (v) men's apparel, accessories and furnishings. Opened in 2024, Spatio is a luxury shopping and relaxation hub that features designer pieces from Philippine designers and exclusives from Sole Academy as well as premium shoe care services, personal grooming, a café, and a bar.

- *DIY Stores.* The DIY stores are operated under the brand names Handyman Do it Best and True Value. In 2024, Do it Best Corp., the largest hardware and DIY cooperative in the US, acquired True Value Company, one of the leading hardware wholesalers globally, creating the world's largest network of independent home improvement stores. The Company's DIY entities are cooperative members of both Do it Best and True Value Company. RRHI also operates big box DIY formats under the Handyman Do it Best banner. The DIY brands have their own specialized positioning with Handyman Do it Best focusing on affordable, high-quality DIY and home improvement products while True Value is positioned as an upscale market lifestyle home center. Additionally, the big box format under the Handyman Do it Best banner will focus on home builders.
- *Specialty Stores.* Currently, the Company operates six formats of specialty stores, namely: 1) consumer electronics and appliances stores operated under Robinsons Appliances and Savers Appliances; 2) toys and juvenile products retail under Toys "R" Us; 3) mass merchandise stores under Daiso Japan and Super50; 4) beauty brands Shiseido, Benefit, and Clé de Peau Beauté; 5) pet retail under Pet Lovers Centre; and 6) lifestyle sneakers under Sole Academy.

The Company, as of end of 2024, has 2,453 stores, consisting of 761 food segment stores, 1,133 drugstores, 50 department stores, 227 DIY stores, and 282 specialty stores. This excludes 2,115 TGP franchised stores.

- (ii) **Significant Subsidiaries.** As of December 31, 2024, Robinsons Retail Holdings, Inc. (RRHI) has four wholly-owned subsidiaries and seventeen partly-owned subsidiaries in which RRHI's ownership allows it to exercise control, all of which are consolidated with the Group's financial statements.

Key details of each of RRHI's subsidiary companies are set forth below.

1. ***Robinson's Supermarket Corporation.*** Robinson's Supermarket Corporation (RSC) was incorporated in the Philippines and registered with the SEC on August 21, 1990. RSC is 100% owned by RRHI. RSC's principal business is to engage in the business of buying, selling, distributing and marketing at wholesale and retail.
2. ***Robinson's Handyman, Inc.*** Robinson's Handyman, Inc. (RHMI) was incorporated in the Philippines and registered with the SEC on June 15, 1994 primarily to engage in the business of trading goods, commodities and merchandise of any kind. RHMI is 80% owned by RSC.
3. ***Robinsons True Serve Hardware Philippines, Inc.*** Robinsons True Serve Hardware Philippines, Inc. ("RTSHPI") was incorporated in the Philippines and registered with the SEC on February 19, 2007, primarily to engage in general hardware business, both retail and wholesale. The Company started commercial operations on March 1, 2007. RTSHPI is 67% owned by RHMI.
4. ***Handyman Express Mart, Inc.*** Handyman Express Mart, Inc. ("HEMI") was incorporated in the Philippines and registered with the SEC on April 13, 2000. The Company is engaged in the business of trading goods, commodities and merchandise of any kind. HEMI is 65% owned by RHMI.
5. ***Walmart-Handyman, Inc.*** Waltermart-Handyman, Inc. ("WHI") was incorporated in the Philippines and registered with the SEC on July 15, 1996 primarily to engage in the business of trading goods, commodities and merchandise of any kind. WHI is 65% owned by RHMI.

6. ***RHI Builders and Contractors Depot Corp.*** RHI Builders and Contractors Depot Corp. (“RHIB”) was incorporated in the Philippines and registered with the SEC on May 7, 2014. The Company is engaged in the business of trading goods, commodities and merchandise of any kind. RHIB is 100% owned by RHMI.
7. ***Homeplus Trading Depot, Inc.*** Homeplus Trading Depot, Inc. (“HTDI”) was incorporated in the Philippines and registered with the SEC on May 4, 2016. The Company is engaged in the business of trading goods, commodities and merchandise of any kind. HPTDI is 100% owned by RHMI.
8. ***Robinsons Appliances Corp.*** Robinsons Appliances Corp. (“RAC”) was registered with the SEC on August 21, 2000. RAC’s principal business is to engage in the business of trading goods such as appliances on wholesale or retail basis. RAC is 67% owned by RSC.
9. ***South Star Drug, Inc.*** South Star Drug, Inc (“SSDI”) is a trading company incorporated and registered with the SEC on November 24, 2003. Its primary purpose is to carry on the business of pharmacy, selling all kinds of drugs, medicines, medical equipment, and all other items. SSDI is 90% owned by RSC.
10. ***TGP Pharma, Inc.*** TGP Pharma, Inc. (“TGPPI”) was incorporated and registered with the SEC on September 15, 2010. TGPPI is 51% owned by SSDI, a 90% owned subsidiary of RRHI. TGPPI’s principal business is to engage in the trading of goods such as pharmaceutical products, food supplements, cosmetics and general merchandise on wholesale or retail basis.
11. ***TheGenerics Pharmacy Inc.*** TheGenerics Pharmacy Inc. (“TPI”) was incorporated and registered with the SEC on February 27, 2007. The Company is 100% owned by TGPPI. TPI’s principal business is to engage in the trading goods such as pharmaceutical products, food supplements, cosmetics and general merchandise on wholesale or retail basis.
12. ***Rose Pharmacy, Inc.*** Rose Pharmacy Inc. (“RPI”) was incorporated and registered with the SEC on December 13, 1974 primarily to engage in the business of trading medical and pharmaceutical goods, on either wholesale or retail basis. RPI is 100% owned by SSDI, a 90% owned subsidiary of RRHI.
13. ***Savers Electronic World, Inc.*** Savers Electronic World, Inc. (SEWI), was incorporated and registered with the SEC on March 4, 2015. Its primary purpose is to engage in the business of trading goods such as appliances on wholesale or retail basis. Its primary competence is institutional sales. SEWI is 90% owned by RSC.
14. ***Super50 Corporation.*** Super50 Corporation was incorporated and registered with the SEC on March 23, 2018. Its primary purpose is to engage in the business and wholesale of goods. Super 50 is 51% owned by RSC.
15. ***Robinsons Ventures Corporation.*** Robinsons Ventures Corporation (“RVC”) was incorporated and registered with the SEC on August 5, 1996 to engage in the business of trading goods, commodities wares and merchandise of any kind and description. The Company is a 65% owned subsidiary of Robinsons Supermarket Corporation.

16. ***Sole Fashion, Inc.*** Sole Fashion, Inc. (SFI) was incorporated and registered with the SEC on October 16, 2023. Its primary purpose is to engage in the business of trading ready to wear sporting goods, clothing, footwear, and other related items and merchandise on wholesale or retail basis including operating sneaker cleaning kiosks and sports facilities. SFI is 98% owned by RSC.
 17. ***Everyday Convenience Stores, Inc.*** Everyday Convenience Stores, Inc. (“ECSI”) is wholly owned by RRHI and was incorporated in the Philippines and registered with the SEC on August 8, 2000. Its primary purpose is to engage in the business of trading goods, commodities, and merchandise of any kind.
 18. ***Robinsons Daiso Diversified Corporation.*** Robinsons Daiso Diversified Corporation (“RDDC”) is a domestic corporation organized under the laws of the Philippines to engage in the business of retail and wholesale of goods. The Company was incorporated and registered with the SEC on July 16, 2008. The Company started commercial operations on April 29, 2009. RDDC is 90% owned by RRHI.
 19. ***RHD Daiso-Saizen, Inc.*** RHD Daiso-Saizen, Inc. (“RHDDS”) was organized and registered with the SEC on November 29, 2011. The primary purpose of the Company is to engage in the business of trading of goods such as food and non-food on wholesale basis and acquiring and franchising licenses, and/or rights to propriety marks. RHDDS is 59% owned by RRHI.
 20. ***RRHI Trademarks Management, Inc.*** RRHI Trademarks Management, Inc. was incorporated on May 23, 2013. Its primary purpose is to engage in the management and franchise of trademarks, brands, and labels in the retail sector, provided, it shall not engage in the management of funds, securities, portfolios, and other similar assets of the managed company or entities. The Company is wholly owned by RRHI.
 21. ***New Day Ventures Limited.*** The Parent Company acquired New Day Ventures Limited (“NDV Limited”) to engage in the business of investment holding. The Company is wholly owned by RRHI.
- (iii) **Foreign Sales.** The Company has no record of foreign sales as it is not exporting any of its merchandise abroad.
- (iv) **Distribution Methods.** The Company relies significantly on distributors, third-party service providers, and the distribution networks of its multinational and domestic suppliers for transportation, warehousing, and the delivery of products to its stores. The majority of its merchandise is delivered to the distribution centers by its suppliers and from the distribution centers to its stores by third-party service providers.

The Company manages a strong and efficient supply chain that features just-in-time delivery. Many of its distribution centers employ a cross-docking system where all non-perishable goods received from suppliers are sorted, consolidated, and dispatched to the stores in Metro Manila within one (1) to five (5) days, and within three (3) to ten (10) days of their receipt in the Visayas and Mindanao, depending on the business segment. This reduces stocking requirements and permits the faster delivery of products.

Some of its business segments—such as food, DIY, and specialty stores (particularly toys and juvenile products)—also employ a stock operation system equipped to handle high turnover and bulk items. For example, the food segment implements a stock operation system for all top-tier vendors. An average of two (2) weeks inventory of goods is ordered to be stocked and stored in the warehouse.

Distribution planners make daily plans for replenishment and delivery of the goods to stores to ensure that stores do not run out of the key items supplied by the top-tier vendors. With the stock operation system, the distribution centers are able to supply the stores regularly with top-selling SKUs with expediency at low inventory carrying cost.

The Company engages third-party service providers to provide trucking and shipping services to ensure timely delivery of merchandise from distribution centers to stores across the Philippines. Some suppliers also deliver products directly to the stores.

To operate its large-scale business efficiently and effectively, its operations are supported by advanced information technology systems. These systems allow the Company to analyze and optimize merchandise performance, make proactive decisions on its day-to-day operations, and provide the ability to respond to changes in customer trends quickly and efficiently.

The Company uses warehouse management systems to ensure on-time delivery and sufficient stock in stores, thus optimizing inventory levels across its distribution centers and store network. Further, the Company utilizes financial and asset management systems from SAP AG.

The Company also has a Point-of-Sale System for daily store transaction and a supplier portal system that allows it to collaborate with its suppliers. Through this system, suppliers may have access to the database providing them with the ability to manage their own inventory, ensure high service levels, and facilitate more targeted marketing activities.

Lastly, the Company operates its own e-commerce websites which relies on third party delivery services with exclusive riders to bring items directly to the customer.

- (v) **New Products and Services.** In May 2013, the Company introduced the Robinsons Rewards Card, a loyalty card that allows holders to redeem accrued points across its retail formats. Relaunched as Go Rewards in 2021, the loyalty card is accepted in all of the Company's formats except TGP as of the end of 2024. The Go Rewards loyalty program is a powerful tool to increase customer retention across all formats and launched a mobile app platform in 2018. Starting January 2020, the management and operation of the loyalty program has been transferred to DAVI, a related party.

In 2018, RHMI signed a franchise license agreement with Pet Lovers Centre Ltd. for the retailing of pet products and services. It also entered a joint venture to launch mass merchandise store Super50.

In 2019, RRHI, through a subsidiary, signed a franchise license agreement with E-MART Inc. of South Korea to operate the Korean grocery store No Brand.

In 2020, RRHI, through a subsidiary, acquired RPI, a leading drugstore chain in Visayas and Mindanao, from MCBV, a wholly-owned subsidiary of DFI Retail. In the same year, the Company also launched its own e-commerce websites, for its drugstore and appliances banners.

In 2021, RRHI acquired a minority stake in GoTyme (19% as of December 31, 2024), one of six digital banks licensed by the Bangko Sentral ng Pilipinas (“BSP”). It was officially launched in October 2022. Most of GoTyme bank kiosks are currently located across the Company’s various stores and enable prospective customers to open a bank account and receive a GoTyme Visa card within minutes. GoTyme account holders can also conveniently cash-in and cash-out (CICO) for free up to certain amounts across Robinsons affiliated stores.

In 2023, the Company, through a subsidiary, entered into the premium lifestyle sneakers market through the acquisition of the Sole Academy brand.

- (vi) **Competition.** The Company competes principally with national and international operators of retail chains in the Philippines such as the SM Group, Puregold Price Club, Metro Retail Stores Group, MerryMart, DALI, AllDay, 7-Eleven, AllHome, Ace Hardware, Wilcon Depot, Mercury Drug Corporation, and Watsons, among others. Each of these competitors competes with the Company on the basis of product selection, product quality, acquisition or development of new brands, customer service, price, store location, presence in e-commerce space, or a combination of these factors.
- *Food.* The Philippine food retail market continues to be competitive. The Food Segment primarily competes with modern retail operators, including hypermarkets, supermarkets, convenience stores, and local grocery stores based on location, store ambiance, presentation, price, supply chain, and value-added benefits such as loyalty programs. Its main competitors include SM Retail, Puregold Price Club, Metro Retail Stores Group, AllDay, 7-Eleven, and Alfamart. Similar to the Company’s food banners, these retail chains have an established presence in the Philippines and continue to open in the same cities and municipalities, and often in the same neighborhoods where the Company operates or plans to open its stores. With the addition of The Marketplace and Shopwise, RRHI has strengthened its position as the country’s third largest grocery retail player, leveraging synergies and differentiation through a wide assortment of premium products that specifically target an insulated affluent market. For ready-to-eat products, Uncle John’s competes with fast-food restaurants and other similar providers. Alfamart, operated by the SM Group, runs in the 24/7 minimart format. Mercury Drug is also a competitor by expanding its merchandise mix to include more daily essentials and impulse buy products alongside its primary pharmacy business, with some stores operating 24/7. DALI, which is a discount store retailer selling consumer staples, is also viewed as a competitor.
 - *Drugstores.* The drugstore industry in the Philippines is competitive and highly regulated. Southstar Drug and Rose Pharmacy primarily compete with other retail drug store chains, such as Mercury Drug and Watsons. TGP likewise competes with Generika Drugstore and small independent pharmacies.
 - *Department stores.* The Philippines’ department stores industry is dominated by a few operators. RDS competes with major department store operators such as SM Retail, Metro Retail Stores Group, Landmark, and Rustan’s on the basis of location, brand recognition, store image, presentation, price, understanding of fashion trends

and market demand, and value-added customer services. Each of the competing department store chains has an established presence in the Philippines and has the same target market of middle and upper middle-income consumer segments.

- *DIY stores.* The market for DIY and related products in the Philippines is highly competitive and fragmented. Retailers are largely classified into stand-alone big-box operators, mall-based DIY retailers and traditional hardware retailers.

For the mall-based formats of Handyman Do it Best and True Value, the Company believes that its direct competitor is Ace Hardware, which has a comparable scale of operations. They compete with Ace Hardware primarily on the basis of product selection, price, promotions, and customer service. The Company also faces competition from MR.DIY, a brand recognized for providing a diverse range of affordable and practical products.

The big-box hardware format of Handyman Do it Best directly competes against Citi Hardware, which has a strong foothold in Visayas and Mindanao. The Company's big box format also competes with Wilcon Depot and AllHome. Wilcon's network is concentrated in Metro Manila and Luzon, but has expanded farther south of the Philippines, with stores in Cebu, Negros, Iloilo, Agusan del Norte, Bukidnon, Davao, and other provinces in Visayas and Mindanao.

The Company's DIY stores compete on the basis of pricing, delivery, brand recognition, quality, after sales services, and product availability.

- *Specialty stores.*

Consumer Electronics and Appliances stores. Robinsons Appliances directly competes with other major consumer electronics and appliances retailers in the Philippines, such as SM Appliances, Abenson, Imperial, and Anson's. With stores strategically located nationwide, the banner provides quick, convenient access to a wide range of home appliances and consumer electronics with varied payment, installation, and delivery options for customers.

Savers Appliances is an appliance retailer and distributor providing a wide assortment of brands in retail shops in North and Central Luzon, serving a broad consumer base from the aspirational to the affluent market.

Toys and Juvenile Products retail. Toys "R" Us is a major toy retailer in the country. Toys "R" Us primarily competes with Toy Kingdom on the basis of its strong brand name and store recognition. With its line of affordable but quality private labels and exclusive products, Toys "R" Us offers a complete and differentiated product offering to its shoppers.

Mass Merchandise stores. Daiso Japan and Japan Home Center are currently the major players in the one-price discount store operators in the Philippines. More recent competitors include Miniso, which shares a similar target market through Japanese-style merchandise and store branding. With the company's exclusive partnership with Daiso Industries Co. Ltd. of Japan, the stores are able to offer a broad range of authentic Daiso merchandise that boasts of product quality and aesthetic appeal at affordable prices starting at P98. On the other hand, Super50 competes at a lower price point, which starts at P50.

Beauty Division. The Beauty Market (cosmetics and skin care) in the Philippines is very dynamic, with each retailer racing against each other for variety and a strong commercial presence. The Group operates retail stores such as Shiseido, Benefit, and Clé de Peau. Competition is likewise coming from large international beauty companies which are setting up stand-alone stores in major malls aside from locating inside department stores (e.g., MAC, Clinique, Lancôme, Dior).

Pet Retail. Pet Lovers Centre competes with other pet retailers such as Pet Express and Dogs and the City in terms of services and assortment, primarily pet supplies.

Lifestyle Sneakers. Sole Academy, a premier destination for lifestyle sneakers, positions itself as a leading player in the market, engaging in competition with esteemed sneaker retailers like Commonwealth and Capital. These competitors share a focus on delivering exclusive and sought-after sneaker brands, creating an environment that caters to the tastes of discerning sneaker enthusiasts.

- (vii) **Suppliers.** Revenue is derived substantially from direct sales and sales of consigned merchandise, and the success depends on the ability to retain and attract new suppliers and consignors on favorable terms. The sourcing of products is dependent, in part, on the relationships with the suppliers. The Company maintains long-standing working relationships with a broad range of national and multinational suppliers and distributors across all business segments. The Company believes that the business as a whole is not dependent on any single supplier.

Food. With over 800 regular suppliers as of 2024, Robinsons Supermarket's supplier base is diversified between local suppliers such as San Miguel Corporation and Universal Robina Corporation (URC) and multinational corporations such as Nestle Philippines, Unilever, and Procter & Gamble. Food Segment's top five suppliers together accounted for 19.0%, 17.8% and 24.4% of the net sales in 2022, 2023 and 2024, respectively.

Drugstores. Southstar Drug and Rose Pharmacy source pharmaceutical products from over 300 suppliers and distributors. Southstar Drug and Rose Pharmacy's top five largest pharmaceutical suppliers accounted for 65.1% and 71.0% of the total purchases in 2024, respectively. The Company only accepts products which are FDA-certified in the Philippines and ensures that the products it carries come from reputable and known manufacturers and companies. The Company sources non-pharmaceutical products from over 500 established suppliers and providers.

TGP sources generic and branded medicines from established distributors and toll-manufacturers that produce private label generic medicines for the Company. TGP selects its partners using a number of criteria, including quality, affordability and capacity to serve the Company's demands. All products are FDA-certified in the Philippines to ensure that the medicines are compliant with the prescribed standards of the regulatory agency. TGP's top five largest suppliers constitutes 36.3% of the total purchases in 2024.

Department Stores. For outright sales, Robinson Department Store sources and sells its own direct-purchase merchandise in its stores. Most of its outright sales consist of beauty and personal care, household merchandise, and children's apparel. RDS' outright sales include a private label named Essentials that carries paper products. It has also strengthened sourcing for home and children's departments, thus adding more offerings to customers. As of 2024, Adidas, Playground, Generic, Maybelline, and Workshop were some of RDS' largest outright sales suppliers.

DIY Stores. For outright sales, the Company sources DIY and other products at favorable terms primarily from large-scale local suppliers and from over 500 foreign vendors accredited by Do it Best Corporation and True Value. For the big-box format, it also sources its tiles, sanitary wares, and wood, among others, from foreign vendors based in the Asia-Pacific region.

Specialty stores.

Consumer Electronics and Appliances stores. Durability, energy efficiency and strong service network are among the top requirements of customers in choosing consumer electronics and home appliances. Robinsons Appliances and Savers Appliances partner with global brands with a focus on providing smart, innovative, aesthetically appealing, and user-friendly appliances and gadgets for personal and commercial use. Notable global brand favorites of customers include Samsung, LG, Sony, Panasonic, Carrier, Sharp, Electrolux, Whirlpool, TCL, and Haier.

Toys and Juvenile Products retail. The Toys “R” Us private labels and exclusives, as well as importations (done through indentors/consolidators, which provide differentiated offerings), are directly sourced through the Toys “R” Us regional buying office where orders are consolidated to ensure that products are sourced at the lowest costs and margins are maximized. The Company also partners with local suppliers for locally developed merchandise either for outright purchase or consignment.

Mass Merchandise stores. Daiso Japan’s one price point merchandise is composed of various items that have been evaluated and manufactured with the Japanese standards of Daiso Industries Co., Ltd. The stores are supplied primarily by the principal company, as well as approved international and local partners/suppliers. This ensures quality and the authenticity of the store’s diverse product range.

Grounded on the pillars of variety, quality, and uniqueness, Daiso stores are home to practical and collectible home and kitchen products, utensils, office supplies, snacks, and beauty essentials. Super50 sources from various suppliers of quality goods sold at an affordable price point.

Beauty Division. As the country’s exclusive franchisee of the international brands it carries, RRHI-Beauty stores source their physical merchandise from legitimate distributors of its labels Shiseido, Benefit, and Clé de Peau Beauté.

Pet retail: As the country’s exclusive franchisee of the Singaporean brand, the store sources their physical merchandise from legitimate distributors of its labels.

Lifestyle sneakers: As the country’s premier destination for sneakers, Sole Academy buys directly or through legitimate distributors such as Adidas, Nike, New Balance, Reebok, and Converse.

- (viii) **Dependence upon single or few suppliers or customers.** The Company believes that its business as a whole is not dependent on any single supplier. The Company’s five largest suppliers accounted for an estimated 13.8% of consolidated net sales in 2024. The Company does not rely on a single or few customers but to the buying public in general.










- (ix) **Transactions with related parties.** In the ordinary course of business, the Company engages in a variety of transactions with related parties. Members of the Gokongwei Family serve as directors and executive officers of the Company, while certain members are also invested in JG Summit Holdings, Inc. (“JGSHI”). The most significant transactions with JGSHI include leasing retail stores in the shopping malls owned by Robinsons Land Corporation (“RLC”), a subsidiary of JGSHI. However, JGSHI and its subsidiaries are not a part of Robinsons Retail Holdings, Inc. as the Company does not control nor own directly or indirectly any shares of JGSHI and vice versa. The Company policy with respect to related party transactions is to ensure that these transactions are entered into on terms comparable to those available from unrelated third parties.

The Company rents a significant number of its stores and commercial centers from RLC and its affiliates. Members of the Company, primarily in the food segment, source a significant amount of their products from URC.

- (x) **Patents, Trademarks, Licenses, Franchises, Concessions or Labor Contract.**

Following are the marks of the subsidiaries of RRHI as of December 31, 2024:

Supermarket Trademarks

Name of Trademark	Symbol of Trademark
1. ROBINSONS SUPERMARKET	
2. HEALTHY YOU	
3. NATURE'S PURE	
4. ROBINSONS EASYMART	    
5. EASYMART RAYS	

6. ROBINSONS SELECTIONS	
7. JAYNITH'S SUPERMART	
8. ROBINSONS TOWNVILLE	
9. ROBINSONS PRIVATE LABEL	
10. SHOPWISE	
11. SHOPWISE EXPRESS	
12. SUREBUY	
13. FRESH PICKS	
14. PIZZAYOLO	
15. THE GOOD LIFE YOU CAN AFFORD	
16. ROBINSONS BREEDER'S CHOICE	
17. THE BAKER'S SELECTION	
18. Fit & Fun Wellness Buddy Run	
19. Wellness Moms	

20. We Love Wellness	
21. Healthier Days Start Here	
22. I Love Wellness	
23. Robinsons Wallet	
24. #EasyOnThePlastic	
25. GO CART	
26. Take It Easy	








Department Store Trademarks

Name of Trademark	Symbol of Trademark
1. PLAYGROUND	
2. PORTSIDE	
3. NITELITES	
4. BRIDGET'S CLOSET	
5. B+ACTIVE	
6. ALL ABOUT KIDS	
7. GRAB A TEE	
8. NEVER BEEN KISSED	



9. JUMPING BEANS	
10. SIMPLY ME	
11. PUNKBERRY	
12. SUN KISSED	
13. MARJOLAINE	
14. LIBERTE	
15. STELLA	
16. BELLA	
17. BOTTOMS UP	
18. WORKSHOP	
19. RAFAEL SCRIPT	
20. TED MOSS ACCESSORIES	
21. LOCKSAC	
22. TAB	
23. CURATED HOME DESIGN YOUR LIFE EST. 2017	
24. RED DEALS	

25. EXECUTIVE	
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Convenience Store Trademarks

Name of Trademark	Symbol of Trademark
1. CHILLZ	
2. MY SUNDAE	
3. MY CHOICE	
4. KARIMAN	
5. HOTCHIX	
6. EATS TO GO	
7. UNCLE JOHN'S	




DIY Store Trademarks











Name of Trademark	Symbol of Trademark
1. THUNDER	
2. HIGH GEAR	

3. WISHY WASHY	
4. BOW WOW	
5. SUPER CHOW	
6. BATH BASICS	
7. ROBINSONS BUILDERS	
8. ICONO	
9. ICONO PREMIO	
10. ICONO CLASSICO	

11. IMAGO	
12. DE ORO PACIFIC HOME PLUS	
13. CAT CHEW	
14. Your Store for Everyday Needs	
15. MODERN HOME	  
16. PACIFIC WOOD	
17. CLEAN HOME	

Drug Store Trademarks

Name of Trademark	Symbol of Trademark
1. SOUTHSTAR DRUG	
2. TGP – THE GENERICS PHARMACY	
3. THE GENERICS PHARMACY	 THE GENERICS PHARMACY



4. BASTA GENERICS, THE GENERICS PHARMACY	BASTA GENERICS, THE GENERICS PHARMACY
5. TGP THE GENERICS PHARMACY MABISANA, MATIPID PA!	
	
	
6. TGP WITH LOGO	
7. TGP ⁺ THE GENERICS PHARMACY	
8. ROSE PHARMACY	
9. ROSE PHARMACY YOUR ASSURANCE OF GENUINE DRUGS	
10. ROSE + CLINIC	
11. ROSE PHARMACY	
12. KAY SARAP MAGMAHAL A Culture of Loving Service Uniquely of Rose Pharmacy	

Specialty Store Trademarks

Name of Trademark	Symbol of Trademark
<p>1. ROBINSONS APPLIANCES</p> <p>2. R ROBINSONS APPLIANCES</p>	 <p>Robinsons Appliances</p>       
<p>3. HELLO! GOOD BUY</p> <p>4. ROBINSONSAPPLIANCES.COM.PH</p>	  

	
5. SAVER'S APPLIANCES	

Others

Name of Trademark	Symbol of Trademark
1. R 2. ROBINSONS	
3. R ROBINSONS RETAIL HOLDINGS, INC	

- (xi) **Government Approvals.** The Company and all its subsidiaries have obtained all permits, licenses and approvals from national and local government units and other government agencies necessary to lease store spaces and operate the same.

As a retailer, the Company and its subsidiaries are subject to the following laws and regulations: a) The Retail Trade Liberalization Act; b) The Food, Drug and Cosmetics Act; c) The Consumer Act; d) The Meat Inspection Code; e) The Price Act; f) The Philippine Food Fortification Act; g) The Comprehensive Dangerous Drugs Act; h) The Pharmacy Law; i) The Generics Act; and j) The Philippine Labor Code.

- (xii) **Effects of Existing or Probable Governmental Regulations on the Business.** The Group operates its businesses in a highly regulated environment. These businesses depend upon permits issued by the government authorities or agencies for their operations. The suspension or revocation of such permits could materially and adversely affect the operation of these businesses.

- (xiii) **Research and Development**

None during the year.

- (xiv) **Cost and Effects of Compliance with Environmental Laws.** Operators of retail stores with total store areas (including parking) of over 10,000 square meters (sqm) and/or operators of supermarkets with food stalls are required to obtain an Environment Compliance Certificate (ECC) for each store prior to commencement of business to certify that the operation will not pose an unacceptable environmental impact. Operators of supermarkets may also apply for and secure a Certificate of Non-Coverage (CNC) which exempts them from securing an ECC for their projects. The Company must obtain a Philippine Department of Environment

and Natural Resources (DENR) identification number from the regional office of the Philippine Environmental Management Bureau (EMB) to dispose of hazardous waste. In the absence of an identification number, the Company may be penalized with a fine ranging from ₱600 to ₱4,000.

(xv) **Employees.** As of December 31, 2024, the Group had 24,165 employees. The Company anticipates that it will have approximately 28,724 employees within the next 12 months for the planned store openings in 2025. The Company's management believes that good labor relations generally exist throughout the operating companies. The Company has experienced no material work stoppages or strikes in the past three years.

(xvi) **Risks**

1. The Company may experience difficulty in implementing its growth strategy brought about by unsuccessful future store openings, unsuccessful expansion through acquisition and failure of existing stores to benefit from the current favorable retail environment. In addition, new stores may place a greater burden on its existing resources and adversely affect its business as it faces the risk of market saturation brought about by increased competition from other retail companies in the Philippines.
2. The Company depends on RLC and other mall operators for the development of parts of its business and leases all of its premises, thus it may not be able to continue to renew these leases or to enter into new leases in favorable locations on acceptable terms thereby exposing the Company to risks relating to the leasing and sub-leasing of any of its stores as well as portions of its supermarket space.
3. The Company's retail business depends on its ability to source and sell the appropriate mix of products to suit the changing consumer preferences and relies on services rendered by independent contractors that may not always meet its requirements for quality or be available or completed within its budget. Also the success of its business depends in part on its ability to develop and maintain good relationships with its current and future suppliers and consignors. Likewise, the success of its business depends in part on its ability to develop and maintain good relationships with its franchisors and/or licensors. Thus, a deterioration of the value of its brand names and trademarks may have a material adverse effect on its business.
4. The Company operates in a regulated industry and its business is affected by the development and application of regulations in the Philippines. Continued compliance with, and any changes in, environmental laws and regulations may adversely affect its results of operations and financial condition. The Company may fail to fulfill the terms of licenses, permits and other authorizations, or fail to renew them on expiration.

The Company may face difficulty in hiring sufficient numbers of pharmacists to meet the demands of its drug store operations due to shortage of registered pharmacists in the Philippines thereby facing the risk of not being able to operate new drug store or be forced to close existing ones. Product liability claims in respect of defective goods sold in its stores and food safety and food-borne illness concerns could adversely affect its reputation and its financial prospects.

Likewise, the sale of counterfeit products may affect its reputation and profitability. On the other hand, its senior citizen, persons with disability and similar discounts for purchases of prescribed medicines and prime commodities may be subject to abuse or unchecked fraudulent practices by unqualified customers.

5. The Company is exposed to certain risks in connection with the substantial use of cash in its operations. Damage to or other potential losses involving its assets may not be covered by insurance. Its business, financial performance and results of operations are subject to seasonality. The Company relies on dividends and distributions from its subsidiaries to fund its cash and financing requirements.
6. The Company's interests may differ significantly from the interests of other shareholders as its business and operations are dependent upon key executives. The Company is party to a large number of related party transactions and its operating results and financial condition are affected by a significant minority shareholding in Robinsons Bank.
7. Its operations are concentrated in the Philippines, and therefore any downturn in general economic conditions in the Philippines could have a material adverse impact on its business operations. Any political instability in the Philippines may adversely affect its business operations. Continued terrorist activities and high-profile violent crime in the Philippines could destabilize the country, adversely affecting its business environment and the occurrence of natural disasters or other catastrophes, severe weather conditions, or outbreaks of contagious diseases may materially adversely affect the Philippine economy and disrupt its operations.
8. Future changes in the value of the Philippine Peso against the U.S. dollar and other currencies may adversely affect its results of operations
9. Government mandated measures such as lockdowns due to COVID 19 pandemic created significant volatility across the business of the group. This resulted to both temporary and permanent store closures.

Item 2. Properties. Commercial spaces for retail establishments from various entities across the Philippines are leased by the Company. The lease rates and terms for these commercial spaces follow standard market rates and practices for similar businesses. The following table is illustrative of the rates paid per region.

Region	Rental Scheme	Lease Rate	Term
Metro Manila	Fixed	P115 to P2,209 per sqm	1-25 years
	% to sales	0.15% to 10% of sales	1-25 years
	Fixed or % to sales, whichever is higher	P240 to P1,577 per sqm or 2.0% to 8.0% of sales	1-20 years
	Fixed plus % to Sales or Fixed, whichever is higher	P600 to P2,399.99 per sqm or P350-2,245.4 per sqm plus 3% of sales	1 month – 2 years
	Fixed plus % to Sales	P240 to 1,577 per sqm plus 1.5% to 3.0% of sales	1-10 years
	Fixed plus % to Sales or MGR, whichever is higher	P295 to P495 per sqm plus 3% of sales or P550 to P815 per sqm	1 year
Luzon (outside Metro Manila)	Fixed	P17.5 to P5,359 per sqm	1-25 years
	% to sales	2.00% to 7.20% of sales	1-5 years
	Fixed or % to sales, whichever is higher	P50 to 1,577 per sqm or 1.0% to 7.2% of sales	1-25 years
	Fixed plus % to sales	P220 to P1,577 per sqm plus 1.5% to 4.4% of sales	1-20 years
	Fixed plus % to Sales or Fixed, whichever is higher	P830 to P933 per sqm or P650-P753 per sqm plus 3% of sales	1 year
Visayas	Fixed	P70 to P3,352 per sqm	1-25 years
	% to sales	2.20% to 7.20% of sales	1-10 years
	Fixed or % to sales, whichever is higher	P335 to P2,325 per sqm or 1.5% to 6% of sales	1-15 years
	Fixed plus % to sales	P375 to P1,577 per sqm plus 1.5% to 3.00%	1-5 years
	Fixed plus % to Sales or Fixed, whichever is higher	P400 to P1,271 per sqm or P292.17 to P1,033 per sqm plus 3% of sales	1 year
Mindanao	Fixed	P96 to P2,721 per sqm	1-23 years
	% to sales	1.6% to 7.20% of sales	1-20 years
	Fixed or % to sales, whichever is higher	P200 to P1,577 per sqm or 1.0% to 7.2% of sales	1-25 years
	Fixed plus % to sales	P275 to P1,577 per sqm plus 1.5% to 3.0% of sales	1-5 years
	Fixed plus % to Sales or Fixed, whichever is higher	P448.93 per sqm or P643.25 per sqm plus 3% of sales	4 years

Food Segment. The following table sets out the location, number of stores and gross selling space of the Company's food segment that are leased as of December 31, 2024.

	No. of stores	Gross Selling Area in sqm
<i>Metro Manila</i>	399	277,748
<i>Luzon</i>	292	292,137
<i>Visayas</i>	52	113,475
<i>Mindanao</i>	18	62,146
Total	761	745,506

Department Stores. The following table sets out the location, number of stores and gross selling space of the Company's department stores that are leased as of December 31, 2024.

	No. of stores	Gross Selling Area in sqm
<i>Metro Manila</i>	9	102,129
<i>Luzon</i>	20	131,487
<i>Visayas</i>	12	91,463
<i>Mindanao</i>	9	57,607
Total	50	382,686

DIY Stores. The following table sets out the location, number of stores and gross selling space of DIY stores as of December 31, 2024, all of which are under a lease agreement:

	No. of stores	Gross Selling Area in sqm
<i>Metro Manila</i>	62	50,700
<i>Luzon</i>	100	77,078
<i>Visayas</i>	38	26,389
<i>Mindanao</i>	27	25,350
Total	227	179,517

Drug Stores. The following table sets out the number of South Star Drug and Rose Pharmacy stores by region as December 31, 2024, all of which are under a lease agreement:

	No. of stores	Gross Selling Area in sqm
<i>Metro Manila</i>	147	11,578
<i>Luzon</i>	466	44,981
<i>Visayas</i>	351	33,550
<i>Mindanao</i>	169	16,591
Total	1133	106,700

Specialty Stores. The following table sets out the number of stores of *Robinsons Appliances and Savers Appliances* stores, *Toys "R" Us* stores (including the *Toy "R" Us Toybox* sections located in RDS stores), *Daiso Japan* stores, international fashion specialty retail and beauty brand formats as of December 31, 2024, all of which are under a lease agreement:

	No. of stores	Gross Selling Area in sqm
<i>Metro Manila</i>	91	36,924
<i>Luzon</i>	122	61,295
<i>Visayas</i>	43	18,884
<i>Mindanao</i>	26	10,733
Total	282	127,836

Item 3. Legal Proceedings. As of December 31, 2024, neither the Company nor any of its subsidiaries or affiliates or any of their properties is engaged in or a subject of any material litigation, claims or arbitration either as plaintiff or defendant, which could be expected to have a material effect on its financial position and the Company is not aware of any facts likely to give rise to any proceedings which would materially and adversely affect business or operations.

Item 4. Submission of Matters to a Vote of Security Holders. There were no matters submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Registrant’s Common Equity and Related Stockholder Matters

(A) Principal Market or Markets Where the Registrant’s Common Equity is Traded

The common stock of the Company is listed on the Philippine Stock Exchange.

STOCK PRICES

2025

	High	Low
January 2025	36.90	33.90
February 2025	37.90	33.75

2024

	High	Low
First Quarter	41.25	35.05
Second Quarter	39.35	34.95
Third Quarter	40.85	34.60
Fourth Quarter	41.60	34.70

2023

	High	Low
First Quarter	59.50	52.00
Second Quarter	54.90	49.50
Third Quarter	57.80	43.20
Fourth Quarter	47.50	38.05

2022

	High	Low
First Quarter	62.75	53.95
Second Quarter	58.00	46.00
Third Quarter	62.05	50.00
Fourth Quarter	60.40	52.30

2021

	High	Low
First Quarter	66.45	51.00
Second Quarter	57.20	48.50
Third Quarter	57.95	48.50
Fourth Quarter	68.40	51.80

(B) Holders

The number of shareholders of record as of December 31, 2024 was 47. Common shares outstanding as of December 31, 2024 were 1,424,312,360.

List of Top 20 stockholders as of December 31, 2024

Name of stockholder	Number of shares held			Percent to Total Outstanding
	Direct	Indirect (Under PCD Nominee)	Total	
1. JE Holdings, Inc.	484,749,997	6,550,000	491,299,997	34.49%
2. GCH Investments Pte Ltd		315,309,308	315,309,308	22.14%
3. PCD Nominee Corporation (Filipino)	209,695,905		209,695,905	14.72%
4. PCD Nominee Corporation (Non-Filipino)	129,889,856		129,889,856	9.12%
5. Lance Y. Gokongwei	91,952,656		91,952,656	6.45%
6. Robina Gokongwei-Pe	89,906,846	2,045,808	91,952,654	6.45%
7. James L. Go	31,928,005		31,928,005	2.24%
8. Robinson Bank Trust Account No. TA#030-172-530121	29,968,949		29,968,949	2.10%
9. Lisa Y. Gokongwei-Cheng	29,926,449		29,926,449	2.10%
10. Wilfred T. Co	2,027,936		2,027,936	0.14%
11. Kun Jiang	116,000		116,000	0.00%
12. Lucio W. Yan &/or Clara Y. Yan	100,000		100,000	0.00%
13. Lisa Y. Gokongwei-Cheng	42,500		42,500	0.00%
14. Lilan Rao	41,900		41,900	0.00%
15. Qiu, Bo	24,300		24,300	0.00%
16. Yi Ying Wu	10,000		10,000	0.00%
17. Iris Veronica G. Lim	5,200		5,200	0.00%
18. Mercedes Del Rosario or Miguel Carlos Del Rosario or Paolo Jose Del Rosario	4,000		4,000	0.00%
19. Joselito C. Herrera	3,500		3,500	0.00%
20. Gabrielle Claudia F. Herrera	2,500		2,500	0.00%
20. Nadezhda Iskra F. Herrera	2,500		2,500	0.00%
21. Others	8,245		8,245	0.00%
Total outstanding	1,100,407,244	323,905,116	1,424,312,360	100.00%

(C) Dividends

On May 10, 2024, the Company's Board of Directors (BOD) approved the declaration of a cash dividend in the amount of ₱2.00 per share from the unrestricted retained earnings of the Company as of December 31, 2023 to all stockholders of record as of May 27, 2024 and payable on June 10, 2024.

On May 12, 2023, the Company's Board of Directors (BOD) approved the declaration of a cash dividend in the amount of ₱2.00 per share from the unrestricted retained earnings of the Company as of December 31, 2022 to all stockholders of record as of May 26, 2023 and payable on June 9, 2023.

On April 27, 2022, the Company's Board of Directors (BOD) approved the declaration of a cash dividend in the amount of ₱2.00 per share from the unrestricted retained earnings of the Company as of December 31, 2021 to all stockholders of record as of May 20, 2022 and payable on June 10, 2022.

(D) Restriction that Limits the Payment of Dividends on Common Shares

None

(E) Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction.

None

Item 6. Management's Discussion and Analysis or Plan of Operation

December 31, 2024 vs December 31, 2023

Consolidated Results of Operations

(Amounts in Million Pesos)

Robinsons Retail Holdings, Inc.'s core net income (net income excluding foreign exchange gains/losses, interest income from bonds, equity in earnings from associates, interest expense related to the BPI shares, and others) jumped by 12.8% to ₱6.4 billion in 2024 driven by higher gross profit and improved operational efficiencies.

Consolidated net sales increased by 3.7% to ₱199.2 billion for the year ended December 31, 2024, supported by the blended same store sales growth (SSSG) of 1.5%. The core staples businesses—Food and Drugstores—along with incremental sales from new stores were the main revenue growth drivers for the year.

Gross margin rose by 5.5% to ₱48.1 billion driven by improved assortment, enhanced market presence of imported and private label brands, and sustained vendor support. Operating income accelerated by 8.9% to ₱9.7 billion in 2024 as cost optimization efforts mitigated the impact of increased expansion-related costs.

Net income attributable to equity holders of the parent company (NIAP) more than doubled to ₱10.3 billion due to the one-time gain from the BPI-Robinsons Bank merger.

Segment Operations

- (i) **Food.** The food segment, which consist of supermarket banners and convenience store business Uncle John's, accounts for the largest share in the Group's sales, EBIT and EBITDA. Full year consolidated net sales of the whole food segment reached ₱120.3 billion, 4.6% higher than last year. Revenue growth was supported by SSSG of 2.3%.

Gross margin improved by 5.8% to ₱27.3 billion in 2024 due to increased vendor support and stable demand for imported products.

As a result, EBITDA climbed at a higher rate than topline growth, increasing by 6.2% in 2024 and reaching a full-year total of ₱10.6 billion.

- (ii) **Drug Stores.** Full year net sales of the drugstore segment rose by 7.3% to ₱35.8 billion, primarily driven by contributions from new stores. Full year SSSG, however, declined from 7.1% in 2023 to 3.2% in 2024.

Meanwhile, gross margin expanded by 50bps to 21.5%, driven by vendor support and higher house brand penetration.

EBITDA grew by 2.1% to ₱3.1 billion, lower than topline growth due to store expansion and higher DC costs from new systems and facilities.

- (iii) **DIY Stores.** The DIY segment recorded net sales of ₱11.8 billion in 2024, down by 4.2%, as a result of an industry-wide slowdown from intense competition and rationalization of inventory.

Gross margin expanded by 110bps to 29.7% in the fourth quarter due to the introduction of new product offerings. This led to a year-end close for 2024 at 32.3%, returning to the 32% level last seen in 2020.

Meanwhile, EBITDA improved by 6.8% to ₱1.3 billion in 2024 due to the improved gross margins and cost-savings initiatives.

- (iv) **Department Stores.** Department store net sales increased by 2.1% for the year 2024 to ₱16.6 billion with full year SSSG at 2.4%.

Gross margin improved by 3.1% to ₱5.1 billion due to the increase in vendor support and improved category mix.

EBITDA declined by 7.4% to ₱1.2 billion as a result of higher operating expenses from rent, personnel costs, and opening of Spatio.

- (v) **Specialty Stores.** Net sales for the specialty segment declined by 3.7% to ₱14.7 billion in the year 2024 mainly due to lower sales from Appliance. However, a 1.7% increase was seen in the fourth quarter driven by the strong performance of toys and pet retail.

The segment's year to date gross margin improved by 200 bps to 28.7% driven by the improvement in category mix, vendor support, and higher distribution center fees.

Despite the strong topline growth and gross margin expansion in the fourth quarter, which led to a 48.4% increase in EBITDA to ₱341.3 million in the last quarter, the segment's EBITDA for the year ended December 31, 2024 declined by 16.7% to ₱827.7 million due to lower sales.

Financial Position

As of December 31, 2024, the Group's balance sheet showed consolidated assets of ₱169,951 million.

Cash and cash equivalents as of December 31, 2024 is at ₱13,137 million. Net cash generated from operating activities totaled ₱12,427 million. Net cash spent for investing activities amounted to ₱2,526 million driven by CAPEX and additional investments. Net cash used in financing activities amounted to ₱9,939 million mainly due to the payment of dividends and leases.

Trade and other receivables increased by 11.6% from ₱3,948 million in December 2023 to ₱4,407 million as of December 31, 2024.

The Group's investment in Rbank was reclassified to investment in debt and equity securities from asset held for sale amounting to ₱8,318 million. RRHI's ownership in Rbank is converted to BPI shares with the completion of the merger between BPI and Rbank which took effect on January 1, 2024.

Debt and equity instrument financial assets increased from ₱26,411 million to ₱46,165 million mainly due to investment in BPI shares.

Trade and other payables increased from ₱26,899 million to ₱27,901 million as of December 31, 2024 mainly driven by purchase from suppliers. Loans payable of ₱22,976 million includes short-term and long-term loan of RRHI and RSC for purchase of ownership in BPI.

Stockholder's equity stood at ₱92,606 million as of December 31, 2024.

December 31, 2023 vs December 31, 2022

Consolidated Results of Operations ***(Amounts in Million Pesos)***

Robinsons Retail Holdings, Inc.'s core net income (net income excluding foreign exchange gains/losses, interest income from bonds, equity in earnings from associates, interest expense related to the BPI shares, and others) increased by 1.5% to ₱5,640 billion in 2023 on the back of the company's 7.4% increase in consolidated net sales.

The growth in net sales was supported by blended same store sales growth (SSSG) of 3.9% and store expansion initiatives. The core staples businesses - Supermarkets and Drugstores were the main revenue growth drivers for the period ended December 31, 2023.

Operating income increased by 2.8% to ₱8.9 billion as revenue growth and gross margins expansion were offset by store expansion costs, higher utility expenses on elevated fuel prices and higher personnel costs.

Meanwhile, net income attributable to equity holders of the parent company (NIAP) declined by 29.9% to ₱4.1 billion weighed down by foreign exchange losses, equitized losses from investment in associates and interest expense on loans. The acquisition financing of the Bank of the Philippine Islands' (BPI) shares which were acquired earlier this year was fully covered by the dividend income from BPI shares.

Segment Operations

- (i) **Supermarket.** The Supermarket segment continued to account for the largest share in the Group's sales, EBIT and EBITDA. Full year consolidated net sales of the whole supermarket segment was at ₱108.6 billion, 7.4% higher than last year. Revenue growth was supported by the contribution of new stores and full year SSSG of 3.2% which benefitted from double-digit growth in transaction count.

Gross margins improved by 30bps in Q4 2023 to 21.7% due to higher sales of imported products and increased vendor support. This allowed full-year GPM to settle at 21.7%, flat year-on-year. Excluding the impact of Growsari, which now accounts for almost 10% of supermarket sales, segment margin would have increased by 40bps in 2023.

Meanwhile, EBITDA rose by 10.3% to ₱9.4 billion in 2023 supported by resilient topline growth and efficient cost management.

- (ii) **Drug Stores.** Net sales of the drugstore segment rose by 13.2% in 2023 to ₱33.4 billion on the back of robust SSSG and incremental sales of new stores. Blended SSSG of Southstar Drug and Rose Pharmacy came in at 7.1% for the full year driven by sustained demand of prescription drugs, particularly maintenance medications, while

over-the-counter cough and cold medicines and antihistamines also performed well.

Gross margins expanded by 70bps to 21.0% in 2023 due to increased penetration of house brands and better category mix.

EBITDA grew by 13.7% to ₱3.0 billion due to strong topline growth and gross margin expansion.

- (iii) **DIY Stores.** The DIY segment posted slightly lower topline trends in 2023 to ₱12.3 billion or down by 0.8%. Intense competition and a decline in demand for pandemic items like home and kitchen products affected revenues. Competition in the dog food segment, one of top categories, has also intensified, with more players entering the market in recent years. Excluding pet food sales, DIY segment net sales would have increased by 5.5% in 2023.

The segment saw a slight decline in gross margins from 31.1% in 2022 to 30.8% in 2023 mainly due to markdowns in the kitchen category which slowed down after the pandemic.

Meanwhile, EBITDA fell by 19.9% to ₱1.2 billion in 2023 due to lower SSSG while key operating expenses such as rent, utilities, and manpower accelerated.

- (iv) **Department Stores.** Department store net sales grew by 8.2% in 2023 to ₱16.3 billion. SSSG normalized at 7.0%. The topline is driven by categories related to back-to-school, travel, and sports activities.

Gross margins improved by 40bps to 30.6% due to higher margin category mix.

EBITDA was flattish in 2023 ending the year at ₱1.3 billion. Healthy topline trends coupled with gross margin improvements were offset by higher operating expenses from rent, manpower, and utilities.

- (v) **Convenience stores.** Uncle John's was able to sustain solid topline trends in 2023, with net sales increasing by 4.4% to ₱6.3 billion. SSSG is 5.6% in 2023 mainly driven by the strong performance of CBD located branches and resilient demand for RTE products.

Gross margins increased by 8.7% year-on-year due to continued growth of higher-margin RTE business.

EBITDA recovered by 18.2% to ₱162.6 million in the last quarter due to an improving sales mix while generating cost savings from rent and repairs and maintenance. For the full year, the decline in the segment's EBITDA narrowed to -1.7% to ₱570.9 million.

- (vi) **Specialty Stores Segment.** Net sales for the specialty segment grew by 3.5% to ₱15.2 billion in 2023 with segment SSSG coming in at 2.4%.

Toys, and Pet Retail delivered double-digit topline growth for the period. However, revenues of Appliances & Electronics business were flat in 2023 as increased out-of-home activities led to lower demand for some of our categories that did well during the pandemic.

The segment's gross margins improved by 20bps year-on-year to 26.7% in due to increased vendor support, higher DC fees, and changes in product mix.

The segment's EBITDA declined by 24.4% to ₱994 million due to increase in operating expenses.

Financial Position

As of December 31, 2023, the Group's balance sheet showed consolidated assets of ₱155,023 million.

Cash and cash equivalents as of December 31, 2023 is at ₱13,173 million. Net cash provided by operating activities totaled ₱14,965 million. Net cash spent for investing activities amounted to ₱21,434 million driven by investment in BPI shares. Net cash provided by financing activities amounted to ₱1,890 million of which ₱12,944 million came from net loan availment.

Trade and other receivables increased by 11.9% from ₱3,528 million to ₱3,948 million as of December 31, 2023.

The Group's investment in Rbank was classified as asset held for sale amounting to ₱8,318 million. RRHI's ownership in Rbank will be converted to BPI shares with the completion of the merger between BPI and Rbank which took effect on January 1, 2024.

Debt and equity instrument financial assets increased by ₱17,446 million mainly due to purchase of BPI shares in January 2023.

Trade and other payables decreased from ₱27,490 million to ₱26,899 million as of December 31, 2023 mainly driven by payment of land purchased and payment to suppliers. Short-term loans payable decreased by ₱280 million due to loan payments for short term debt.

Stockholder's equity stood at ₱79,378 million as of December 31, 2023.

December 31, 2022 vs December 31, 2021

Consolidated Results of Operations ***(Amounts in Million Pesos)***

Robinsons Retail Holdings, Inc. recorded net income of ₱6,436 million for the twelve months ended December 31, 2022, an increase of 32.7% as compared to ₱4,850 million for the twelve months ended December 31, 2021. Net income attributable to parent amounted to ₱5,847 million for the twelve months ended December 31, 2022, an increase of 29.1% vs. 2021 driven mainly by strong same store sales growth and expansion in margins. Full-year EPS rose at a faster clip at 33.1% to ₱3.93 per share, supported by the ongoing share buyback program.

Consolidated net sales increased by 16.6% from ₱153,327 million for the twelve months ended December 31, 2021 to ₱178,821 million for the twelve months ended December 31, 2022. The increase in sales was driven by the strong same store sales growth, new store openings and rebound in discretionary formats coming from the economy's gradual return to normalcy, including face to face classes in schools and increased travel and tourism.

Blended same store sales growth (SSSG) was 11.8% for the full year 2022. Supermarket segment posted -7.3% SSSG for the year, while the drugstore segment's SSSG remained healthy at 5.3% for the full year 2022. The department store segment posted 53.4% SSSG due to resumption of face to face classes and increased travel. Convenience store segment was up 26.0% supported by higher sales of commercial and BPO clusters due to back to onsite working arrangements coupled with new product offerings.

Gross profit margin was at 23.6% for the year driven by category mix improvements and economies of scale.

Coupled with operating efficiencies, EBIT margins expanded by 90bps for full year 2022. In absolute terms, EBIT came in at ₱8.7 billion, up by 43.6%.

Segment Operations

- (i) **Supermarket.** The Supermarket segment continued to account for the largest share in the Group's Sales, EBIT and EBITDA. The supermarket segment generated net sales of ₱101.1 billion for full year 2022, 14.1% higher vs. 2021. Full year SSSG came in at 7.3% vs. negative 8.7% in the previous year on the back of higher transaction count and a better supply chain situation.

Full year GPM expanded by 20bps to 21.7% on higher indent and private label penetration, assortment shifts, and selling price adjustments.

EBITDA rose by 14.2% year on year in 2022 to ₱8.5 billion driven by healthy topline growth and gross margin improvements. This translated to EBITDA margin of 8.4% for the full year.

- (ii) **Department Stores.** Department store net sales for full year 2022 was up 61.2% to ₱15,031 million.

Full year SSSG came in at 53.4% higher vs. last year. Key drivers were the resumption of face-to-face classes and the increase in travel. Meanwhile, the main categories that outperformed were Shoes, Bag, Sportswear (SBS), Children's, and Ladies departments.

Gross margins were up 30bps for full year 2022 or 30.2% of sales due to category mix improvements.

Full year EBITDA grew by 108.1% to ₱1,279 million coming from high SSSG and margins improvement.

- (iii) **Convenience stores.** Full year net sales amounted to ₱6,072 million up 23.5% compared to last year. Same store sales growth was up 26.0% for full year 2022.

Growth was supported by higher sales of commercial and BPO clusters due to back to onsite working arrangements, coupled by new product offerings, and effective marketing promotions.

A recovering topline, better gross margins driven by the higher contribution of the RTE category, and manageable operating expenses translated to robust EBITDA growth of 98.7% for full year 2022 at ₱580.6 million.

- (iv) **Drug Stores.** Net sales of the drugstore segment reached ₱29,486 million, up by 10.6% due to stronger demand for fever and flu medicines, sustained growth of prescription medicines, and sales contribution from new stores. The blended SSSG of Southstar Drug and Rose Pharmacy was healthy at 5.3% for the year.

EBITDA margins expanded by 40bps in full year 2022 to 9.0% of sales with notable gains from Rose Pharmacy in the first half of 2022. Healthy SSSG and the gains from

Rose Pharmacy enabled the segment to post strong EBITDA growth of 15.3% for full year 2022 to ₱2,651 million.

- (v) **DIY Stores.** The DIY segment's full year net sales increased by 7.8% to ₱12,403 million driven by SSSG of 10.1% for 2022. The main SSSG driver was higher transaction count in key categories such as hardware, electrical and plumbing.

Gross profit margin was up 6.0% from ₱3,633 million to ₱3,852 million. In terms of % of sales, there was a 50bps decline in gross margins from 31.6% last year to 31.1% this year due to the move out of ageing inventories and markdowns.

Full year EBIT grew by 20.1% to ₱637.5 million compared to ₱530.9 million last year.

- (vi) **Specialty Stores Segment.** Net sales for the specialty segment grew by 19.7% to ₱14,709 million for the full year 2022 supported by strong SSSG.

All formats under the specialty segment delivered double digit revenue growth rates for the year as consumer demand picked up in tandem with better mobility.

The recovery in the topline coupled with product mix improvements and better operating leverage translated to strong EBITDA growth of 35.7% for the full year to ₱1,315 million.

Financial Position

As of December 31, 2022, the Group's balance sheet showed consolidated assets of ₱141,526 million.

Cash and cash equivalents as of December 31, 2022 is at ₱17,767 million. Net cash provided by operating activities totaled ₱16,080 million. Net cash spent from investing activities amounted to ₱4,587 million. Net cash spent from financing activities amounted to ₱9,898 million of which ₱675 million came from net loan availment with ₱3,437 million payment of dividends and ₱1,821 million for the share buyback program.

Trade and other receivables increased by 32.3% to ₱3,528 million as of December 31, 2022.

Debt and equity instrument financial assets declined by ₱2,661 million or 22.9% for the full year 2022 due to redemptions during the period.

Trade and other payables increased from ₱21,216 million to ₱27,490 million as of December 31, 2022 mainly driven by purchase of land. Current loans payable increased by ₱675 million due to loan availments.

Stockholder's equity stood at ₱76,574 million as of December 31, 2022.

Material Changes in the 2024 Financial Statements

(Increase/decrease of 5% or more versus 2024)

Consolidated Statements of Comprehensive Income
Year Ended December 31, 2024 versus Year Ended December 31, 2023
(with Vertical and Horizontal Analysis)

In Millions	2024	%	2023	%	Growth
SALES - Net of sales discounts and returns	199,167	100.0%	192,126	100.0%	3.7%
COST OF MERCHANDISE SOLD	151,057	75.8%	146,526	76.3%	3.1%
GROSS PROFIT	48,110	24.2%	45,600	23.7%	5.5%
ROYALTY, RENT AND OTHER REVENUE	1,350	0.7%	1,189	0.6%	13.5%
GROSS PROFIT INCLUDING OTHER REVENUE	49,460	24.8%	46,790	24.4%	5.7%
OPERATING EXPENSES	(39,723)	-19.9%	(37,848)	-19.7%	5.0%
OTHER INCOME (CHARGES)					
Dividend income	1,413	0.7%	1,264	0.7%	11.8%
Interest income	172	0.1%	257	0.1%	-32.9%
Foreign currency exchange gains (losses) - net	43	0.0%	(65)	0.0%	166.1%
Share in net earnings (losses) of associates	(497)	-0.2%	(821)	-0.4%	-39.5%
Interest expense	(3,124)	-1.6%	(3,123)	-1.6%	0.0%
Unrealized gain on equity instruments financial assets and others - net	4,646	2.3%	(280)	-0.1%	1756.9%
	2,653	1.3%	(2,769)	-1.4%	195.8%
INCOME BEFORE INCOME TAX	12,390	6.2%	6,173	3.2%	100.7%
PROVISION FOR INCOME TAX					
Current	1,597	0.8%	1,620	0.8%	-1.4%
Deferred	(125)	-0.1%	(97)	-0.1%	29.1%
	1,472	0.7%	1,524	0.8%	-3.4%
NET INCOME	10,918	5.5%	4,649	2.4%	134.8%
OTHER COMPREHENSIVE INCOME					
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods:					
Debt securities at fair value through other comprehensive income:					
Changes in fair value during the year	295	0.1%	(278)	-0.1%	205.8%
Reclassification of gains included in net income	208	0.1%	105	0.1%	98.6%
Translation adjustments	113	0.1%	127	0.1%	-11.0%
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:					
Changes in fair value of equity securities at fair value through other comprehensive income	6,315	3.2%	2,976	1.5%	112.2%
Remeasurement gains (losses) on retirement obligation	249	0.1%	(336)	-0.2%	174.1%
Income tax effect	(62)	0.0%	76	0.0%	-181.5%
	7,117	3.6%	2,669	1.4%	166.7%
TOTAL COMPREHENSIVE INCOME	18,035	9.1%	7,318	3.8%	146.5%

5.5% increase in gross profit

Driven by improved assortment, enhanced market presence of imported and private label brands, and sustained vendor support.

13.5% increase in royalty, rent and other revenue

Mainly driven by higher rental and other income from food and drugstore segments.

5.0% increase in operating expenses

Primarily due to operating expenses of new stores, higher rent expense, utilities, and personnel costs.

11.8% increase in dividend income

Mainly due to higher dividend income from BPI.

32.9% decrease in interest income

Mainly due to disposal of investment in bonds.

166.1% increase in foreign currency exchange gain-net

Primarily due to higher forex rates of USD to Peso.

39.5% decrease in net loss in associates

Decrease in net loss in associates due to reclassification of investment in Gotyme.

1,756.9% increase in other income/charges

Mainly due to unrealized gain from investment in Rbank as a result of Rbank's merger with BPI.

29.1% increase in provision for income tax-deferred

Mainly due to deferred tax impact of PFRS 16.

134.8% increase in net income

Mainly due to unrealized gain from investment in Rbank as a result of Rbank's merger with BPI.

205.8% increase in changes in fair value during the year of debt securities at fair value through OCI

Due to higher fair value of debt securities driven by strong market performance.

98.6% increase in reclassification of gains included in net income

Due to reclassification of gains from other comprehensive income to net income.

11.0% decrease in share in changes in translation adjustment in investment entities

Due to lower translation adjustments in associates and debt securities.

112.2% increase in changes in fair value of equity securities at FVOCI

Mainly pertains to changes in fair value of BPI shares.

174.1% increase in remeasurement gain (losses) on retirement obligation

Due to remeasurement gain during the year, mainly on changes in actuarial assumptions.

181.5% decrease in income tax effect on OCI not to be reclassified to P/L in subsequent periods

Mainly due to remeasurement gain on retirement obligation.

166.7% increase in other comprehensive income

Primarily due to changes in fair value of debt and equity securities at FVOCI.

Consolidated Statements of Financial Position – As of December 31, 2024 versus December 31, 2023
(with Vertical and Horizontal Analysis)

In Millions	2024	%	2023	%	Growth
ASSETS					
Current Assets					
Cash and cash equivalents	13,137	7.7%	13,173	8.5%	-0.3%
Trade and other receivables	4,407	2.6%	3,948	2.5%	11.6%
Merchandise inventories	31,672	18.6%	29,668	19.1%	6.8%
Other current assets	1,572	0.9%	1,682	1.1%	-6.5%
Total Current Assets	50,789	29.9%	48,471	31.3%	4.8%
Noncurrent assets held for sale	-	0%	8,318	5.4%	-100.0%
Noncurrent Assets					
Debt and equity instruments financial assets	46,165	27.2%	26,411	17.0%	74.8%
Property and equipment	25,046	14.7%	23,392	15.1%	7.1%
Right-of-use assets	19,188	11.3%	19,914	12.8%	-3.6%
Investment in associates	1,666	1.0%	1,721	1.1%	-3.2%
Intangible assets	22,679	13.3%	22,680	14.6%	0.0%
Deferred tax assets - net	1,517	0.9%	1,453	0.9%	4.4%
Retirement plan asset	403	0.2%	166	0.1%	142.1%
Other noncurrent assets	2,499	1.5%	2,495	1.6%	0.1%
Total Noncurrent Assets	119,162	70.1%	98,233	63.4%	21.3%
	169,951	100.0%	155,023	100.0%	9.6%
LIABILITIES AND EQUITY					
Current Liabilities					
Trade and other payables	27,901	16.4%	26,899	17.4%	3.7%
Short-term loans payable	14,714	8.7%	8,129	5.2%	81.0%
Lease liabilities - current portion	3,322	2.0%	3,587	2.3%	-7.4%
Income tax payable	91	0.1%	145	0.1%	-36.9%
Other current liabilities	469	0.3%	514	0.3%	-8.8%
Total Current Liabilities	46,497	27.4%	39,273	25.3%	18.4%
Noncurrent Liabilities					
Lease liabilities - net of current portion	20,028	11.8%	20,458	13.2%	-2.1%
Long-term loans payable	8,262	4.9%	13,240	8.5%	-37.6%
Deferred tax liabilities – net	2,080	1.2%	2,065	1.3%	0.7%
Retirement obligation – net	478	0.3%	608	0.4%	-21.4%
Total Noncurrent Liabilities	30,848	18.2%	36,372	23.5%	-15.2%
	77,345	45.5%	75,645	48.8%	2.2%
Equity					
Equity Attributable to Equity Holders of the Parent Company					
Capital stock	1,576	0.9%	1,576	1.0%	0.0%
Additional paid-in capital	40,768	24.0%	40,768	26.3%	0.0%
Treasury stock	(7,600)	-4.5%	(6,410)	-4.1%	18.6%
Other comprehensive income	9,389	5.5%	2,266	1.5%	314.3%
Equity reserve	(772)	-0.5%	(743)	-0.5%	4.0%
Retained earnings	45,181	26.6%	37,822	24.4%	19.5%
	88,542	52.1%	75,280	48.6%	17.6%
Equity Attributable to Noncontrolling Interests	4,064	2.4%	4,098	2.6%	-0.8%
Total Equity	92,606	54.5%	79,378	51.2%	16.7%
	169,951	100.0%	155,023	100.0%	9.6%

11.6% increase in trade and other receivables

Due to higher sales and new stores.

6.8% increase in merchandise inventories

Due to higher sales and new stores.

6.5% decrease in other current assets

Due to utilization of creditable withholding taxes and value added taxes.

100.0% decrease in noncurrent assets held for sale

Due to reclassification of investment in Rbank to investment in debt and equity securities.

74.8% increase in debt and equity instrument financial assets

Mainly due to investment in BPI shares.

7.1% increase in property and equipment

Increase is driven by capital expenditures for the year.

142.1% increase in retirement plan asset

Increase is due to higher contribution to the retirement fund.

81.0% increase in short-term loans payable

Due to increase in short-term loans payable availed.

7.4% decrease in current portion of lease liabilities

Due to lease modifications during the year.

36.9% decrease in income tax payable

Due to higher tax credits and minimum corporate income tax (MCIT) due.

8.8% decrease in other current liabilities

Due to settlement of other current liabilities.

37.6% decrease in long-term loans payable

Due to payment of loans for the period.

21.4% decrease in net retirement obligation

Due to increase in actual contribution and benefits paid.

18.6% increase in treasury stock

Mainly due to share buyback of the Company for the period.

314.3% increase in other comprehensive income

Primarily due to favorable mark to market movements in the fair value of equity securities.

19.5% increase in retained earnings

Due to the increase in net income.

17.6% increase in equity attributable to equity holders of the Parent Company

Primarily due to increase in net income and other comprehensive income.

**Material Changes in the 2023 Financial Statements
(Increase/decrease of 5% or more versus 2022)**

Consolidated Statements of Comprehensive Income
Year Ended December 31, 2023 versus Year Ended December 31, 2022
(with Vertical and Horizontal Analysis)

In Millions	2023	%	2022	%	Growth
SALES - Net of sales discounts and returns	192,126	100.0%	178,821	100.0%	7.4%
COST OF MERCHANDISE SOLD	146,526	76.3%	136,539	76.4%	7.3%
GROSS PROFIT	45,600	23.7%	42,282	23.6%	7.8%
ROYALTY, RENT AND OTHER REVENUE	1,189	0.6%	1,159	0.6%	2.6%
GROSS PROFIT INCLUDING OTHER REVENUE	46,790	24.4%	43,442	24.3%	7.7%
OPERATING EXPENSES	(37,848)	-19.7%	(34,743)	-19.4%	-8.9%
OTHER INCOME (CHARGES)					
Interest income	257	0.1%	390	0.2%	-34.2%
Equity in net earnings in associates	(821)	-0.4%	14	0.0%	-6091.7%
Dividend income	1,264	0.7%	294	0.2%	329.9%
Foreign currency exchange gains (loss) - net	(65)	0.0%	357	0.2%	-118.1%
Interest expense	(3,123)	-1.6%	(1,988)	-1.1%	-57.1%
Others	(280)	-0.1%	222	0.1%	-226.1%
	(2,769)	-1.4%	(711)	-0.4%	-289.4%
INCOME BEFORE INCOME TAX	6,173	3.2%	7,987	4.5%	-22.7%
PROVISION FOR INCOME TAX					
Current	1,620	0.8%	1,636	0.9%	-1.0%
Deferred	(97)	-0.1%	(85)	0.0%	-13.6%
	1,524	0.8%	1,551	0.9%	-1.8%
NET INCOME	4,649	2.4%	6,436	3.6%	-27.8%
OTHER COMPREHENSIVE INCOME					
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent					
Changes in fair value of debt securities at fair value through other comprehensive income	(174)	-0.1%	(1,005)	-0.6%	82.7%
Share in changes in fair value of debt financial assets in associates	-	0.0%	96	0.1%	-100.0%
Share in changes in translation adjustment in investment entities	127	0.1%	20	0.0%	538.5%
Income tax effect	-	0.0%	(25)	0.0%	100.0%
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:					
Changes in fair value of equity securities at FVOCI	2,976	1.5%	(98)	-0.1%	3148.9%
Share in actuarial gain (losses) on retirement obligation in associates	-	0.0%	20	0.0%	-100.0%
Remeasurement gain (losses) on retirement obligation	(336)	-0.2%	242	0.1%	-239.2%
Income tax effect	76	0.0%	(65)	0.0%	216.8%
	2,669	1.4%	(815)	-0.5%	427.5%
TOTAL COMPREHENSIVE INCOME	7,318	3.8%	5,621	3.1%	30.2%

7.4% increase in sales

The increase is due to store expansion initiatives and same-store sales growth.

7.3% increase in cost of sales

The increase is driven by increase in sales volume due to store expansion and same-store sales growth.

7.8% increase in gross profit

The increase is driven by better product assortment and increased vendor support.

8.9% increase in operating expenses

Primarily due to operating expenses of new stores, higher rent expense, utilities, and personnel costs.

34.2% decrease in interest income

Due to disposal of investment in bonds.

6,091.7% decrease in earnings from associate

Decrease is due to share in losses of associates.

329.9% increase in dividend income

Primarily coming from investment in BPI and other investments in financial instruments on equity securities.

118.1% decrease in foreign currency exchange gain

Primarily due to realized forex losses due to lower forex rates of USD to Peso versus at the beginning of the year.

57.1% increase in interest expense

Driven by loans to purchase 4.4% investment in BPI shares.

226.1% decrease in other income/charges

Primarily due to disposal of investment in associate and loss on disposal of bonds.

13.6% increase in provision for income tax-deferred

Due deferred tax impact of PFRS 16, pension liability, and excess MCIT.

27.8% decrease in net income

Due to forex loss, reversal of equitized earnings with the derecognition of Robinsons Bank's net income under equitized earnings following the merger with BPI, and losses from start-up investments.

82.7% increase in changes in fair value of debt securities at fair value through OCI

Due to lower fair value of debt securities in prior year.

100% decrease in share in changes in fair value of debt financial assets in associates

No change in fair value of debt financial assets in associates during the year.

538.5% increase in share in changes in translation adjustment in investment entities

Mainly due to the translation adjustment of associates and debt securities for the year.

100% increase in income tax effect on OCI to be reclassified to P/L in subsequent periods

No income tax effect during the year.

3,148.9% increase in changes in fair value of equity securities at FVOCI

Mainly pertains to changes in fair value of BPI shares.

100% decrease in share in actuarial gain (losses) on retirement obligation in associates

No actuarial gains (losses) on retirement obligation in associates for the year.

239.2% decrease in remeasurement gain (losses) on retirement obligation

Due to remeasurement loss during the year mainly on changes in financial assumptions.

216.8% increase in income tax effect on OCI not to be reclassified to P/L in subsequent periods

Due to remeasurement loss on retirement obligation.

427.5% increase in other comprehensive income

Primarily due to mark to market movements in the fair value of debt and equity instrument financial assets, mainly from BPI shares.

Consolidated Statements of Financial Position – As of December 31, 2023 versus December 31, 2022
(with Vertical and Horizontal Analysis)

In Millions	2023	%	2022	%	Growth
ASSETS					
Current Assets					
Cash and cash equivalents	13,173	8.5%	17,767	11.5%	-25.9%
Trade and other receivables	3,948	2.5%	3,528	2.3%	11.9%
Merchandise inventories	29,668	19.1%	27,470	17.7%	8.0%
Other current assets	1,682	1.1%	2,434	1.6%	-30.9%
	48,471	31.3%	51,198	33.0%	-5.3%
Noncurrent Assets Held For Sale	8,318	5.4%	8,318	5.4%	0.0%
Noncurrent Assets					
Debt and equity instrument financial assets	26,411	17.0%	8,965	5.8%	194.6%
Property and equipment	23,392	15.1%	22,648	14.6%	3.3%
Right-of-use assets	19,914	12.8%	22,155	14.3%	-10.1%
Investment in associates	1,721	1.1%	1,635	1.1%	5.3%
Intangible assets	22,680	14.6%	22,646	14.6%	0.2%
Deferred tax assets - net	1,453	0.9%	1,273	0.8%	14.2%
Retirement plan asset	166	0.1%	291	0.2%	-42.7%
Other noncurrent assets	2,495	1.6%	2,398	1.5%	4.1%
	98,233	63.4%	82,009	52.9%	19.8%
	155,023	100.0%	141,526	91.3%	9.5%
LIABILITIES AND EQUITY					
Current Liabilities					
Trade and other payables	26,899	17.4%	27,490	17.7%	-2.2%
Short-term loans payable	8,129	5.2%	8,409	5.4%	-3.3%
Lease liabilities - current portion	3,587	2.3%	3,501	2.3%	2.5%
Income tax payable	145	0.1%	155	0.1%	-6.4%
Other current liabilities	514	0.3%	543	0.4%	-5.3%
	39,273	25.3%	40,097	25.9%	-2.1%
Noncurrent Liabilities					
Lease liabilities - net of current portion	20,458	13.2%	22,523	14.5%	-9.2%
Loans payable	13,240	8.5%	-	0.0%	100.0%
Deferred tax liabilities - net	2,065	1.3%	2,053	1.3%	0.6%
Retirement obligation	608	0.4%	279	0.2%	118.0%
	36,372	23.5%	24,855	16.0%	46.3%
	75,645	48.8%	64,952	41.9%	16.5%
Equity					
Capital stock	1,576	1.0%	1,576	1.0%	0.0%
Additional paid-in capital	40,768	26.3%	40,768	26.3%	0.0%
Treasury stock	(6,410)	-4.1%	(5,425)	-3.5%	-18.2%
Other comprehensive income (loss)	2,266	1.5%	(418)	-0.3%	642.5%
Equity reserve	(743)	-0.5%	(743)	-0.5%	0.0%
Retained earnings	37,822	24.4%	36,670	23.7%	3.1%
Total equity attributable to equity holders of the Parent Company	75,280	48.6%	72,429	46.7%	3.9%
Non-controlling interest in consolidated subsidiaries	4,098	2.6%	4,145	2.7%	-1.1%
	79,378	51.2%	76,574	49.4%	3.7%
	155,023	100.0%	141,526	91.3%	9.5%

25.9% decrease in cash and cash equivalents

Due to purchase of land, capital expenditures, BPI shares and share buyback.

11.9% increase in trade and other receivables

Due to higher sales and new stores.

8.0% increase in merchandise inventories

Due to higher sales and new stores.

30.9% decrease in other current assets

Due to utilization of creditable withholding taxes and value added taxes.

194.6% increase in debt and equity instrument financial assets

Primarily due to investment in BPI shares.

10.1% decrease in right-of-use assets

Decrease is driven by lower additions and amortization in right-of-use assets during the year.

5.3% increase in investment in associates

Increase is due additional investments during the year.

14.2% increase in deferred tax asset-net

Due to deferred tax impact of PFRS 16, excess MCIT and pension liabilities.

42.7% decrease in retirement plan asset

Decrease is due to lower contribution to the retirement fund and higher defined benefits obligation.

6.4% decrease in income tax payable

Decrease in income tax payable is due to lower taxable income.

5.3% decrease in other current liabilities

Decrease is driven by lower customer deposits for the period.

100% increase in long-term loans payable

Mainly due to availment of loan for purchase of BPI shares.

118.0% increase in net retirement obligation

Increase is due to remeasurement loss and higher retirement expense.

18.2% increase in treasury stock

Mainly due to share buyback of the Company for the period.

642.5% increase in other comprehensive income

Mainly due to fair value changes on investment in BPI.

Consolidated Statements of Comprehensive Income
Year Ended December 31, 2022 versus Year Ended December 31, 2021
(with Vertical and Horizontal Analysis)

In Millions	2022	%	2021	%	Growth
SALES - Net of sales discounts and returns	178,821	100.0%	153,327	100.0%	16.6%
COST OF MERCHANDISE SOLD	136,539	76.4%	118,101	77.0%	15.6%
GROSS PROFIT	42,282	23.6%	35,226	23.0%	20.0%
ROYALTY, RENT AND OTHER REVENUE	1,159	0.6%	870	0.6%	33.3%
GROSS PROFIT INCLUDING OTHER REVENUE	43,442	24.3%	36,096	23.5%	20.4%
OPERATING EXPENSES	(34,743)	-19.4%	(30,037)	-19.6%	-15.7%
OTHER INCOME (CHARGES)					
Interest income	390	0.2%	447	0.3%	-12.8%
Equity in net earnings in associates	14	0.0%	292	0.2%	-95.3%
Dividend income	294	0.2%	77	0.1%	282.0%
Foreign currency exchange gains (loss) - net	357	0.2%	230	0.2%	55.2%
Interest expense	(1,988)	-1.1%	(1,961)	-1.3%	-1.4%
Others	222	0.1%	125	0.1%	78.5%
	(711)	-0.4%	(790)	-0.5%	10.0%
INCOME BEFORE INCOME TAX	7,987	4.5%	5,269	3.4%	51.6%
PROVISION FOR INCOME TAX					
Current	1,636	0.9%	1,122	0.7%	45.8%
Deferred	(85)	0.0%	(704)	-0.5%	87.9%
	1,551	0.9%	419	0.3%	270.5%
NET INCOME	6,436	3.6%	4,850	3.2%	32.7%
OTHER COMPREHENSIVE INCOME					
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent					
Changes in fair value of debt securities at fair value through other comprehensive income	(1,005)	-0.6%	142	0.1%	-809.7%
Share in changes in fair value of debt financial assets in associates	96	0.1%	(454)	-0.3%	121.2%
Share in changes in translation adjustment in investment entities	20	0.0%	49	0.0%	-59.8%
Income tax effect	(25)	0.0%	109	0.1%	-122.7%
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:					
Changes in fair value of equity securities at FVOCI	(98)	-0.1%	8	0.0%	-1353.8%
Share in actuarial gain (losses) on retirement obligation in associates	20	0.0%	(1)	0.0%	2809.9%
Remeasurement gain (losses) on retirement obligation	242	0.1%	346	0.2%	-30.1%
Income tax effect	(65)	0.0%	(174)	-0.1%	62.3%
	(815)	-0.5%	25	0.0%	-3385.4%
TOTAL COMPREHENSIVE INCOME	5,621	3.1%	4,875	3.2%	15.3%

16.6% increase in sales

The increase is due to new stores and recovery of sales due to easing of restrictions.

16.6% increase in cost of sales

The increase is due to new stores and increase in sales volume.

20.0% increase in gross profit

The increase driven by category mix improvements and economies of scale.

33.3% increase in royalty, rent and other income

Driven by higher rental income of supermarket compared to prior year.

15.7% increase in operating expenses

Primarily due to lower expenses last year from containment measures to cushion impact of COVID-19 as well as operating expenses of new stores.

12.8% decrease in interest income

Caused by disposal of available for sale investment.

95.3% decrease in earnings from associate

Decrease is due to share in losses of associates.

282.0% increase in dividend income

Primarily due to additional investment in financial instruments on equity securities.

55.2% increase in foreign currency exchange gain

Primarily due to higher forex rates of USD to Peso.

78.5% increase in other income/charges

This is due to derecognition of lease liabilities.

45.8% increase in provision for income tax-current

Due to impact of CREATE Law in prior year.

87.9% decrease in provision for income tax-deferred

Due deferred tax impact of PFRS 16, excess MCIT and CREATE Law in prior years.

32.7% increase in net income

Due to higher topline, better margins and forex gains.

809.7% decrease in changes in fair value of debt securities at fair value through OCI

Due to lower fair value of debt securities during the year.

121.2% increase in share in changes in fair value of debt financial assets in associates

Due to higher fair value of debt financial assets in associates.

59.8% decrease in share in changes in translation adjustment in investment entities

Due to lower translation adjustments in associates and debt securities.

122.7% decrease in income tax effect on OCI to be reclassified to P/L in subsequent periods

Due to fair value changes of debt securities and debt financial assets in associates.

1,353.8% decrease in changes in fair value of equity securities at FVOCI

Due to lower fair value of equity securities.

2,809.9% increase in share in actuarial gain (losses) on retirement obligation in associates

Due to actuarial gain on retirement obligation in associates.

30.1% decrease in remeasurement gain (losses) on retirement obligation

Due to lower remeasurement gain during the year.

62.3% increase in income tax effect on OCI not to be reclassified to P/L in subsequent periods

Due to lower remeasurement gain on retirement obligation.

3,385.4% increase in other comprehensive losses

Primarily due to mark to market movements in the fair value of debt and equity instrument financial assets.

Consolidated Statements of Financial Position – As of December 31, 2022 versus December 31, 2021
(with Vertical and Horizontal Analysis)

In Millions	2022	%	2021	%	Growth
ASSETS					
Current Assets					
Cash and cash equivalents	17,767	12.6%	16,170	12.0%	9.9%
Trade and other receivables	3,528	2.5%	2,667	2.0%	32.3%
Merchandise inventories	27,470	19.4%	25,090	18.7%	9.5%
Other current assets	2,434	1.7%	2,989	2.2%	-18.6%
	51,198	36.2%	46,916	35.0%	9.1%
Noncurrent Assets Held For Sale	8,318	5.9%	-	-	100.0%
Noncurrent Assets					
Debt and equity instrument financial assets	8,965	6.3%	11,626	8.7%	-22.9%
Property and equipment	22,648	16.0%	17,620	13.1%	28.5%
Right-of-use assets	22,155	15.7%	22,639	16.9%	-2.1%
Investment in associates	1,635	1.2%	8,896	6.6%	-81.6%
Intangible assets	22,646	16.0%	22,672	16.9%	-0.1%
Deferred tax assets - net	1,273	0.9%	1,350	1.0%	-5.7%
Retirement plan asset	291	0.2%	53	0.0%	450.4%
Other noncurrent assets	2,398	1.7%	2,462	1.8%	-2.6%
	82,009	57.9%	87,318	65.0%	-6.1%
	141,526	100.0%	134,234	100.0%	5.4%
LIABILITIES AND EQUITY					
Current Liabilities					
Trade and other payables	27,490	19.4%	21,216	15.8%	29.6%
Short-term loans payable	8,409	5.9%	7,734	5.8%	8.7%
Lease liabilities - current portion	3,501	2.5%	2,965	2.2%	18.1%
Income tax payable	155	0.1%	229	0.2%	-32.3%
Other current liabilities	543	0.4%	382	0.3%	41.9%
	40,097	28.3%	32,526	24.2%	23.3%
Noncurrent Liabilities					
Lease liabilities - net of current portion	22,523	15.9%	22,868	17.0%	-1.5%
Deferred tax liabilities - net	2,053	1.5%	2,026	1.5%	1.3%
Retirement obligation	279	0.2%	302	0.2%	-7.5%
	24,855	17.6%	25,196	18.8%	-1.4%
	64,952	45.9%	57,722	43.0%	12.5%
Equity					
Capital stock	1,576	1.1%	1,576	1.2%	0.0%
Additional paid-in capital	40,768	28.8%	40,768	30.4%	0.0%
Treasury stock	(5,425)	-3.8%	(3,616)	-2.7%	-50.0%
Other comprehensive income (loss)	(418)	-0.3%	443	0.3%	-194.3%
Equity reserve	(743)	-0.5%	(995)	-0.7%	25.4%
Retained earnings	36,670	25.9%	33,793	25.2%	8.5%
Total equity attributable to equity holders of the Parent Company	72,429	51.2%	71,969	53.6%	0.6%
Non-controlling interest in consolidated subsidiaries	4,145	2.9%	4,544	3.4%	-8.8%
	76,574	54.1%	76,513	57.0%	0.1%
	141,526	100.0%	134,234	100.0%	5.4%

9.9% decrease in cash and cash equivalents

Primarily from operating activity and redemption of available for sale investments.

32.3% increase in trade and other receivables

Due to higher sales during the year end.

9.5% increase in merchandise inventories

Due to increased volume of inventories from higher store network versus last year and to sustain higher sales.

18.6% decrease in other current assets

Due to utilization of creditable withholding taxes and value added taxes.

100% increase in asset held for sale

Pertains to investment in Rbank. This was classified as held for sale due to the planned merger between BPI and Rbank.

22.9% decrease in available for sale investment

Decline is due to redemptions during the year.

28.5% increase in property and equipment

Increase is driven by new capex for the year as well as purchase of land.

81.6% decrease in investment in associate

decrease is due to reclassification of investment in Rbank as held for sale.

5.7% decrease in deferred tax asset-net

Primarily due to utilization of MCIT, deferred tax from impact of PFRS 16 and impact of CREATE law.

450% increase in retirement plan asset

Increase is due to the contribution to the retirement fund as well as lower defined benefits obligations.

29.6% increase in payables

The increase is caused by higher inventory levels and payables related to land purchased during the year.

8.7% increase in loans

Increase is caused by availment of loans for the period.

18.1% increase current lease liability

The increase is due to lease liabilities that will mature within one year.

32.3% decrease in income tax payable

Decrease in income tax payable is due to higher tax credits.

41.9% other current liabilities

Increase is driven by higher customers deposits for the period.

7.5% decrease in net retirement obligation

Decrease is due to the contribution to the retirement fund and lower defined benefit obligation.

50% increase in treasury stock

This is caused by share buyback of the company for the period.

194% decrease other comprehensive income

Due to losses in equity securities.

25.4% decrease in equity reserves

The decrease is due to acquisition of NCI shares in RCSI and RHIB.

8.5% increase in retained earnings

Movement is due to net income during the year, net of dividends declared.

8.8% decrease in non-controlling interests

The decrease is due to acquisition of NCI shares in RCSI and RHIB.

Key Performance Indicators

A summary of RRHI's key performance indicators based on consolidated balances follows:

Key Performance Indicators	2024	2023	2022
	<i>(in millions)</i>		
Net sales	199,166.9	192,125.9	178,821.1
Gross profit	48,109.8	45,600.1	42,282.2
EBIT	9,736.9	8,941.9	8,698.4
EBITDA	16,983.1	16,441.8	15,878.1
Core Net Earnings	6,359.8	5,639.7	5,554.0
	<i>Ratios</i>		
Liquidity ratio:			
Current ratio	1.09	1.45	1.48
Profitability ratio:			
Gross profit margin	0.24	0.24	0.24
Debt to equity ratio	0.84	0.95	0.85
Asset to equity ratio	1.84	1.95	1.85
Interest rate coverage ratio	3.12	2.86	4.38

The manner in which the Company calculates the above key performance indicators is as follows:

Key Performance Indicators

Net sales	= Gross sales net of VAT, less sales returns and allowances and sales discounts
EBIT	= Operating income
EBITDA	= Operating income add depreciation and amortization expense.
Core Net Earnings	= Net income less equity in net earnings of an associate less interest income on bond investments less unrealized foreign currency exchange gain (loss)
Current ratio	= Total current assets (including noncurrent assets held for sale) over current liabilities
Gross profit margin	= Gross profit over net sales
Debt to equity ratio	= Total liability over total equity
Asset to equity ratio	= Total assets over total equity
Interest coverage ratio	= EBIT over interest expense

The Company pursued its efforts in converting the proceeds from its IPO into acquisition of investments and network expansion. The Company does not expect any liquidity problems that may arise in the near future.

Trends, Events or Uncertainties that have had or that are reasonably expected to affect revenues and income

- a.) The Philippine retail industry has experienced strong growth in recent years, primarily due to robust domestic economic growth as well as the population's growing desire to upgrade their lifestyles. However, market concentration of the Philippines' store-based retailing industry remains relatively low, with only a few major retail chain operators having a sizeable presence. The leading incumbent domestic retailers have created high barriers to entry based on their nationwide network of stores, brand equity as well as deep understanding of the market. In addition, foreign retail presence is also relatively limited as foreign entry was highly regulated until 2000.

As one of the most underpenetrated markets in Asia, the Philippine store-based retail industry presents strong growth potential in the foreseeable future. Similarly, total retail space per capita in the Philippines is behind that of other emerging Asian economies such as China, Thailand, Malaysia and Vietnam.

Penetration level of the modern retail format is currently low in the Philippines, with only a few major retail chains. Small traditional sari-sari stores remain the dominant channel for the entire grocery retail market, especially in lower-tier cities where the level of economic activity does not yet justify significant development by the larger retail chains. Sari-sari, which means "variety", indicates the wide array of grocery products sold by these small shops, which are prevalent, both in urban and rural areas. In provincial areas, the absence of supermarket chains and independent small grocers highlights the importance of sari-sari stores as the primary source of grocery products including packaged food, home care, and beauty and personal care, especially among the lower-income population.

With the rapid emergence of modern retail formats driven by increasing affluence in urban areas as well as the creation of a wider pool of higher-income consumers in provincial cities, the proportion of sales from traditional retail formats is expected to gradually decline and replaced by successful large-scale modern retailers.

- b.) Any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.**

Not Applicable

- c.) All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entries or other persons created during the reporting period.**

Not Applicable

Item 7. Financial Statements

The Consolidated financial statements are filed as part of this report.

Item 8. Changes and Disagreements with Accountants on Accounting and Financial Disclosure

There were no disagreements with the external auditors on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to their satisfaction, would have caused the auditors to make reference thereto in their reports on the financial statements of the Company and its subsidiaries.

(A) External Audit Fees and Services

Audit and Audit - Related Fees

The following table sets out the aggregate fees billed to the Company and its subsidiaries for the last two years for professional services rendered by SyCip, Gorres Velayo & Co.

	2024	2023
Total Audit Fees (Section 2.1a)	₱9,338,438	₱9,114,690
Non-audit services fees:		
Other assurance services	800,000	1,550,000
Tax services	—	—
All other services	355,000	700,000
Total Non-audit Fees (Section 2.1b)	1,155,000	2,250,000
Total Audit and Non-audit Fees	₱10,493,438	₱11,364,690

Other fees are related to the performance of non-audit related services. Non-audit related services provided by external auditors required the approval of the audit committee.

PART III – CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Registrant

(A) Board of Directors and Executive Officers of the Registrant

Currently, the Board consists of nine members, of which four are independent directors. The table below sets forth certain information regarding the members of our Board.

DIRECTORS

Name	Age	Position	Citizenship
Lance Y. Gokongwei*	58	Chairman	Filipino
James L. Go	85	Vice-Chairman	Filipino
Robina Gokongwei-Pe*	63	President and Chief Executive Officer	Filipino
Scott Price	63	Director	American
Curtis Liu*	52	Director	Chinese
Rodolfo P. Ang	62	Independent Director	Filipino
Cirilo P. Noel	67	Independent Director	Filipino
Enrico S. Cruz	67	Independent Director	Filipino
Cesar G. Romero	59	Independent Director	Filipino

- * Mr. Lance Y. Gokongwei shall step down as Chairman and as a Director of the Company to assume the role of Board Adviser of RRHI effective January 1, 2025.
- * Ms. Robina Gokongwei Pe shall transition to the role of Chairman of the Company effective January 1, 2025.
- * On July 25, 2024, Mr. Stanley C. Co was elected as a Director of the Company and appointed as the President and Chief Executive Officer of RRHI effective January 1, 2025. He shall take the seat to be vacated by Mr. Lance Y. Gokongwei.
- * On July 25, 2024, Mr. Curtis Liu was elected as a Director of the Company effective September 1, 2024.

All of the above Directors have served their respective offices since May 10, 2024 except Mr. Curtis Liu who was elected as a Director of RRHI effective September 1, 2024. There are no other directors who resigned or declined to stand for re-election to the Board of Directors since the date of the last annual meeting of the stockholders for any reason whatsoever.

Messrs. Rodolfo P. Ang, Cirilo P. Noel, Enrico S. Cruz and Cesar G. Romero are the independent directors of the Company.

The table below sets forth certain information regarding our executive officers.

Name	Age	Position	Citizenship
Stanley C. Co	47	Chief Operating Officer	Filipino
Mylene A. Kasiban	55	Chief Financial Officer and Chief Risk Officer	Filipino
Josemaria D. Catanghal	39	Chief Information Officer	Filipino
Mark O. Tansiongkun	58	Chief Procurement Officer	Filipino
Gina R. Dipaling	59	Vice President, Corporate Planning, Investor Relations Officer and Head of Sustainability	Filipino
Gabriel Tagala III	56	Vice President, Human Resources	Filipino
Graciela A. Banatao	49	Treasurer	Filipino
Rosalinda F. Rivera	54	Corporate Secretary	Filipino
Gilbert S. Millado, Jr.	51	General Counsel and Compliance Officer	Filipino

A brief description of the directors and executive officers' business experience and other directorships held in other reporting companies are provided as follows:

Lance Y. Gokongwei is the Chairman of the Company. He is likewise the Chairman of Robinsons Supermarket Corporation. He shall step down as Chairman and as a Director of the Company to assume the role of Board Adviser effective January 1, 2025. He is the President and Chief Executive Officer of JG Summit Holdings, Inc. He is the Chairman of Universal Robina Corporation and Cebu Air, Inc. Effective February 1, 2025, he will retain the role Chairman of Robinsons Land Corporation. He is a Director and a Vice Chairman of the Executive Committee of Manila Electric Company. He is also a Director of RL Commercial REIT, Inc., Altus Property Ventures, Inc., Oriental Petroleum and Minerals Corporation, Singapore Land Group Limited, Shakey's Asia Pizza Ventures, Inc., AB Capital and Investment Corporation, and Endeavor Acquisition Corporation. He is a Trustee and the Chairman of the Gokongwei Brothers Foundation, Inc. Mr. Lance Y. Gokongwei received a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania.

James L. Go is the Vice Chairman of the Company and the Chairman of JG Summit Holdings, Inc. He is the Chairman and Chief Executive Officer of Oriental Petroleum and Minerals Corporation and Adviser to the Board of Directors and Executive Committee of Cebu Air, Inc. He is the Chairman Emeritus of Universal Robina Corporation, Robinsons Land Corporation and JG Summit Petrochemical Corporation. He is also the President and Trustee of the Gokongwei Brothers Foundation, Inc. He has been a director of PLDT, Inc. since November 3, 2011. He is a member of the Technology Strategy and Risk Committees and Advisor of the Audit Committee of the Board of Directors of PLDT, Inc. He was elected a director of Manila Electric Company on December 16, 2013. Mr. James L. Go received his Bachelor of Science Degree and Master of Science Degree in Chemical Engineering from Massachusetts Institute of Technology, USA.

Robina Gokongwei Pe is the President and Chief Executive Officer of the Company. She shall transition to the role of Chairman of the Company effective January 1, 2025. She is also a director of JG Summit Holdings, Inc. and Cebu Air, Inc. She is a trustee and the secretary of the Gokongwei Brothers Foundation, Inc. and a trustee and Vice Chairman of the Immaculate Concepcion Academy Scholarship Fund. She is also a member of the Xavier School Board of Trustees. She was formerly a member of the University of the Philippines Centennial Commission. She attended the

University of the Philippines-Diliman from 1978 to 1981 and obtained a Bachelor of Arts degree (Journalism) from New York University in 1984.

Scott Price was elected as a director of the Company effective August 1, 2023. He was appointed as the Group Chief Executive of DFI Retail Group with effect on August 1, 2023. He has over 30 years of retail, logistics and consumer packaged goods sector experience with key management roles in UPS, Walmart, DHL Express and Coca Cola. He was also an Independent Board Director of Coles Group in Australia prior to joining DFI Retail Group. He earned a Bachelor of Arts Degree in Business from the University of North Carolina in Charlotte. He also holds a Master's Degree in Business Administration and a Master's Degree in Asian Studies from the University of Virginia.

Curtis Liu was elected as a Director of the Company effective September 1, 2024. He was appointed by the DFI Retail Group as Food CEO with effect on September 1, 2024. He has over 24 years of retail experience across Mainland China and Taiwan. He previously served as the Merchandising and Marketing Director for Wellcome of DFI Retail Group and Walmart China. He has significant expertise in offline-to-online omnichannel strategies and data driven customer analysis.

Rodolfo P. Ang has been an independent director of the Company since March 9, 2020. He is the Vice President for Administration and an Associate Professor of Ateneo De Manila University. He is the former Dean of the Ateneo Graduate School of Business. He sits on the Board of Trustees of Xavier School. He was formerly an independent director of the Philippine Insurers and Reinsurers Association. He has served the Commission on Higher Education in various capacities, as a member of the Technical Panel for Business and Management Education, member of the Technical Committee for Business Administration and Entrepreneurship, and member of the NCR Regional Quality Assessment Team. He obtained his Bachelor of Science Degree in Management (Honors Program) and Bachelor of Arts Degree in Communications from Ateneo De Manila University where he graduated Magna Cum Laude. He received his Master's Degree in Business Administration Major in Finance from Boston College, Carroll Graduate School of Management.

Cirilo P. Noel has been an independent director of the Company since August 12, 2020. He is a lawyer and certified public accountant. He is the Chairman of Security Bank Corporation since May 7, 2024. He is the Chairman of Palm Concepcion Power Corporation, Juxtapose Ergo Consultus, Inc. and Confiar Land Corp. He is likewise a Board member of the following publicly listed companies: Globe Telecom, Inc., San Miguel Foods and Beverage, Inc., and First Philippine Holdings Corporation. He is a member of the Board of Trustees of St. Luke's Medical Center Quezon City and St. Luke's Medical Center College of Medicine. He sits as a board member of St. Luke's Medical Center - Global City, and St. Luke's Foundation, Inc. He is also currently affiliated with the Makati Business Club, Harvard Law School Association of the Phils., and Harvard Club of the Philippines. He was awarded an Honorary Life Member by the Philippine Institute of Certified Public Accountants in November 2024. He held various positions in SGV & Co. including Chairman (from 2010 to 2017), Managing Partner (from 2009 to 2016), Vice Chairman & Deputy Managing Director (from 2004 to 2009), Head of Tax Division (from 2001 to 2008), and Partner, Tax Services (from 1993 to 2017). He graduated from the University of the East with a Bachelor of Science degree in Business Administration and obtained his Bachelor of Law degree from the Ateneo Law School. He has a Master of Law degree from the Harvard Law School and a Fellow of the Harvard International Tax Program. He attended the AIM Management Development Program.

Enrico S. Cruz was elected as an independent director of the Company on April 27, 2022. He is also an independent director of the following companies: Security Bank Corporation, AREIT Inc., The Keepers Holdings Inc., Maxicare Healthcare Corporation, DITO CME Holdings Inc., SB Capital Investment Corporation, CIBI Information Inc. and Maxilife Insurance Corporation. He was the Chief Country Officer of Deutsche Bank (Manila Branch) from June 2003 to July 2019 and was concurrently the bank's Head of Corporate Finance. He joined Deutsche Bank in July 1995 where he established the Global Markets (GM) franchise in the Philippines. Prior to Deutsche Bank, he was a

Senior Vice President at Citytrust Banking Corporation (CTBC), an affiliate of Citibank N.A. He previously served as a Director of the Bankers Association of the Philippines (BAP) in 2003-2007, 2011-2015 and 2017-2019 and was a past president of the Money Market Association of the Philippines. He obtained his B.S. in Business Economics and MBA from the University of the Philippines. He was named by the UP College of Business as a Distinguished Alumnus in 2008 and a Distinguished Alumnus Awardee by the UP School of Economics Alumni Association in 2015.

Cesar G. Romero was elected as an independent director of the Company on August 2, 2022. He is also an independent director of Aboitiz Equity Ventures, Inc. and Aboitiz Power Corporation. He previously served as the President and Chief Executive Officer of Pilipinas Shell Petroleum Corporation (Shell Philippines), a publicly-listed company, from November 1, 2016 to November 30, 2021. He served in various capacities in the Shell Group of companies, both local and international. He was formerly the Vice President-Global Retail Network and the Vice President of Retail Sales and Operations East (covering Southeast Asia, South Asia, and China). He was a member of the Shell Global Retail Leadership team which set policies, strategy, annual business targets, capital allocation, and operations for Shell's Downstream Retail Business comprised of over 43,000 petrol stations in the world, the largest single branded retailer in the world. He holds a Bachelor of Science in Mechanical Engineering (Cum Laude) from the University of the Philippines, and a Master's Degree in Business Administration (with High Distinction) from the University of Michigan. He has also attended a variety of management development courses at the London Business School and the Wharton Business School.

(i) Officers

Robina Y. Gokongwei-Pe, *see "i. Directors"*.

Stanley C. Co was appointed as the Chief Operating Officer of the Company with effect on August 1, 2023. Effective January 1, 2025, Mr. Stanley C. Co shall become a Director of the Company and shall be the President and Chief Executive Officer of the Company. He has been with the Robinsons Retail Group for over 20 years in various capacities and has extensive experience in operations, strategic planning, marketing, merchandising, and omnichannel retailing. Immediately prior to this appointment, he was the Managing Director of Robinsons Retail's Supermarket Segment, comprised of Robinsons Supermarket, The Marketplace, Robinsons Easymart, and Shopwise, where he oversaw the segment's expansion into underpenetrated areas and omnichannel retailing amidst an ongoing pandemic, with over 300 stores across the country. He also previously headed Robinsons Retail's DIY Segment, composed of Handyman and True Value, as well as franchises Daiso Japan and Pet Lovers Centre for 12 years. He obtained his Bachelor of Science Degree in Commerce from the University of Santo Tomas in 1998 and received his Master's Degree in Business Administration from De La Salle University in 2003.

Mylene A. Kasiban, is the Chief Financial Officer (CFO) of the Company since May 2016. She has more than 15 years of experience as a CFO in country and regional capacities for multinational companies such as Mondelez, The Hershey Company and Johnson and Johnson. Mylene is a Certified Public Accountant and graduated Cum Laude with a Bachelor of Science in Accounting and Economics from St. Scholastica's College. She has a Master's in Business Administration from the University of Bath, UK and a Post Graduate Diploma in Financial Strategy from the Said Business School, University of Oxford.

Josemaria D. Catanghal was appointed as the Chief Information Officer of the Company on January 30, 2024. He joined the Robinsons Retail Group as IT Group Manager for Project Management and was subsequently appointed AVP for Project Management and SAP Delivery Head in 2018. In 2022, he oversaw the Project Management Office and SAP Delivery, IT infrastructure and store support, and IT supply chain operations. He has an extensive 17-year career in IT. Prior to joining the Robinsons Retail Group, he worked in various IT consulting firms such as Hewlett Packard

(now called DXC), Accenture, and Indra Philippines Inc. He earned a Bachelor's Degree in Management Information Systems from Ateneo de Manila University.

Mark O. Tansiongkun was appointed as the Chief Procurement Officer of the Company on July 25, 2023 and has been with the Gokongwei Group for over 30 years holding various positions in procurement, merchandising and administrative services. He first joined the Robinsons Department Store Segment as Credit Sales and Promotions Manager. Prior to assuming his current role, his positions in Robinsons Retail Group included Merchandise Manager and AVP-Operations of Robinsons Department Store. He also had stints with CFC Corporation as Institutional Sales Section Manager and Corporate Leasing Manager of Robinsons Land Corporation's Commercial Centers Division. He has a Bachelor of Arts Degree in Communication Arts and a Bachelor of Science Degree in Management of Financial Institutions from De La Salle University.

Gina R. Dipaling is the Vice-President for Corporate Planning, Investor Relations Officer, and Head of Sustainability for the Company. She was an Investment Research Analyst and Director for two decades at various multinational stock brokerage firms before joining the Gokongwei Group in 2010. She started as Corporate Planning Manager and IR Director at JG Summit and was promoted and transferred to Robinsons Retail in 2013. She is a graduate of BS Mathematics Cum Laude at Silliman University and a master's degree candidate on MS Statistics at the University of the Philippines Diliman.

Gabriel D. Tagala III is the Vice-President for Human Resources of the Company, joining the Company 2018. He was previously the Human Resources Director for Southeast Asia, Branded Consumer Foods Group, of Universal Robina Corporation. He received a Bachelor of Arts degree from San Sebastian College.

Graciela A. Banatao, is the Company Treasurer. She graduated Cum Laude with a Bachelor's Degree in Accountancy from St. Paul University (Tuguegarao City) in 1996 and became a Certified Public Accountant in the same year. She started her career in Sycip, Gorres and Velayo (SGV) as account-in-charge in 1996 and has a total of 19 years of experience in treasury and accounting from companies such as SGV, Questronix Corporation, Abbott Laboratories and Universal Robina Corporation. She joined the Robinsons Retail group in 2014.

Gilbert S. Millado Jr., is the General Counsel and Compliance Officer of the Company and the General Counsel of all subsidiaries under the Company. He was previously the Corporate Legal Counsel of RLC from 2003 to 2012. He also served as the Corporate Legal Counsel of the Araneta Properties from 2000 to 2003. He received a Bachelor of Laws degree from Far Eastern University and was admitted to the Philippine Bar in 2000.

Rosalinda F. Rivera has been the Corporate Secretary of the Company since June 2013. In 2020, she assumed the role of Corporate Secretary for all the subsidiaries of the Company. She was the Corporate Secretary of JG Summit Holdings, Inc., Universal Robina Corporation, and Robinsons Land Corporation from 2003 up to 2020. Prior to joining the JG Group in 2002, she was a Senior Associate at Puno and Puno Law Offices. She received a degree of Juris Doctor from the Ateneo de Manila University School of Law and a Masters of Law degree in International Banking from the Boston University School of Law.

(B) Significant Employees

The Company does not believe that its business is dependent on the services of any particular employee.

(C) Family Relationships

- a. Mr. James L. Go is the uncle of Mr. Lance Y. Gokongwei.
- b. Mr. Lance Y. Gokongwei and Ms. Robina Gokongwei-Pe are siblings.

(D) Involvement in certain Legal Proceedings of Directors and Executive Officers

As of December 31, 2024, and to the best of the Company's knowledge and belief and after due inquiry, none of the Company's directors, nominees for election as director, or executive officers, in the past five years up to the date of this report: (i) have had any petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within a three-year period of that time; (ii) have been convicted by final judgment in a criminal proceeding, domestic or foreign, or have been subjected to a pending judicial proceeding of a criminal nature, domestic or foreign, excluding traffic violations and other minor offences; (iii) have been subjected to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities; or (iv) been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Philippine SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated.

Item 10. Executive Compensation

Key management personnel of the Group include the President and Chief Operating Officer.

(A) Summary Compensation Table

The following table sets out the Company's chief operating officer and four most highly compensated senior officers for the last three years and projected for the ensuing year (2024).

Name	Position
Robina Y. Gokongwei-Pe.....	President and Chief Executive Officer
Stanley C. Co.....	Chief Operating Officer
Mylene A. Kasiban.....	Chief Financial Officer
Christine O. Tueres.....	Managing Director of Food Segment (Big Formats)
Erneliza L. De Jesus.....	Group General Manager of Food Segment (Small Formats)

The aggregate compensation of executive officers and directors of the Company for last year and projected for the year 2025 are as follows:

ACTUAL

	Year	Salaries	Bonuses	Total
		(in ₱ million)		
President and Chief Executive Officer and four most highly compensated Executive Officers	2021	49.27	4.36	53.59
	2022	53.38	4.51	57.89
	2023	57.83	5.06	62.89
	2024	62.85	5.43	68.28
Aggregate compensation paid to all other general managers, heads for shared services and directors as a group unnamed	2021	127.78	10.89	138.67
	2022	130.37	10.71	141.08
	2023	145.44	12.55	157.99
	2024	157.72	13.56	171.28

(B)

PROJECTED 2025 (in ₱ million)			
	Salaries	Bonuses	Total
President and Chief Executive Officer and four most highly compensated Executive Officers	72.53	6.15	78.68
Aggregate compensation paid to all other general managers, heads for shared services and directors as a group unnamed	171.66	14.56	186.22

(C) Standard Arrangements

Other than payment of reasonable per diem as may be determined by the Board for every meeting, there are no standard arrangements pursuant to which the directors are compensated, directly or indirectly, for any services provided as a director.

(D) Other Arrangements

There are no other arrangements pursuant to which any of the directors is compensated, directly or indirectly, for any service provided as a director.

(E) Terms and Conditions of any Employment Contract or any Compensatory Plan or Arrangement between the Company and the Executive Officers

Not applicable.

(F) Outstanding Warrants or Options Held by the Company's CEO, the Executive Officers and Directors.

Not applicable.

Item 11. Security Ownership of Certain Record and Beneficial Owners and Management

Security Ownership of Certain Record and Beneficial Owners holding more than 5% of the Company's voting securities as of December 31, 2024

As of December 31, 2024, the Company knows no one who beneficially owns in excess of 5% of the Company's common stock except as set forth in the table below.

Title of Class	Names and addresses of record owners and relationship with the Company	Name of beneficial owner and relationship with record owner	Citizenship	Number of shares held	% to Total Outstanding
Common	JE Holdings, Inc. 43/F Robinsons Equitable Tower, ADB Avenue corner Poveda Street Ortigas Center, Pasig City (stockholder)	Same as record owner (See note 1)	Filipino	484,749,997 (Direct) 6,550,000 (Indirect under PCD Nominee) 491,299,997 (Total)	34.49%
Common	GCH Investments Pte Ltd 239 Alexandra Road, Singapore 159930 (stockholder)	Same as record owner (See note 2)	Singaporean	315,309,308 (Indirect under PCD Nominee)	22.14%
Common	PCD Nominee Corporation (Filipino) 37/F Tower 1, The Enterprise Center, Ayala Ave. cor. Paseo de Roxas, Makati City (stockholder)	PDTC Participants and their clients (See note 3)	Filipino	209,695,905	14.72%
Common	PCD Nominee Corporation (Non-Filipino) 37/F Tower 1, The Enterprise Center, Ayala Ave. cor. Paseo de Roxas, Makati City (stockholder)	PDTC Participants and their clients (See note 3)	Non-Filipino	129,889,856	9.12%
Common	Lance Y. Gokongwei 43/F Robinsons Equitable Tower, ADB Avenue corner Poveda Street Ortigas Center, Pasig City (Chairman, Director and stockholder)	Same as record owner	Filipino	91,952,656 (Direct)	6.45%
Common	Robina Gokongwei Pe 110 E. Rodriguez Jr. Ave., Bagumbayan, Quezon City (President and CEO, Director and stockholder)	Same as record owner	Filipino	89,906,846 (Direct) 2,045,808 (Indirect under PCD Nominee) 91,952,654 (Total)	6.45%

Note:

1. JE Holdings, Inc. is a company owned by members of the Gokongwei family. Under the By-Laws of JE Holdings, Inc., the President is authorized to represent the Corporation at all functions and proceedings. The incumbent President of JE Holdings, Inc. is Mr. Lance Y. Gokongwei.
2. GCH Investments Pte Ltd is a wholly owned member of the Dairy Farm International Holdings Ltd. Group of Companies.
3. PCD Nominee Corporation is the registered owner of the shares in the books of the Corporation's transfer agent. PCD Nominee Corporation is a corporation wholly-owned by Philippine Depository and Trust Corporation, Inc. (formerly the Philippine Central Depository) ("PDTC"), whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged in the PDTC. PDTC is a private corporation organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. Under the current system of the PDTC, only participants (brokers and custodians) are recognized by PDTC as the beneficial owners of the lodged shares. Each beneficial owner of shares through his participant is the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee.

Out of the PCD Nominee Corporation account, CLSA Philippines, Inc. and Standard Chartered Bank holds the following shares of the Corporation as of December 31, 2024:

	No. of shares	% to Outstanding
CLSA Philippines, Inc.	315,309,308	22.14%

Voting instructions may be provided by the beneficial owners of the shares.

(A) Security Ownership of Management as of December 31, 2024

Title of Class	Name of beneficial owner	Position	Amount & nature of beneficial ownership		Citizenship	% to Total Outstanding
			Direct	Indirect		
Named Executive Officers (Note 1)						
Common	1. Lance Y. Gokongwei	Director, Chairman	91,952,656	-	Filipino	6.45%
Common	2. Robina Gokongwei Pe	Director, President and Chief Executive Officer	89,906,846	2,045,808	Filipino	6.45%
	Sub-Total		181,859,502	2,045,808		12.91%
Other Directors and Executive Officers						
Common	3. James L. Go	Director and Vice Chairman	31,928,005	-	Filipino	2.24%
Common	4. Scott Price	Director	1	-	American	*
Common	5. Curtis Liu	Director	1	-	Chinese	*
Common	6. Rodolfo P. Ang	Director (Independent)	1	-	Filipino	*
Common	7. Cirilo P. Noel	Director (Independent)	1	-	Filipino	*
Common	8. Enrico S. Cruz	Director (Independent)	50	-	Filipino	*
Common	9. Cesar G Romero	Director (Independent)	10	-	Filipino	*
	10. Stanley C. Co	Chief Operating Officer	-	-	Filipino	-
-	11. Mylene A. Kasiban	Chief Financial Officer and Chief Risk Officer	-	-	Filipino	-
	12. Josemaria D. Catanghal	Chief Information Officer	-	-	Filipino	-
	13. Mark O. Tansiongkun	Chief Procurement Officer	-	-	Filipino	-
-	14. Graciela A. Banatao	Treasurer	-		Filipino	
Common	15. Gina R. Dipaling	Vice President, Corporate Planning, Investor Relations Officer and Head of Sustainability	-	6,500	Filipino	-
-	16. Gabriel Tagala III	Vice President, Human Resources	-	-	Filipino	-
-	17. Rosalinda F. Rivera	Corporate Secretary	-	-	Filipino	-
Common	18. Gilbert S. Millado, Jr.	General Counsel and Compliance Officer	-	500	Filipino	*
	Sub-Total		31,928,069	7,000		2.24%
All directors and executive officers as a group unnamed			213,787,571	2,052,808		15.15%

Notes:

1. As defined under Part IV (B) (1) (b) of Annex “C” of SRC Rule 12, the “named executive officers” to be listed refer to the Chief Executive Officer and those that are the four (4) most highly compensated executive officers as of December 31, 2024.

a. Voting Trust Holders of 5% or more - as of December 31, 2024

There are no persons holding more than 5% of a class under a voting trust or similar agreement.

Changes in Control

As of December 31, 2024, there has been no change in the control of the Corporation since the beginning of its last fiscal year.

Item 12. Certain Relationships and Related Transactions

See Note 23 (Related Party Transactions Disclosures) of the Notes to Consolidated Financial Statements.

The Company and its subsidiaries and affiliates, in their regular conduct of business, have engaged in transactions with each other and with other affiliated companies, consisting principally of sales and purchases at market prices and advances made and obtained.

PART IV – CORPORATE GOVERNANCE

Item 13. Corporate Governance

Corporate Objectives

Robinsons Retail Holdings, Inc. aims to retain its position as the second-largest multi-format retailer in the Philippines catering to the broad middle market. It plans to expand its store network across its retail formats with focus on regions outside of Metro Manila where modern retail penetration is still low. Aside from organic expansion, part of its strategy is to participate in the market’s consolidation by entering into mergers and acquisitions in existing and complementary retail formats. Robinsons Retail targets consistent sales growth while improving margins to ensure sustainability of operations.

Dividend Policy

On March 9, 2020, the Board of Directors of the Company approved the adoption of a new dividend policy effective 2020 to which the company is in compliance. Under the dividend policy, the Company shall implement an annual cash dividend payout ratio of forty percent (40%) of its audited consolidated net income attributable to parent for the preceding fiscal year subject to compliance with the requirements of applicable laws and regulations, the terms and conditions of its outstanding loan facilities and the absence of circumstances which may restrict the payment of such amount of dividends, including, but not limited to, instances wherein the Company proposes to implement and undertake major projects and developments through its subsidiaries. There can be no guarantee that the Company will pay any dividends in the future.

Comparison of Dividend Declarations and 40% of Prior Year Consolidated Net Income Attributable to Parent 2021-2024:

Year	Dividends Declared	40% of Prior Year Consolidated Net Income
2024	2,907,005,400	1,638,827,502
2023	2,944,699,580	2,338,961,264
2022	2,984,905,600	1,811,133,328
2021	2,813,524,076	1,286,654,539

Robinsons Retail Holdings, Inc. (RRHI) complies with its Corporate Governance Manual which contains relevant provisions of the Code of Corporate Governance. RRHI submitted the following documents in compliance with the rules and regulation of the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE):

Document	Submitted to	Date of Submission
2013 Annual Corporate Governance Report (ACGR)	Securities and Exchange Commission (SEC)	May 30, 2014
2014 Annual Corporate Governance Report (ACGR)	Securities and Exchange Commission (SEC)	January 20, 2015 (uploaded in the Company website)
2014 Corporate Governance Guidelines Disclosure Survey	The Philippine Stock Exchange, Inc. (PSE)	March 27, 2015
Revised Corporate Governance Manual	Securities and Exchange Commission (SEC)	July 16, 2015
2015 Annual Corporate Governance Report (ACGR)	Securities and Exchange Commission (SEC)	January 31, 2016 (uploaded in the Company website)
2015 Corporate Governance Guidelines Disclosure Survey	The Philippine Stock Exchange, Inc. (PSE)	March 31, 2016
2016 Annual Corporate Governance Report (ACGR)	Securities and Exchange Commission (SEC)	January 10, 2017 (uploaded in the Company website)
2016 Corporate Governance Guidelines Disclosure Survey	The Philippine Stock Exchange, Inc. (PSE)	March 31, 2017
Revised Corporate Governance Manual	Securities and Exchange Commission (SEC)	May 31, 2017
2017 Integrated Annual Corporate Governance Report (I-ACGR)	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	May 30, 2018 (uploaded in the Company website)
2018 Integrated Annual Corporate Governance Report (I-ACGR)	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	May 30, 2019 (uploaded in the Company website)
Material Related Party Transactions Policy	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	October 28, 2019 with a re-filing on October 29, 2019 (uploaded in the Company website)
2019 Integrated Annual Corporate Governance Report (I-ACGR)	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	June 1, 2020 (uploaded in the Company website)

Revised Corporate Governance Manual	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	May 14, 2021 (uploaded in the Company website)
2020 Integrated Annual Corporate Governance Report (I-ACGR)	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	June 23, 2021 (uploaded in the Company website)
Revised Corporate Governance Manual	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	August 13, 2021 (uploaded in the Company website)
Revised Material Related Party Transactions Policy	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	August 13, 2021 (uploaded in the Company website)
2021 Integrated Annual Corporate Governance Report (I-ACGR)	Securities and Exchange Commission (SEC) and The Philippine Stock Exchange, Inc. (PSE)	May 23, 2022 (uploaded in the Company website)

SEC Memorandum Circular No. 15, Series of 2017 mandates all listed companies to submit an Integrated Annual Corporate Governance Report (I-ACGR) on May 30 of the following year for every year that such companies remain listed in the PSE, subject to such extension of the date of submission as may be allowed by the SEC. Beginning 2018, the I-ACGR replaced the ACGR and the PSE's Corporate Governance Disclosure Report.

In compliance with SEC Memorandum Circular No. 15 Series of 2017, RRHI submitted its I -ACGR (formerly known as the Annual Corporate Governance Report or the ACGR) for the year 2020 with the SEC and PSE on June 23, 2022 since the SEC extended the deadline for the submission of the I-ACGR.

Continuous improvement and monitoring of governance and management policies have been undertaken to ensure that RRHI observes good governance and management practices. This is to assure the shareholders that RRHI conducts its business with the highest level of integrity, transparency and accountability.

PART V – EXHIBITS AND SCHEDULES

Item 14. Exhibits and Reports on SEC Form 17-C

List of Corporate Disclosures / Replies to SEC letters
Under SEC Form 17-C
January 1, 2024 to December 31, 2024

Date of Disclosure	Description
Jan. 1, 2024	Due to the approval by the SEC on December 29, 2023 of the merger between BPI and Robinsons Bank Corporation, all corporate and regulatory approvals for such merger have been received. Effective 1 January 2024, BPI and Robinsons Bank Corporation have merged with BPI as the surviving entity.

Jan. 25, 2024	Robinsons Retail Holdings, Inc.'s 4Q/FY 2023 Unaudited Results Earnings Call
Jan. 30, 2024	Approval and confirmation of the change in the stock transfer agent of RRHI from RCBC Stock Transfer Department to RCBC Trust Corporation. Approval of the appointment of Mr. Josemaria D. Catanghal as the new Chief Information Officer of RRHI
Feb. 1, 2024	Material Information/Transactions and Press Release - Robinsons Retail 2023 Core Net Earnings Hit Php5.6 billion
March 12, 2024	Acquisition of shares by an officer
March 15, 2024	Due to the approval by the SEC of the application of RCBC Trust Corporation as a transfer agent on March 14, 2024, the effective date of termination of Rizal Commercial Banking Corporation – Stock Transfer Department as the stock transfer agent of RRHI and the date of engagement of RCBC Trust Corporation as the new stock transfer agent of RRHI shall be March 27, 2024.
March 15, 2024	Approval to set the 2024 Annual Meeting of the Shareholders of RRHI on May 10, 2024 at 9:30 am via remote communication and with April 5, 2024, as the record date for the said meeting
April 18, 2024	Robinsons Retail Holdings, Inc.'s 1Q 2024 Unaudited Results Earnings Call
April 26, 2024	Material Information/Transactions and Press Release - Robinsons Retail's First Quarter Core Net Earnings Increase by 8.5%
May 10, 2024	The Board of Directors of RRHI approved the matters set out below: 1. The declaration of a cash dividend in the amount of Two Pesos (P2.00) per share from the unrestricted retained earnings of RRHI as of December 31, 2023 to shareholders of record as of May 27, 2024 and payable on June 10, 2024. 2. The revisions to the Corporate Governance Manual and the adoption of such Corporate Governance Manual, as revised. 3. The creation of the Remuneration, Nomination and Succession Planning Committee and its charter. 4. The following corporate governance policies: (a) Board Diversity Policy; (b) IT Risk Governance Policy; (c) Code of Business Conduct and Ethics; and (d) Remuneration, Nomination and Succession Planning Policy.
May 10, 2024	Results of the Annual Shareholders Meeting Results of the Organizational Meeting of the Board of Directors
July 23, 2024	Robinsons Retail Holdings, Inc.'s 1H 2024 Unaudited Results Earnings Call
July 25, 2024	The Board of Directors of RRHI approved the following matters at its meeting held on July 25, 2024: 1. Mr. Lance Y. Gokongwei shall step down as Chairman and as a Director of RRHI to assume the role of Board Adviser of RRHI effective January 1, 2025.

	<p>2. Ms. Robina Gokongwei Pe shall transition to the role of Chairman of RRHI effective January 1, 2025. She will likewise be the Chairman of the Remuneration, Nomination and Succession Planning Committee effective January 1, 2025.</p> <p>3. Mr. Stanley C. Co shall be a Director of RRHI and be the President and Chief Executive Officer of RRHI effective January 1, 2025.</p> <p>4. Mr. Curtis Liu shall be a Director of RRHI and be a member of the Audit and Risk Oversight Committee effective September 1, 2024. He will take the seat to be vacated by Mr. Choo Peng Chee who has resigned as a Director and member of the Audit and Risk Oversight Committee of RRHI effective September 1, 2024.</p> <p>5. The share buyback program was extended for the additional amount of Philippine Pesos: One Billion (P1,000,000,000.00).</p> <p>6. The By-Laws of RRHI shall be amended in order to change the date of the annual meeting of the shareholders from “the last Thursday of May” to “any day in May of each year as may be determined by the Board of Directors”.</p> <p>Press Release - Robinsons Retail appoints Stanley C. Co as President & CEO</p>
July 30, 2024	Material Information/Transactions and Press Release - Robinsons Retail's Core Net Earnings Up 15% in the Second Quarter
October 18, 2024	Robinsons Retail Holdings, Inc.'s 3Q / 9M 2024 Unaudited Results Earnings Call
October 22, 2024	Changes in Board Committee Members
October 25, 2024	Material Information/Transactions and Press Release - Robinsons Retail's Core Net Earnings Higher by 8% in the First Nine Months of 2024


SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in Quezon City on March 21, 2025.

By:




ROBINA GOKONGWEI PE
Chairman of the Board



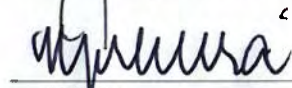
MYLENE A. KASIBAN
Chief Financial Officer



GRACIELA A. BANATAO
Treasurer



STANLEY C. CO
President and Chief Executive Officer



ROSALINDA F. RIVERA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAR 25 2025 day of _____ 20__ affiant(s) exhibiting to me his/their Residence Certificates, as follows:

NAMES	RES. CERT. NO.	DATE OF ISSUE	PLACE OF ISSUE
ROBINA GOKONGWEI PE	139-634-860-000	-	-
STANLEY C. CO	300-037-990-000	-	-
MYLENE A. KASIBAN	DO4-97-108149	September 22, 2022	Quezon City
ROSALINDA F. RIVERA	185-543-392-000	-	-
GRACIELA BANATAO	907-401-098-000	-	-

Notary Public

ATTY. GILBERT S. MILLADO, JR.

Roll No. 45039

Notary Public for Quezon City

110 E Rodriguez Jr. Ave., Bagumbayan, Quezon City

PTR No. 7003611; 01/02/2023; Quezon City

IBP No. 327349; 12/12/2023; CALMANA

TIN No. 166-215-465

Commission Adm. Matter No. Np-028(2024-2026)

MCLE Compliance No. VII 0911053; April 14, 2025

Doc. No. 26 ;
Page No. 07 ;
Book No. XI ;
Series of 2025.



**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

The management of **Robinsons Retail Holdings, Inc. and Subsidiaries** is responsible for all information and representations contained in the financial statements for the year ended **December 31, 2024, 2023 and 2022**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein, and submits the same to the stockholders.

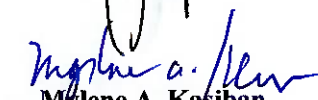
Sycip Gorres Velayo & Co., the independent auditors and appointed by the stockholders, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.



Robina Gokongwei Pe
Chairman



Stanley J. Chua
President & Chief Executive Officer


Mylene A. Kasiban
Chief Financial Officer

Graciela A. Banatao
Treasurer

Signed this 20th day of March 2025.

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S.

SUBSCRIBED AND SWORN TO before me, a Notary Public, personally appeared and exhibiting to me the following:

NAME	COMPETENT EVIDENCE OF IDENTITY	DATE/PLACE ISSUED
Robina Gokongwei Pe	139-634-860-000	
Stanley C. Co	300-037-990-000	
Mylene A. Kasiban	DO4-97-108149	September 22, 2022 / Quezon City
Graciela A. Banatao	907-401-098-000	

Known to me and known to be the same persons who executed the foregoing instrument, and they acknowledged to me that the same is their free and voluntary act and deed, and the free and voluntary act and deed of the corporations they respectively represent.

This Document consists of 2 pages including this page where the acknowledgement is written, to which the Annexes have been attached. Each page of this agreement has been signed by the parties and their instrumental witnesses and sealed with my notarial seal.

WITNESS MY HAND AND SEAL on the date and at the place hereinabove mentioned.

MAR 25 2025

Doc No.: 27
Page No.: 07
Book No.: XI
Series of 2025



ATTY. GILBERT S. MILLADO, JR.

Roll No. 45039

Notary Public for Quezon City

110 E Rodriguez Jr. Ave., Bagumbayan, Quezon City

PTR No. 7009611; 01/02/2025; Quezon City

IBP No. 327343; 12/12/2023; CALMANA

TIN No. 166 215-495

Commission Adm. Matter No. Np-325(2024-2026)

MCLE Compliance No. VH 0011553; April 14, 2025



2024 SUSTAINABILITY REPORTING ANNEX

Contextual Information

Company Details	
Name of Organization	Robinsons Retail Holdings, Inc.
Location of Headquarters	110 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City, Metro Manila, Philippines 1109
Location of Operations	Nationwide Operations
Report Boundary: Legal entities (e.g., subsidiaries) included in this report*	Robinson's Supermarket Corporation; Robinson's Handyman, Inc.; Robinsons True Serve Hardware Philippines, Inc.; South Star Drug Inc.; Rose Pharmacy, Inc., TGP Pharma, Inc.; Robinsons Appliances Corporation; RHD Daiso-Saizen, Inc.; Super50 Corporation; Savers Electronic World, Inc.
Business Model, including Primary Activities, Brands, Products, and Services	Multi-format retailing includes food stores, department stores, drugstores, do-it-yourself stores, and specialty stores. <i>Please see Business and General Information in RRHI 2024 SEC 17A.</i>
Reporting Period	January 1, 2024, to December 31, 2024
Highest Ranking Person responsible for this report	Gina Roa-Dipaling Vice President for Corporate Planning, Investor Relations Officer, and Sustainability Head

Materiality Process

Explain how you applied the materiality principle (or the materiality process) in identifying your material topics. ¹
The Company revised its focus areas and material topics in 2023 based on the latest updates in the sustainability reporting landscape, applying the concept of double materiality for ESG topics and using the Global Reporting Initiatives (GRI) standards as the basis for impact materiality while using Sustainability Accounting Standards Board (SASB) standards and International Financial Reporting Standards Sustainability Standards 1 and 2 (IFRS S1 and S2) as the bases for financial materiality. The topics identified in 2023 are still relevant for 2024.

ECONOMIC

Economic Performance

Direct Economic Value Generated and Distributed

Disclosure	2022	2023	2024	Units
Direct economic value generated (revenue)	181,257.3	193,669.1	206,294.9	M Php
Direct economic value distributed:				
a. Operating costs	166,417.7	179,576.8	185,096.2	M Php
b. Employee wages and benefits	6,184.5	7,145.0	8,005.3	M Php

¹ See [GRI 102-46](#) (2016) for more guidance.

c. Payments to suppliers, other operating costs	Already included in operating cost	Already included in operating cost	Already included in operating cost	M Php
d. Dividends that are given to stockholders and interest payments to loan providers*	3,662.6	4,752.6	5,229.9	M Php
e. Taxes given to the government	2,291.3	2,367.1	2,373.6	M Php
f. Investments to the community (e.g., donations, CSR)	13.1	27.9	27.1	M Php

*Dividends + interest payments

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The economic value generated from the Company's activities primarily affects the economic conditions of the areas where it operates. The Company's operations and supply chain allow it, directly and indirectly, to support employment and foster a sophisticated system of partners and suppliers from across various entrepreneurial backgrounds, from big manufacturers to small and medium enterprises for both the trade and non-trade needs of its businesses. As it conducts its day-to-day processes, the Company believes that it positively contributes to economic growth and social mobility among its affected stakeholders.	<ul style="list-style-type: none"> Suppliers Employees Government Communities Customers Shareholders 	<p>Robinsons Retail Holdings, Inc. aims to retain its position as one of the largest multi-format retailers in the Philippines catering to the broad middle-income market. It plans to expand its store network across its retail formats with a focus on regions outside of Metro Manila where modern retail penetration is still low. Aside from organic expansion, part of its strategy is to enter existing and complementary retail formats via mergers and acquisitions. Robinsons Retail targets consistent sales growth while improving margins to ensure the sustainability of operations.</p> <p>Since 2020, the Company has implemented a Share Buy Back Program worth Php8.0bn to increase shareholder value. The Company had purchased Php7.6bn worth of shares as of December 31, 2024. The Company has also consistently issued cash dividends that are higher than its dividend policy (89%, 66%, 50%, and 71%, respectively, in 2021, 2022, 2023, and 2024). Under the dividend policy, the Company shall implement an annual cash dividend payout ratio of at least forty percent (40%) of its audited consolidated net income attributable to the parent company for</p>

		the preceding fiscal year subject to compliance with the requirements of applicable laws and regulations, the terms and conditions of its outstanding loan facilities and the absence of circumstances which may restrict the payment of such amounts of dividends, including, but not limited to, instances wherein the Company proposes to implement and undertake major projects and developments through its subsidiaries).
What is/are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Please see Risks in RRHI 2024 SEC Disclosure 17-A.</i>	<ul style="list-style-type: none"> • Suppliers • Employees • Government • Communities • Customers • Shareholders 	<p>RRHI operates as a multi-format retailer with a diverse portfolio offering the market both staple and discretionary products. The Company also has strong financial foundations to continue operations and remain resilient. It has also developed business continuity plans to protect its assets and has a dedicated Enterprise Risk Management Team overseen by the Board of Directors of the Company. The Company updates its risk registers on an annual basis.</p> <p>Please see: http://www.robinsonsretailholdings.com.ph/corporate-governance/enterprise-risk-management</p>
What is/are the Opportunity/-ies Identified?	Which stakeholders are affected?	Management Approach
<p>The Company has identified the following opportunities:</p> <ul style="list-style-type: none"> • Store expansion into underpenetrated cities and municipalities • E-commerce and digital investments • Strategic synergies with partners and affiliates • Mergers & Acquisitions 	<ul style="list-style-type: none"> • Suppliers • Employees • Government • Communities • Customers • Shareholders 	<p>RRHI's objectives and goals include, among others: sustaining store expansion in underserved areas, maintaining a strong online presence, executing value-accretive acquisitions, identifying key areas for efficiency within its business, and embedding sustainability within the organization. The Company also looks towards data-driven decision-making, especially in bolstering loyalty programs, efficiency in supply</p>

<ul style="list-style-type: none"> • Better margins through increased scale • Digitalization to increase operating efficiencies • Increase house brands product line-up • Deepening involvement in sustainability initiatives across all business units. 		chains and operations, and collaborative initiatives with partners for sustainability.
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Climate-related risks and opportunities

The Company started in 2023 to advance its climate strategy by progressively aligning with the International Financial Reporting Standards (IFRS) Sustainability Disclosure Standard 2 (IFRS S2): Climate-Related Disclosures. A key step was engaging an external consultant to conduct a climate hazard and vulnerability assessment of business-critical facilities. This assessment evaluated the physical risks of climate change on operations and identified mitigation and adaptation measures to enhance climate resilience.

Building on this, the Company began mapping transition risks across its value chain to inform its climate transition roadmap. This roadmap will guide the establishment of climate and energy efficiency targets at the earliest feasible timeline. Concurrently, the Company is conducting a comprehensive greenhouse gas (GHG) and energy study, analyzing groupwide emissions, energy consumption, and related financial data. The study will inform the decarbonization and energy efficiency measures across the group, prioritizing high-emission and energy-intensive facilities, and supporting the integration of low-emission and renewable energy solutions in new store developments.

The Company remains committed to reducing GHG emissions and energy consumption. Facilities exceeding electricity consumption thresholds are closely monitored, and energy-intensive equipment, including outdated refrigeration units, is being replaced. The phase-out of R-22 refrigerants is also underway in compliance with the Montreal Protocol, targeting complete elimination by 2030.

In a key initiative, The Marketplace at Opus Mall piloted a refrigeration system using carbon dioxide (R-744), a refrigerant with a global warming potential (GWP) of 1—significantly lower than conventional synthetic refrigerants with GWPs ranging from 1,000 to 3,000. The Company is closely monitoring its performance for potential wider adoption across its stores.

Enterprise Risk Management

In RRHI, risks are categorized as Strategic, Financial, Operational, Reputational, People, Legal and Governance, and Digital. RRHI's ERM Committee has been created to review and assess the enterprise risks and to come up with plans and mitigation strategies. This helps set the tone of the ERM process of the Company which is incorporated in the formulation of the Company's strategies and objectives by Senior Management.

The Chief Risk Officer (CRO) oversees ensuring that all risk management strategies, including the identification of risks and mitigation strategies, are being implemented and monitored at the business unit and enterprise level. The detailed identification and assessment of risks by the business unit risk owners plays a crucial role in ensuring that the ERM policy of the Company is effectively carried out.

RRHI uses the Committee of Sponsoring Organizations (COSO) 2017 Framework in its risk management, which has the following key areas: Governance and Oversight, Strategy and Objective-Setting, Performance, Review and Revision, and Information, Communication, and reporting. A

quarterly review and reporting of identified issues and equivalent resolution conducted by the Company's Internal Audit and Financial Systems and Controls guarantees that all concerns are addressed, monitored, and communicated to all concerned parties on time.

ERM Board Oversight

The Board of Directors and its various committees receive updates from the ERM Committee, Senior Management, and key risk functions regarding enterprise risk management issues and mitigation strategies related to the RRHI businesses including active and potential litigation and reputational risks.

The ERM Committee, led by the CRO, reviews and assesses the identified enterprise risks to formulate plans, establish mitigation strategies, and institutionalize monitoring processes both at the business unit and enterprise levels.

Members of Senior Management establish internal controls and execute procedures to identify, assess, and manage events that may pose a risk to the business units of the Company. Related risk functions and risk owners are likewise tapped to analyze risks and how to mitigate and resolve them.

Procurement Practices

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
Procurement of goods and services from local suppliers is crucial to sustaining the core operations of RRHI. It impacts livelihood and access to goods for end consumers. For this disclosure, "local suppliers" are defined as Philippine-based companies and businesses, including distributors with import licenses for foreign products, and "non-local suppliers" as those it directly engages for imports of foreign products. RRHI's supply chain represents many retailers, ancillary businesses, and various service providers who, in turn, provide businesses and employment to various other groups.	<ul style="list-style-type: none"> • Suppliers • Employees • Customers • Communities 	<p>RRHI's Business Units directly engage suppliers through its Merchandising and Operations Departments, and through the Marketing Departments for joint programs and promotions. Through stakeholder engagement and internal assessments, RRHI identifies the procurement terms, payment schedule, and availability of stocks for fast-moving items as relevant issues that the Company closely monitors with its suppliers. RRHI values collaboration to achieve mutually beneficial terms with suppliers.</p> <p><i>Please see:</i></p> <ul style="list-style-type: none"> • Supplier Accreditation Policy: http://www.robinsonsbretailholding.com.ph/corporate-governance/supplier-accreditation-policy

What is/are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<p>RRHI has identified the following risks under the material topic:</p> <ul style="list-style-type: none"> • Quality Assurance and Control for procured products • Capacity to supply and replenish items for store • Proper waste disposal of bad items 	<ul style="list-style-type: none"> • Suppliers • Customers 	<p>RRHI has a supplier accreditation policy to ensure that suppliers can meet the demands of the business at consistent quality. Goods and stores are also monitored by quality assurance officers. It also has standard store procedures for the proper disposal of waste and expired items.</p> <p><i>Please see:</i></p> <ul style="list-style-type: none"> • Supplier Accreditation Policy: http://www.robinsonsbretailholdings.com.ph/corporate-governance/supplier-accreditation-policy
What is/are the Opportunity/-ies Identified?	Which stakeholders are affected?	Management Approach
<p>RRHI has identified the following opportunities under the material topic:</p> <ul style="list-style-type: none"> • Greater involvement with micro-, small, and medium enterprises (MSMEs) • Introducing the market to high-quality locally sourced products • Improving demand forecasting 	<ul style="list-style-type: none"> • Suppliers • Customers 	<p>RRHI aims to enhance demand forecasting to support a just-in-time inventory system, improving supply efficiency by ensuring goods arrive only as needed. Its distribution centers operate on a cross-docking system, consolidating supplier deliveries and dispatching them to stores in a strict, time-bound manner. This streamlines product flow, accelerates delivery, and minimizes excess inventory.</p> <p>As part of its priority sustainability programs, RRHI is committed to the strategic growth of micro, small, and medium enterprises (MSMEs). The Company will conduct a comprehensive assessment of its trade suppliers across the group to identify MSMEs for focused support, aligning with expanding product categories. Quantitative targets will be set to measure progress in this initiative.</p> <p>Existing programs already contribute to this commitment. The Farm-to-Table program connects local farmers directly to RRHI's stores, ensuring fair market access while providing customers with fresh, locally sourced produce. Super Goods by The Marketplace highlights premium local products, giving MSMEs greater visibility in high-traffic retail spaces. Additionally, RRHI's Responsible Seafood Sourcing collaboration with Fishta Seafood</p>

		promotes sustainable fishing practices by sourcing from responsible fisheries and small-scale seafood suppliers.
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Anti-corruption

Training on Anti-corruption Policies and Procedures

Disclosure	2022	2023	2024	Units
Percentage of employees to whom the organization's anti-corruption policies and procedures have been communicated to*	100	100	100	%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to**	100	100	100	%
Percentage of directors and management that have received anti-corruption training	80	0***	89****	%
Percentage of employees that have received anti-corruption training	100	0***	0****	%

*Part of new employee orientation

**Part of Supplier Accreditation Policy

***The company was in the process of improving its anti-corruption training for directors and employees.

****Anti-corruption training incorporated in the annual mandatory training for Board of Directors.

*****On-going recalibration of training materials relevant to the retail business setting.

Incidents of Corruption

Disclosure	2022	2023	2024	Unit
Number of incidents in which directors were removed or disciplined for corruption	0	0	0	Count
Number of incidents in which employees were dismissed or disciplined for corruption	0	0	0	Count
Number of incidents when contracts with business partners were terminated due to incidents of corruption	0	0	0	Count

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The impact occurs across multiple touchpoints in the Company's commercial operations where its employees are primarily involved. As a large multi-format retailer, RRHI transacts with multiple stakeholders and safeguards its financial and physical assets against corruption through a culture of integrity and accountability.	<ul style="list-style-type: none"> Employees 	<p>RRHI upholds strong anti-corruption policies and programs, outlined in its Corporate Governance Manual, which is accessible year-round on the RRHI website (https://www.robinsonsretailholdings.com.ph/corporate-governance/) and highlighted in the RRHI Annual Report.</p> <p>To reinforce ethical business conduct, RRHI integrates its Code of Ethics and Discipline into the New Employees Orientation (NEO) Program under the Robinsons Retail Academy. This ensures</p>

		<p>that all employees are informed of company policies and the corresponding disciplinary actions for violations from the outset of their tenure.</p> <p>Strengthening independent oversight, RRHI increased its number of Independent Directors from two (2) to four (4) in 2020, now comprising nearly half of its nine (9)-seat Board. This strategic shift enhances governance by leveraging the expertise of Independent Directors while ensuring impartial insights that protect stakeholder interests, including those of minority shareholders. Additionally, Independent Directors serve as Chairpersons in key Board Committees, aligning with global best practices for listed corporations.</p> <p>In 2023, RRHI further reinforced its governance structure by appointing a Lead Independent Director, enhancing board effectiveness and providing an additional layer of oversight to safeguard shareholder interests.</p>
What is/are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
The company identifies potential incidences of corruption across its workforce.	<ul style="list-style-type: none"> Employees 	<p>The Company relies on the strict implementation of checks and balances across its operational and administrative processes to monitor and track all material transactions. Its Internal Audit procedures and policies, as well as engagement with reputable external auditors, are significant measures to ensure clarity and traceability in Finance and Operations. Stakeholders can also send their concerns through the Company's corporate email address: info-RRH@robinsonsbretail.com.ph.</p> <p>For more details, please refer to RRHI's Whistleblowing Policy: https://www.robinsonsbretailholdings.com.ph/corporate-governance/whistleblowing-policy/</p>
What is/are the Opportunity/-ies Identified?	Which stakeholders are affected?	Management Approach
<i>No identified opportunities.</i>	<i>Not applicable.</i>	<i>Not applicable.</i>

ENVIRONMENT

Resource Management

Energy consumption within the organization

Disclosure	2022	2023	2024	Units
Energy consumption (electricity)	355,823,688.9	385,138,632.0*	388,155,337.4	kWh
Fuel Consumption from Company-Owned Vehicles (gasoline)	173,120.2	133,996.2	86,012.1	Liters
Fuel Consumption from Company-Owned Vehicles (diesel)	194,136.1	156,526.3*	144,764.3	Liters
Fuel Consumption from Company Generator Sets (diesel)	251,655.3	80,536.4***	122,402.8**	Liters

*Restated due to further data review

**Used actual liters of fuel consumed based on receipts versus generator running hours in the past reporting years.

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The Company relies on energy and fuel for its daily operations and across its supply chain. Energy is sourced primarily from the local electrical grid that services areas where the Company's stores operate. RRHI relies on fuel as well for its Company-owned vehicles for management and key officers, as well as its fleet of delivery trucks for services not outsourced to third-party truckers.	<ul style="list-style-type: none"> Suppliers Employees Customers 	<p>RRHI actively implements energy-saving measures across its operations, including the maintenance and transition to energy-efficient materials and appliances such as LED lighting, inverter technology air-conditioners, and refrigeration systems with lower environmental impact. The Company also ensures compliance with the Department of Energy's (DOE) standardized energy and resource efficiency measures, particularly for sites that may meet materiality thresholds requiring agency disclosures.</p> <p>Beyond these efforts, RRHI continues to explore renewable energy integration in select facilities, pilots low-GWP refrigeration systems, and replaces outdated equipment with more sustainable alternatives. These initiatives align with the Company's broader commitment to operational efficiency and climate action.</p>
What is/are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
RRHI has identified potential increased emissions with	<ul style="list-style-type: none"> Suppliers Employees 	the Company is conducting a comprehensive greenhouse gas (GHG) and

increased scale for stores and distribution centers that have not yet converted to energy-efficient technologies.	<ul style="list-style-type: none"> Customers 	energy study, analyzing groupwide emissions, energy consumption, and related financial data. The study prioritizes high-emission and energy-intensive facilities, supporting the integration of low-emission and renewable energy solutions in new store developments.
What is/are the Opportunity/-ies Identified?	Which stakeholders are affected?	Management Approach
<p>RRHI has identified the following opportunities under the material topic:</p> <ul style="list-style-type: none"> Scaling sustainable technologies in more stores and distribution centers Renewable energy Collaboration with the government and energy companies for scaling up renewable power sources suitable for retail stores. 	<ul style="list-style-type: none"> Suppliers Employees Customers 	<p>As a result of the climate vulnerability assessment of business-critical facilities of RRHI, the Company will start to connect with renewable power suppliers to apply renewable power purchase agreements, especially for the distribution centers and big-box stores that require significant amounts of energy.</p> <p>The RRHI head office recently installed its solar panel facility, commencing in the last quarter of 2023. It has been fully operational starting April 2024 and saving 20% to 25% of energy and reducing around 32 metric tons of emission monthly.</p>

Water consumption within the organization

Disclosure	2022	2023	2024	Units
Water consumption	1,193,790.6*	1,716,835.4*	1,173,944.2	Cubic meters (CBM)

*Restated value due to improvements in data reviewing practice.

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
As a retailing company, RRHI's core operations are not water intensive as compared to other businesses and source water through local third-party lines. The Company primarily consumes water through employee lavatories and maintenance of cleanliness in work areas and stores.	<ul style="list-style-type: none"> Employees 	Water consumption is monitored, and daily maintenance and monitoring of pipes are conducted to address leakage.
What is/are the Risk/s Identified?	Which stakeholders are affected?	Management Approach

Water-stressed areas where the Company stores, offices, and distribution centers are located can be affected by water interruptions.	<ul style="list-style-type: none"> Employees 	The Company will conduct a mapping of water-stressed areas using the World Risk Atlas, which is a product of its climate vulnerability assessment findings as water stress is affected by climate change. This informs the necessary risk mitigation plan related to water scarcity.
What is/are the Opportunity/-ies Identified?	Which stakeholders are affected?	Management Approach
RRHI has identified the following opportunities under the material topic: <ul style="list-style-type: none"> Water-recycling in facilities with available footprint for installation Water-saving campaigns 	<ul style="list-style-type: none"> Employees Communities 	RRHI is exploring the possible implementation of water-saving facilities across its stores, distribution centers, and headquarters.

Materials used by the organization

Disclosure	2022	2023	2024	Units
Materials used by weight or volume				
<ul style="list-style-type: none"> Renewable 	3,070.0	3,287.0	4,374.5	Metric Tons (MT)
<ul style="list-style-type: none"> non-renewable 	2,279.0	1,199.0	1,203.0	MT

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
RRHI's business operations rely on paper and plastic as primary materials for packing goods at the point of sale, which consumers will transport to their homes. The scope of this disclosure includes estimates of weighted plastics and paper (renewable) and plastic (non-renewal) bags centrally procured for consumer packaging in stores.	<ul style="list-style-type: none"> Consumers Government 	RRHI recognizes that while it does not manufacture goods as a retailer, the packaging of procured products is a key component of its material usage. The Company takes a dual approach to materials efficiency, ensuring both regulatory compliance and customer engagement in waste reduction initiatives. To mitigate environmental impact, RRHI strictly adheres to local government regulations on plastic and paper use across its stores. In line with
What is/are the Risk/s Identified?	Which stakeholders are affected?	

<p>RRHI has identified the following risks under the material topic</p> <ul style="list-style-type: none"> • Policy/legislative risks through sanctions • Extended Producer Responsibility Act (EPR) of 2022 • Potential excise tax on single-use plastics • Environmental risks of plastic leakage 	<ul style="list-style-type: none"> • Consumers • Government 	<p>the Extended Producer Responsibility (EPR) Act of 2022, the Company actively accounts for its rigid and flexible plastic footprint in three key areas: (1) sold house brand products, (2) marketing collaterals, and (3) consumer packaging. As part of its commitment to plastic waste reduction, RRHI continues to expand its plastic collection programs through the Gokongwei Group's "Juan Goal for Plastic" initiative, enhancing in-store collection and exploring additional recovery mechanisms.</p>
What is/are the Opportunity/-ies Identified?	Which stakeholders are affected?	
<p>RRHI has identified the following opportunities under the material topic:</p> <ul style="list-style-type: none"> • Searching for viable alternatives to plastic • Sourcing less resource-intensive and invasive materials • Identifying the recyclability of materials used by the Company 	<ul style="list-style-type: none"> • Consumers • Government 	<p>Beyond compliance, RRHI integrates circular economy principles into its operations. The Company is conducting a comprehensive data mapping of all packaging materials, including those made from renewable, recycled, or alternative materials, to inform group-wide waste reduction and recovery targets. Additionally, plastic footprint accounting is incorporated into Scope 3 GHG emissions reporting, reinforcing efforts to reduce plastic bag usage, which carries a higher emission factor than paper alternatives.</p>

Environmental Impact Management

Air Emissions: GHG

Disclosure	2022	2023	2024	Units
Scope 1 GHG Emissions	136,466.4	147,544.2*	120,334.6	Metric Tons of CO ₂ equivalent (MTCO ₂ e)
Scope 2 GHG Emissions (electricity)**	250,588.6	270,480.7	273,029.6	MTCO ₂ e

*Restated value due to additional data review

**Restated Scope 2 GHG emissions based on the latest announcement by the Department of Energy; Revised emission factors for 2019 to 2021 are as follows: 0.6935 MTCO₂e/MWH for Luzon-Visayas Grid and 0.8522 MTCO₂e/MWH for Mindanao Grid. Original emission factors (2015-2017) are as follows: 0.7122 MTCO₂e/MWH for Luzon-Visayas Grid and 0.7797 MTCO₂e/MWH for Mindanao Grid. Original Scope 2 GHG emissions are as follows: 255,044.5 MTCO₂e for 2022 and 274,498.7 MTCO₂e for 2023.

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
Refrigerant leakages from the daily use of refrigeration and air conditioning systems in the stores and electricity to power the stores are the top sources of direct and indirect GHG emissions of RRHI, not accounting for yet other indirect (Scope 3) GHG emissions.	<ul style="list-style-type: none"> • <i>Suppliers</i> • <i>Employees</i> • <i>Customers</i> 	<p>RRHI ensures close monitoring of the consumption of refrigerants and electricity to reduce consumption while not sacrificing the overall quality of operations. The Company has also been starting to fully ban R-22 refrigerants for cooling equipment, in line with the mandate of the Montreal Protocol to phase-out this high-impact refrigerant by 2030. Furthermore, the Company has started to replace old cooling equipment alongside the introduction of lower-emission refrigerants.</p> <p>In a key initiative, The Marketplace at Opus Mall piloted a refrigeration system using carbon dioxide (R-744), a refrigerant with a global warming potential (GWP) of 1—significantly lower than conventional synthetic refrigerants with GWPs ranging from 1,000 to 3,000. The Company is closely monitoring its performance for potential wider adoption across its stores.</p>
What is/are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
More rigorous climate disclosure legislation poses significant risks in terms of added investment to transition to lower GHG emissions across the Company operations and tax implications. Greenwashing also continues to be a risk, so the Company ensures transparent and verifiable disclosures with achievable climate targets.	<ul style="list-style-type: none"> • <i>Investors</i> • <i>Government</i> • <i>Suppliers</i> • <i>Customers</i> 	RRHI keeps abreast on the latest developments on climate disclosure requirements through external assurance of scope 1 and 2 GHG emissions and mapping of other indirect (scope 3) GHG emissions. The Company also engaged in a climate resilience project to assess crucial Company facilities in terms of vulnerability to physical climate risks and their corresponding potential financial impacts.
What is/are the Opportunity/-ies Identified?	Which stakeholders are affected?	Furthermore, the Company began mapping transition risks across its value chain to inform its climate transition roadmap. This roadmap will guide the establishment of climate and energy efficiency targets at the earliest
The Company sees potential opportunities in climate mitigation and adaption in terms of the following: (1) applying the learnings in the recently concluded climate resiliency project to	<ul style="list-style-type: none"> • <i>Investors</i> • <i>Government</i> • <i>Suppliers</i> • <i>Customers</i> 	

climate-proof the crucial Company facilities, (2) renewable energy investments, (3) use of lower-impact refrigerants, (4) operational efficiencies through alternative energy and refrigerant usages, and (5) potential government incentives in adapting lower-carbon practices.		feasible timeline. Concurrently, the Company is conducting a comprehensive greenhouse gas (GHG) and energy study, analyzing groupwide emissions, energy consumption, and related financial data.
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Environmental Compliance

Non-compliance with Environmental Laws and Regulations

Disclosure	2022	2023	2024	Units
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	0	0	0	Php
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	0	0	0	Count
No. of cases resolved through dispute resolution mechanism	0	0	0	Count

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<p>The potential impact is environmental in nature and would occur on a per-location basis (e.g., stores), with some stores having pending cases on environmental compliance, albeit not breaching the Company's materiality threshold</p> <p>RRHI has an Environment, Health, and Safety Policy that considers measures to mitigate any potential issues under the topic.</p>	<i>Not applicable.</i>	<p>Please see the Company's EHS Policy:</p> <p>https://www.robinsonsretailholdings.com.ph/wp-content/uploads/2022/02/Health-Safety-and-Welfare-Policy-6.pdf</p> <p>or</p> <p>http://www.robinsonsretailholdings.com.ph/corporate-governance/stakeholders-health-safety-and-welfare</p>
What is/are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>No identified material risks</i>	<i>Not applicable.</i>	<i>Not applicable.</i>
What is/are the Opportunity/-ies Identified?	Which stakeholders are affected?	Management Approach
<i>No identified material opportunities</i>	<i>Not applicable.</i>	<i>Not applicable.</i>

SOCIAL

Employee Management

Employee Hiring and Benefits

Employee Data

Disclosure	2022	2023	2024	Units
Total number of employees ²	21,495	23,172	24,165	Count
a. Number of female employees	15,281	16,331	17,032	Count
b. Number of male employees	6,214	6,841	7,133	Count
Voluntary Attrition rate	19	21	21	%

Employee Benefits

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	30%	29%
PhilHealth	Y	5%	2%
Pag-ibig	Y	42%	39%
Parental leaves	Y	6%	9%
Vacation leaves	Y	93%	94%
Sick leaves	Y	44%	36%
Medical benefits (aside from PhilHealth))	Y	58%	56%
Housing assistance (aside from Pag-ibig)	N	-	-
Retirement fund (aside from SSS)	Y	-	-
Further education support	N	-	-
Company stock options	N	-	-
Telecommuting	Y	-	-
Flexible-working Hours	N	-	-
(Others)	-	-	-

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
Benefits and compensation are key factors in determining employee satisfaction and talent retention for RRHI to maintain its operations.	The Company benchmarks its rates against industry standards and ensures that it is aligned with the 25 th percentile in the general industry salary structure. RRHI also provides benefits beyond what is mandated by the government. These include transport services, assistance, allowance package, loans, and various other incentives. RRHI also offers career development and regular training programs apt for the overall career growth of the employees.

² Employees are individuals who are in an employment relationship with the organization, according to national law or its application ([GRI Standards 2016 Glossary](#))

What is/are the Risk/s Identified?	Management Approach
<p>RRHI has identified the following risks under the material topic:</p> <ul style="list-style-type: none"> • Attrition • Employee poaching by competitors 	<p>RRHI believes that adequate compensation and above-average benefits are effective strategies for talent acquisition and retention. The Company benchmarks its rates against industry standards and ensures that it is aligned with the 25th percentile in the general industry salary structure. RRHI also provides benefits beyond what is mandated by the government. These include transport services, assistance, allowance packages, loans, and various other incentives. RRHI also offers career development and regular training programs for the overall career growth of the employees.</p>
What is/are the Opportunity/-ies Identified?	Management Approach
<p>RRHI sees increased engagement with a younger employee base as an opportunity for talent retention, as well as gaining deeper insight into factors that contribute to attrition.</p>	<p>RRHI is strengthening its talent growth and retention strategies by fostering an inclusive, flexible work environment that aligns with the values of Millennial and Generation Z employees. The Company promotes open communication between employees and their supervisors while encouraging autonomy in work routines to enhance productivity and engagement.</p> <p>In 2023, RRHI integrated Sustainability 101 into its New Employee Orientation (NEO) Program to raise awareness of the Company's ESG initiatives. This marks the beginning of a broader effort to expand ESG training materials, ensuring employees are well-informed and actively engaged in RRHI's sustainability programs.</p>

Employee Training and Development

Disclosure	2022	2023	2024	Units
Total training hours provided to employees	158,706.9	238,595.12	197,165.83	hours
a. Female employees	125,011.4	190,813.05	152,239.77	hours
b. Male employees	33,477.4	47,782.07	44,926.06	hours
Average training hours provided to employees	11.6	10.2	11.3	hours/employee
a. Female employees	11.6	11.7	11.5	hours/employee
b. Male employees	11.4	7.0	10.5	hours/employee

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
<p>The primary goal of RRHI's training and development programs is to improve the productivity and efficiency of employees by providing them with the necessary skills and knowledge to perform their jobs</p>	<p>The Robinsons Retail Academy (RRA) is the branded academy designed by the Learning & Organizational Development Team to provide learning opportunities to its employees. It is a structured approach to employee development that aims to enhance skills,</p>

<p>effectively. The Company believes that if it helps employees develop new skills or upskill their existing ones, it promotes organizational effectiveness at all levels. By investing in employee development, the Company can improve employee retention, morale, and job satisfaction, leading to a more productive and engaged workforce.</p> <p>The training programs cover a wide range of topics, such as leadership, project management, communication skills, sales, customer service, and technical skills. The training can be delivered in various formats, including classroom sessions, online courses, webinars, and workshops. The programs can also provide coaching and mentoring to help employees apply the knowledge and skills they have learned in their work.</p>	<p>knowledge, and expertise in the organization. The academy typically provides a range of training courses, workshops, and seminars that are relevant to the Company's business objectives and the professional development of its employees.</p> <p>The major programs being implemented by the Academy include:</p> <ol style="list-style-type: none"> 1. Foundational Curricula – learning programs that prepare the heart and minds of employees with the culture of the organization. <ul style="list-style-type: none"> • New Employee Orientation Program • Retail Excellence Curriculum • Digital Learning Program 2. Leadership & Management Curricula – learning programs that equip talents with the RRHI Core Competencies; Customer Experience and Digital Marketing, Leadership, Retail Operations, Supply Chain, and Business Finance.
What is/are the Risk/s Identified?	Management Approach
<p>RRHI has identified the following risks under the material topic:</p> <ul style="list-style-type: none"> • Attrition • Employee poaching from competitors 	<p>RRA is an effective way to invest in employee development and improve the overall productivity and efficiency of an organization. By providing a range of training opportunities that are relevant and aligned with the Company's objectives, a learning academy can help employees develop new skills and enhance their expertise, leading to a more engaged and productive workforce.</p> <p>With an increased focus on career development and promoting learning opportunities that encompass both functional and leadership competencies, the Company aims to build a high-performance culture that attracts and retains talents.</p>
What is/are the Opportunity/-ies Identified?	Management Approach
<p>RRHI has identified the following opportunities under the material topic:</p> <ul style="list-style-type: none"> • Expansion of the scope of Robinsons Retail Academy's Training Programs • Monitoring the training progress of employees • Using a data-driven approach to craft training programs for RRHI employees 	<p>Every year, RRHI conducts a Training Needs Assessment, the results of which serve as the basis of RRHI Human Resources and Learning & Organizational Development Team, to design and develop new learning and further development opportunities.</p>

Labor-Management Relations

Disclosure	2022	2023	2024	Units
Percentage of employees covered with Collective Bargaining Agreements*	5.9	5.9	6.8	%
Number of consultations conducted with employees concerning employee-related policies	Data not gathered yet	Data not gathered	Data not gathered	Count

*Rank-and-file employees in Rose Pharmacy

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
RRHI's Labor Management Relations impact its operations and carry implications on employee welfare.	<p>RRHI fosters a culture of open communication by encouraging dialogue between employees and their supervisors, as well as creating safe spaces for discussions among peers. The Company's Whistleblowing Policy upholds anti-retaliation protections, ensuring employees can report concerns without fear of reprisal.</p> <p>Under the leadership of RRHI's central HR department, the HR teams across business units serve as key touchpoints for employees to raise work-related concerns and inquiries confidentially and constructively.</p>
What is/are the Risk/s Identified? RRHI has identified the following risks under the material topic: <ul style="list-style-type: none"> Limited visibility on employee issues Attrition 	
What is/are the Opportunity/-ies Identified? RRHI has identified the following opportunities under the material topic: <ul style="list-style-type: none"> Monitoring employee consultation Communicating Company policies on grievance mechanisms 	

Diversity and Equal Opportunity

Disclosure	2022	2023	2024	Units
Percentage of female workers in the workforce	71.1	70.5	70.5	%
Percentage of male workers in the workforce	28.9	29.5	29.5	%
Percentage of female workers in executive-level positions	56.8	54.5	57.8	%
Percentage of male workers in executive-level positions	43.2	45.5	42.2	%
Percentage of female workers in managerial & supervisory roles	63.5	66.1	64.8	%
Percentage of male workers in managerial & supervisory roles	36.5	33.9	35.2	%
Percentage of female workers in rank & file positions	74.9	74.0	73.9	%
Percentage of male workers in rank & file positions	25.1	26.0	26.1	%

Number of employees from indigenous communities and/or vulnerable sectors*	23	22	21	Count
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*Vulnerable sector includes the elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E). The count of employees declared are the PWDs from Southstar Drug (SSD)

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
RRHI's employee base is female dominated, with around 70% of positions occupied by women, both for the overall workforce and managerial positions. The leadership of the Company is also female-led with its President and CEO, Robina Gokongwei-Pe. Several other high-ranking officers are also female.	RRHI upholds an objective, non-gendered approach to compensation, ensuring that pay rates are determined based on merit, qualifications, and industry benchmarks from hiring to onboarding. This commitment reflects the Company's dedication to fair and equitable employment practices. For two consecutive years (2022 and 2023), RRHI has been recognized in the Bloomberg Gender-Equality Index (GEI), which evaluates public companies on female leadership & talent pipeline, equal pay & gender parity, inclusive culture, anti-sexual harassment policies, and pro-women branding. The 2024 GEI results have yet to be released.
What is/are the Risk/s Identified?	Management Approach
No identified material risks.	Not applicable.
What is/are the Opportunity/-ies Identified?	Management Approach
RRHI has identified the following opportunities under the material topic: <ul style="list-style-type: none"> Enhanced facilities for mothers Identifying potential gender-based issues 	Although the current organizational culture of RRHI has strived to be gender-inclusive, the Company sees opportunities to further articulate its standards on non-discrimination through publicly accessible policies.

Workplace Conditions, Labor Standards, and Human Rights

Occupational Health and Safety

Disclosure	2022	2023	2024	Units
Safe Man-Hours	12,822,656	58,021,056	57,801,976	Man-hours
No. of work-related injuries	4	17	6	Count
No. of work-related fatalities	0	0	0	Count
No. of work-related ill-health	0	1	0	Count
No. of safety drills	0	19	2	Count

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
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Occupational Health and Safety impacts the welfare of RRHI's employees and their capacity and morale to work for the Company.	The Company recognizes and accepts its statutory responsibility to provide safe and healthy working conditions for employees, customers, and other stakeholders who visit the Company's premises, patronize its establishments, shop, or dine in its stores or may be affected by its activities.
What is/are the Risk/s Identified?	
RRHI has identified the following risks under the material topic: <ul style="list-style-type: none"> • Work-related accidents and injuries leading to permanent disability or fatality • Occurrence of Fire Emergencies 	Please see: <ul style="list-style-type: none"> • Stakeholders' Health, Safety, and Welfare Policy: https://www.robinsonsretailholdings.com.ph/wp-content/uploads/2022/02/Health-Safety-and-Welfare-Policy-6.pdf or http://www.robinsonsretailholdings.com.ph/corporate-governance/stakeholders-health-safety-and-welfare
What is/are the Opportunity/-ies Identified?	Management Approach
No identified material opportunities.	Not applicable.

Labor Laws and Human Rights

Disclosure	2022	2023	2024	Units
No. of legal actions or employee grievances involving forced or child labor	0	0	0	Count

Do you have policies that explicitly disallow violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?

Topic	Y/N	If yes, cite the reference in the company policy
Forced labor	N	N/A
Child labor	N	N/A
Human Rights	N	N/A

What is the impact and where does it occur?	Management Approach
What is the organization's involvement in the impact?	
The topic impacts on the welfare of RRHI's employees as they are hired and work for the Company.	
What is/are the Risk/s Identified?	
RRHI has identified the following risks under the material topic: <ul style="list-style-type: none"> • Potential Human rights and labor violations within the Company 	RRHI complies with all applicable labor laws and regulations, primarily the Labor Code, and maintains grievance and communication mechanisms to ensure employees can raise concerns directly with management. The Company is also in the process of developing policies that further strengthen its commitment to human rights and fair labor practices.

<ul style="list-style-type: none"> Reputational risks 	<p>To uphold ethical business conduct, RRHI has established clear reporting channels for employees and stakeholders to confidentially report any violations related to human rights, labor practices, or workplace misconduct. These reports are handled with strict confidentiality and protection against retaliation.</p> <p>For more details, please refer to RRHI's Whistleblowing Policy: https://www.robinsonsbretailholdings.com.ph/corporate-governance/whistleblowing-policy/</p>
What is/are the Opportunity/-ies Identified?	Management Approach
<i>No identified material opportunities.</i>	<i>Not applicable.</i>

Supply Chain Management

Do you have a supplier accreditation policy? If yes, please attach the policy or link to the policy:

YES. Please See:

<https://www.robinsonsbretailholdings.com.ph/corporate-governance/supplier-accreditation-policy>

Do you consider the following sustainability topics when accrediting suppliers?

Topic	Y/N	If yes, cite the reference in the supplier policy
Environmental performance	Y	Sustainable Value Chain Policy: https://www.robinsonsbretailholdings.com.ph/corporate-governance/sustainable-value-chain-policy/
Forced labor	Y	
Child labor	Y	
Human rights	Y	
Bribery and corruption	Y	

What is the impact and where does it occur?	Management Approach
What is the organization's involvement in the impact?	
RRHI's Supply Chain impacts the availability of stocks sold in its stores. It involves the Company's network of suppliers and service providers, which are crucial in its operations, as well as the welfare of workers across the supply chain.	RRHI presently has an accreditation policy that primarily qualifies suppliers based on their capacity to operate and supply the quality and quantity demands of the business, as well as pertinent documentation and government permits on their license to operate where applicable.
What is/ are the Risk/s Identified?	
RRHI has identified the following risks under the material topic: <ul style="list-style-type: none"> Lawsuits of potential labor and human rights violations Reputational risks of lawsuits 	The Company recently adopted a sustainable value chain policy, which complements the Company's supplier accreditation policy and aims to
What is/are the Opportunity/-ies Identified?	

RRHI has identified the following opportunities under the material topic: <ul style="list-style-type: none"> Further engagement with MSMEs in the Supply Chain Fostering sustainability practices across vendors 	provide general guidelines and expectations for ensuring a sustainable approach to all aspects of its operations.
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Relationship with Community

Significant Impacts on Local Communities

Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)	Location	Vulnerable groups (if applicable)*	Does the particular operation have impacts on indigenous people (Y/N)?	Collective or individual rights that have been identified that of particular concern for the community	Mitigating measures (if negative) or enhancement measures (if positive)
Inclusion of PWDs in the workforce	SSD stores	PWDs	N	Access to employment opportunities without prejudice toward disabilities	Exploration of opportunities to replicate the initiative across other aspects of operations within the Company
Selling of Generic Medicine	TGP stores SSD Generics Rose Generics	Class D and E Market	N	Access to affordable healthcare	Store expansion to widen the reach of accessible medicine and increase generic product offerings in different medicine types
Farm-to-table Program (Direct local sourcing from small-hold farmers)	Supermarkets	Class D and E farmers	N	Support to livelihood through market access	Increasing scale and gathering granular data on the contributions of the Company to the livelihood of farmers
Super Goods (products from local MSMEs which are labeled as socially responsible)	Supermarket (The Marketplace)	MSMEs	N	Support livelihood through empowering local MSMEs	Increase the count of accredited MSMEs and product offerings.
Uniform Sourcing	Central Procurement	Class D and E workers	N	Support to livelihood	Increasing scale and gathering granular data on the contributions

					of the Company to the livelihood of workers
PWD and Senior Citizen Discounts	Stores that sell applicable goods	PWD and Senior Citizens	N	Access to affordable goods	Strengthening systems that keep track of PWD or Senior Citizen discounted transactions for greater visibility
The potential contribution of products from RRHI house brands contributing to plastic pollution	All stores except appliances and DIY segment	N/A	N	Environmental conservation	Development of plastic collection and diversion programs across RRHI stores to meet plastic neutrality targets in line with the EPR Act of 2022.

**Vulnerable sector includes children and youth, the elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E)*

Customer Management

Customer Satisfaction

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
Customer satisfaction is a key driver of loyalty for RRHI's customer-centric approach to retailing. The Company makes sure that complaints are being handled accordingly across all its stores. In the coming years, the Company will consider commissioning third-party agencies to conduct customer satisfaction (CSAT) studies.	<p>Under the BSP Circular 857 Regulation on Financial Consumer Protection, RRHI crafted a comprehensive Consumer Protection Manual initially implemented through its department stores. RRHI approaches customer satisfaction by putting in place quality control and assurance policies and avenues where customers may communicate any form of feedback on the Company's stores and brands, which include the contact information available on RRHI's and its Business Units' websites, as well their respective social media channels. Stores also have Customer Service kiosks to communicate their management concerns.</p> <p>RRHI recently adopted a customer welfare policy, which provides general guidelines and expectations for providing customers with a positive shopping experience and ensuring their welfare while they are in RRHI's stores or interacting with related services.</p>

	<p><i>Please see:</i></p> <ul style="list-style-type: none"> Customer Welfare Policy: https://www.robinsonsbretailholdings.com.ph/corporate-governance/customer-welfare-policy/
What is/are the Risk/s Identified?	Management Approach
RRHI has identified the following risks under the material topic: <ul style="list-style-type: none"> Reputational risks due to negative feedback expressed on social media Reduction of sales 	RRHI's subsidiaries conduct regular customer training programs to equip in-store personnel on how to address customer concerns and when to escalate issues to upper management. RRHI understands its reliance on customer satisfaction for repeated purchases and acknowledges the gap in data collection, despite its mitigation efforts during its daily operations.
What is/are the Opportunity/-ies Identified?	
RRHI has identified the following opportunities under the material topic: <ul style="list-style-type: none"> Deeper customer engagement Brand recall and loyalty 	

Health and Safety

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
Health and Safety impact the Company's stakeholders, primarily the consumers, and employees. Each of the Company's subsidiaries, therefore, employs proper handling and storage of all products, as well as protocols on quality assurance, safety precautions, and addressing deviations from normal product quality.	RRHI has a customer welfare policy, which provides general guidelines and expectations for providing customers with a positive shopping experience and ensuring their welfare while they are in RRHI's stores or interacting with related services.
What is/are the Risk/s Identified?	<i>Please see:</i>
RRHI has identified the following opportunities under the material topic: <ul style="list-style-type: none"> Consumer health Reputational risks 	<ul style="list-style-type: none"> Customer Welfare Policy: https://www.robinsonsbretailholdings.com.ph/corporate-governance/customer-welfare-policy/
What is/are the Opportunity/-ies Identified?	Management Approach
<i>No identified opportunities.</i>	<i>Not applicable.</i>

Marketing and labeling

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
Marketing and labeling impact the decisions of customers in purchasing products from RRHI's stores, as well as their level of satisfaction with the products they purchase.	Please see sample Guidelines & Procedures on Customer complaint handling under the Customer Protection Manual for Robinsons Department Store:
What is/ are the Risk/s Identified?	http://www.robinsonsonretailholdings.com.ph/corporate-governance/consumer-protection-manual
RRHI has identified the following risks under the material topic: <ul style="list-style-type: none"> • Product complaints from customers • Health and safety concerns of customers 	
What is/are the Opportunity/-ies Identified?	Management Approach
<i>No identified material opportunities.</i>	<i>Not applicable.</i>

Customer Privacy

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
The material topic impacts the rights of customers to the privacy of their data, and it occurs through transactions with the Go Rewards Loyalty Program and cashless transactions as well as when they access the Company's and its subsidiaries' websites.	RRHI conducted a review to assess its sources of customer data, which are primarily through its Loyalty Program and websites. This review led to RRHI's Data Privacy Policy, where customers and partners are informed on their rights to their personal information, as well as how the Company protects and utilizes the data it collects. Customers are also given prompts to indicate consent on the use of data that may be collected through websites and that they have read and understood RRHI's Data Privacy Policy. <i>Please see:</i> <ul style="list-style-type: none"> • Data Privacy Policy: http://www.robinsonsonretailholdings.com.ph/privacy-policy
What is/are the Risk/s Identified?	Management Approach
RRHI has identified potential lawsuits for misuse of customer data.	RRHI's Data Privacy Policy outlines for customers how their data is collected and stored and has a dedicated Data Privacy Officer to handle issues on possible breaches. Likewise, RRHI's subsidiary websites have in place security mechanisms to mitigate potential issues on data protection.
What is/are the Opportunity/-ies Identified?	Management Approach

<i>No identified opportunities.</i>	<i>Not applicable.</i>
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Data Security






What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
Internally, RRHI stores and collects a multitude of data across its operational functions, which measure its performance across financial and non-financial indicators.	RRHI has implemented measures internally that are overseen by its Information Security Department to protect its data, including security software and information dissemination to inform employees of potential phishing mechanisms. Company data is also securely stored in "the cloud" through Azure and AWS, which addresses limited storage capacity in local servers. The technology offers better reliability as these vendors offer higher storage availability through its world-class infrastructure when compared to RRHI building its infrastructure, which may carry higher costs in capital expenditures. Cloud storage is also highly flexible, where the Company can increase and decrease capacity as needed. Along with its capability to store vast amounts of data, RRHI can also take advantage of cloud-native tools to run parsing and streamlined analytics.
What is/are the Risk/s Identified?	Management Approach
RRHI has identified the following risks under the material topic: <ul style="list-style-type: none"> • Data breaches • Destruction of digital and physical assets that house confidential data 	RRHI crafts robust business continuity plans that consider the protection of its data assets.
What is/are the Opportunity/-ies Identified?	Management Approach
<i>No material opportunities were identified.</i>	<i>Not applicable.</i>

UN SUSTAINABLE DEVELOPMENT GOALS

Product or Service Contribution to UN SDGs

Key products and services and their contribution to sustainable development.

Key Products and Services	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach to Negative Impact
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Fresh produce, ready-to-eat products, and packaged food items in the Food Store businesses	 <p>TARGET 2-1 UNIVERSAL ACCESS TO SAFE AND NUTRITIOUS FOOD</p> <p>TARGET 12-3 HALVE GLOBAL PER CAPITA FOOD WASTE</p>	Potential increase in plastic pollution given that most items are packaged in single-use plastics, and potential increases in greenhouse emissions of landfilled organic waste	<ul style="list-style-type: none"> • In-store waste segregation • Store- and community-based plastic collection and diversion programs • Collaboration with external partners in food rescue programs • Better inventory management
Medicines and medical supplies through Southstar Drug, Rose Pharmacy, and TGP	 <p>TARGET 3-8 ACHIEVE UNIVERSAL HEALTH COVERAGE</p>	Potential increase in plastic pollution given that most items are packaged plastic; potential misuse of pharmaceutical products and expired products	<ul style="list-style-type: none"> • In-store waste segregation • Store- and community-based plastic collection and diversion programs • Stringent standards and procedures on prescription drugs and disposal of expired items
Job creation through MSME participation across all the Business Units and through the franchise business model offering of Uncle John's and TGP	 <p>TARGET 8-3 PROMOTE POLICIES TO SUPPORT JOB CREATION AND GROWING ENTERPRISES</p>	Potential displacement of smaller players in the different retail format spaces	<ul style="list-style-type: none"> • Engaging and empowering MSMEs and franchisees by giving them access to mainstream markets as suppliers to the business units
Job creation across all Business Units	 <p>TARGET 8-5 FULL EMPLOYMENT AND DECENT WORK WITH EQUAL PAY</p>	Potential difficulty in monitoring work conditions across all locations of operations as the Company increases the scale	<ul style="list-style-type: none"> • Employee Engagement Programs • Policies on compliance with pertinent labor laws and regulations • Empowering the Human Resources Department to monitor employee welfare and the effectiveness of grievance mechanisms
A diverse workforce and inclusive working conditions	 <p>5 GENDER EQUALITY Achieve gender equality and empower all women and girls</p>	The potential occurrence of gender bias in hiring or advertising.	<ul style="list-style-type: none"> • Propagating a culture of Gender Empowerment from the top level • Implementing policies for non-discriminatory hiring.

ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES
INDEX TO CONSOLIDATED COMPANY FINANCIAL STATEMENTS AND
SUPPLEMENTARY SCHEDULES

CONSOLIDATED COMPANY FINANCIAL STATEMENTS

Consolidated Statements of Financial Position as of December 31, 2024 and 2023

Consolidated Statements of Comprehensive Income for the periods December 31, 2024, 2023 and 2022

Consolidated Statements of Changes in Equity for the periods December 31, 2024, 2023 and 2022

Consolidated Statements of Cash Flows for the periods December 31, 2024, 2023 and 2022

SUPPLEMENTARY SCHEDULES

Report of Independent Auditors on Supplementary Schedules

I. Reconciliation of Retained Earnings Available for Dividend Declaration

II. Map of the relationships of the companies within the group

III. Supplementary schedules required by Annex 68-J

- Schedule A. Financial Assets
- Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
- Schedule C. Amounts Receivable/Payable From/To Related Parties which are Eliminated During the Consolidation of Financial Statements
- Schedule D. Long-term Debt
- Schedule E. Indebtedness to Related Parties
- Schedule F. Guarantees of Securities of Other Issuers
- Schedule G. Capital Stock

IV. Schedule of Financial Soundness Indicators

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

The management of **Robinsons Retail Holdings, Inc. and Subsidiaries** is responsible for all information and representations contained in the financial statements for the year ended **December 31, 2024, 2023 and 2022**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein, and submits the same to the stockholders.

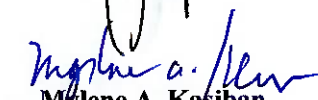
Sycip Gorres Velayo & Co., the independent auditors and appointed by the stockholders, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.



Robina Gokongwei Pe
Chairman



Stanley J. Chua
President & Chief Executive Officer


Mylene A. Kasiban
Chief Financial Officer

Graciela A. Banatao
Treasurer

Signed this 20th day of March 2025.

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S.

SUBSCRIBED AND SWORN TO before me, a Notary Public, personally appeared and exhibiting to me the following:

NAME	COMPETENT EVIDENCE OF IDENTITY	DATE/PLACE ISSUED
Robina Gokongwei Pe	139-634-860-000	
Stanley C. Co	300-037-990-000	
Mylene A. Kasiban	DO4-97-108149	September 22, 2022 / Quezon City
Graciela A. Banatao	907-401-098-000	

Known to me and known to be the same persons who executed the foregoing instrument, and they acknowledged to me that the same is their free and voluntary act and deed, and the free and voluntary act and deed of the corporations they respectively represent.

This Document consists of 2 pages including this page where the acknowledgement is written, to which the Annexes have been attached. Each page of this agreement has been signed by the parties and their instrumental witnesses and sealed with my notarial seal.

WITNESS MY HAND AND SEAL on the date and at the place hereinabove mentioned.

MAR 25 2025

Doc No.: 27
Page No.: 07
Book No.: XI
Series of 2025



ATTY. GILBERT S. MILLADO, JR.

Roll No. 45039

Notary Public for Quezon City

110 E Rodriguez Jr. Ave., Bagumbayan, Quezon City

PTR No. 7009611; 01/02/2025; Quezon City

IBP No. 327343; 12/12/2023; CALMANA

TIN No. 166 215-495

Commission Adm. Matter No. Np-325(2024-2026)

MCLE Compliance No. VH 0011553; April 14, 2025

INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Robinsons Retail Holdings, Inc.
110 E. Rodriguez, Jr. Avenue,
Bagumbayan, Quezon City

Opinion

We have audited the consolidated financial statements of Robinsons Retail Holdings, Inc. and its subsidiaries (collectively referred to as the Group), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2024, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2024 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.



We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Existence and completeness of merchandise inventories

The Group's merchandise inventories are material to the consolidated financial statements with a carrying value of ₱31.67 billion, which comprise 19% of its total consolidated assets as of December 31, 2024, and located in several distribution centers and thousands of retail stores throughout the country. The Group's disclosures about merchandise inventories are included in Note 9 to the consolidated financial statements.

Audit Response

We updated our understanding of the Group's inventory management process, including the inventory count and summarization policies and procedures. We assessed and tested the relevant inventory management controls, observed the conduct of the inventory count procedures and performed test counts of inventories in selected retail stores and distribution centers. We traced the results of the test counts to the inventory count summarization to determine if the inventory compilation reflects the actual inventory count results. We also traced the last accountable documents used for inventory shipping, receiving, and transfers, which were obtained during the inventory count observation, to the accounting records of sales, purchases and transfers. We inspected the reconciliation of the merchandise inventory listing with the general ledger account balances, and, on a sampling basis, traced the reconciling items to supporting documents. We inspected the roll-forward or roll-backward procedures performed by management and, on a sampling basis, traced to supporting documents the intervening transactions and inventory movements from the date of inventory count to reporting date.

Recoverability of trademarks and goodwill

Under PFRS Accounting Standards, the Group is required to annually test for impairment the carrying values of trademarks with indefinite useful lives and goodwill that arose from business combinations. As of December 31, 2024, the carrying values of the Group's trademarks and goodwill amounted to ₱7.95 billion and ₱14.73 billion, respectively, and are considered significant to the consolidated financial statements. In addition, management's impairment assessment process requires significant judgment and estimation and is based on assumptions that are subject to higher level of estimation uncertainty, specifically revenue growth, gross margins and discount rates for value-in-use calculations.

The Group's disclosures about trademarks and goodwill are included in Notes 5 and 14 to the consolidated financial statements.



Audit Response

We involved our internal specialist in evaluating the methodologies and the assumptions used and performing the recalculation of the value-in-use calculations provided by management. We compared the key assumptions used, such as revenue growth rate and gross margin against the historical performance of the cash generating units, industry/market outlook, and other relevant external data. We tested the parameters used in the determination of the discount rates against market data.

We also reviewed the Group's disclosures about the assumptions to which the outcome of the impairment test is most sensitive, specifically those that have the most significant effect on the determination of the recoverable amounts of trademarks and goodwill.

Other Information

Management is responsible for the Other Information. The Other Information comprises the SEC Form 20 IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2024, but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20 IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2024 are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the Other Information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the Other Information identified above when they become available and, in doing so, consider whether such information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.



Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.



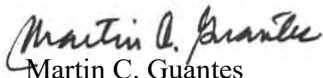
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Martin C. Guantes.

SYCIP GORRES VELAYO & CO.



Martin C. Guantes

Partner

CPA Certificate No. 88494

Tax Identification No. 152-884-272

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-052-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10465311, January 2, 2025, Makati City

March 25, 2025



ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31	
	2024	2023
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 7 and 26)	₱13,137,397,228	₱13,172,501,481
Trade and other receivables (Notes 8, 23, 26 and 28)	4,406,609,965	3,948,336,866
Merchandise inventories (Note 9)	31,672,373,580	29,668,487,299
Other current assets (Note 10)	1,572,383,621	1,682,006,173
Total Current Assets	50,788,764,394	48,471,331,819
Noncurrent asset held for sale (Note 13)	—	8,318,381,007
Noncurrent Assets		
Debt and equity instruments financial assets (Notes 11 and 26)	46,165,164,578	26,411,044,047
Property and equipment (Note 12)	25,045,551,401	23,392,381,560
Right-of-use assets (Note 27)	19,187,782,606	19,913,623,871
Investments in associates (Note 13)	1,666,148,861	1,721,329,651
Intangible assets (Note 14)	22,679,099,699	22,679,858,042
Deferred tax assets - net (Note 24)	1,517,053,406	1,453,142,872
Retirement plan asset - net (Note 22)	402,941,884	166,454,912
Other noncurrent assets (Notes 15, 26 and 27)	2,498,632,610	2,495,368,160
Total Noncurrent Assets	119,162,375,045	98,233,203,115
	₱169,951,139,439	₱155,022,915,941
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables (Notes 16, 23 and 26)	₱27,900,787,696	₱26,898,586,030
Short-term loans payable (Notes 17 and 26)	14,714,000,000	8,129,000,000
Lease liabilities - current portion (Note 27)	3,322,123,750	3,586,524,281
Income tax payable	91,417,298	144,920,862
Other current liabilities (Note 26)	468,603,531	514,002,010
Total Current Liabilities	46,496,932,275	39,273,033,183
Noncurrent Liabilities		
Lease liabilities - net of current portion (Note 27)	20,028,116,228	20,458,068,196
Long-term loans payable (Notes 17 and 26)	8,261,796,306	13,240,161,663
Deferred tax liabilities - net (Note 24)	2,079,910,893	2,065,341,944
Retirement obligation - net (Note 22)	477,957,140	608,418,913
Total Noncurrent liabilities	30,847,780,567	36,371,990,716
Total Liabilities	77,344,712,842	75,645,023,899
Equity (Note 18)		
Equity Attributable to Equity Holders of the Parent Company		
Capital stock	1,576,489,360	1,576,489,360
Additional paid-in capital	40,768,202,897	40,768,202,897
Treasury stock	(7,600,020,804)	(6,410,402,228)
Other comprehensive income (Notes 11, 13 and 22)	9,388,662,498	2,266,083,092
Equity reserve	(772,041,467)	(742,678,028)
Retained earnings:		
Appropriated	14,304,252,847	16,405,752,847
Unappropriated	30,876,862,490	21,416,540,368
	88,542,407,821	75,279,988,308
Equity Attributable to Noncontrolling Interests	4,064,018,776	4,097,903,734
Total Equity	92,606,426,597	79,377,892,042
	₱169,951,139,439	₱155,022,915,941

See accompanying Notes to Consolidated Financial Statements.



ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2024	2023	2022
SALES - Net of sales discounts and returns (Notes 6, 16, 19 and 23)	₱199,166,903,236	₱192,125,861,609	₱178,821,069,060
COST OF MERCHANDISE SOLD (Notes 6 and 9)	151,057,079,391	146,525,751,582	136,538,881,790
GROSS PROFIT	48,109,823,845	45,600,110,027	42,282,187,270
ROYALTY, RENT AND OTHER REVENUE (Notes 6, 19, 23, 27 and 28)	1,350,437,435	1,189,475,583	1,159,343,047
GROSS PROFIT INCLUDING OTHER REVENUE	49,460,261,280	46,789,585,610	43,441,530,317
OPERATING EXPENSES (Notes 20, 21, 27 and 28)	39,723,396,730	37,847,703,797	34,743,107,151
OTHER INCOME (CHARGES)			
Dividend income (Notes 11 and 13)	1,413,051,048	1,263,746,088	293,940,980
Interest income (Notes 7, 11 and 15)	172,170,438	256,539,596	389,738,492
Foreign currency exchange gains (losses) - net	42,820,864	(64,811,987)	357,092,695
Share in net earnings (losses) of associates (Note 13)	(496,710,443)	(821,268,143)	13,706,659
Interest expense (Notes 17 and 27)	(3,124,427,171)	(3,122,961,869)	(1,988,135,849)
Unrealized gains on debt and equity instruments financial assets and others - net (Notes 9, 11, 12, 13, 14 and 27)	4,646,202,626	(280,410,025)	222,449,586
	2,653,107,362	(2,769,166,340)	(711,207,437)
INCOME BEFORE INCOME TAX	12,389,971,912	6,172,715,473	7,987,215,729
PROVISION FOR INCOME TAX (Note 24)			
Current	1,597,302,975	1,620,387,824	1,636,402,421
Deferred	(125,051,515)	(96,847,231)	(85,234,520)
	1,472,251,460	1,523,540,593	1,551,167,901
NET INCOME	10,917,720,452	4,649,174,880	6,436,047,828
OTHER COMPREHENSIVE INCOME (LOSS)			
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods:			
Debt securities at fair value through other comprehensive income (Note 11):			
Changes in fair value during the year	294,728,614	(278,457,898)	(1,029,352,266)
Reclassification of gains included in net income	208,357,119	104,923,447	24,297,871
Translation adjustments (Notes 11 and 13)	112,775,063	126,670,591	19,837,466
Share in changes in fair value of debt instruments financial assets of associates (Note 13)	—	—	96,151,121
Income tax effect	—	—	(24,621,736)
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:			
Changes in fair value of equity securities at fair value through other comprehensive income (Note 11)	6,314,752,893	2,975,568,299	(97,596,249)
Share in actuarial gains on retirement obligation of associates (Note 13)	—	—	20,190,697
Remeasurement gains (losses) on retirement obligation (Note 22)	249,134,484	(336,299,975)	241,543,942
Income tax effect	(62,270,253)	76,412,034	(65,404,977)
	7,117,477,920	2,668,816,498	(814,954,131)
TOTAL COMPREHENSIVE INCOME	₱18,035,198,372	₱7,317,991,378	₱5,621,093,697

(Forward)



	Years Ended December 31		
	2024	2023	2022
Net income attributable to:			
Equity holders of the Parent Company	₱10,282,802,146	₱4,097,068,755	₱5,847,403,159
Noncontrolling interests	634,918,306	552,106,125	588,644,669
	₱10,917,720,452	₱4,649,174,880	₱6,436,047,828
Total comprehensive income attributable to:			
Equity holders of the Parent Company	₱17,388,406,928	₱6,780,830,603	₱4,987,027,366
Noncontrolling interests	646,791,444	537,160,775	634,066,331
	₱18,035,198,372	₱7,317,991,378	₱5,621,093,697
Basic/Diluted Earnings Per Share (Note 25)	₱7.11	₱2.78	₱3.93

See accompanying Notes to Consolidated Financial Statements.



ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Equity Attributable to Equity Holders of the Parent Company								Equity Attributable to Noncontrolling Interests	
	Capital Stock (Note 18)	Additional Paid-in Capital (Note 18)	Treasury Stock (Note 18)	Other Comprehensive Income (Loss) (Notes 11, 13 and 22)	Equity Reserve (Note 18)	Retained Earnings				
						Appropriated (Note 18)	Unappropriated (Note 18)	Total		Total
For the Year Ended December 31, 2024										
Balances at beginning of year	P1,576,489,360	P40,768,202,897	(P6,410,402,228)	P2,266,083,092	(P742,678,028)	P16,405,752,847	P21,416,540,368	P75,279,988,308	P4,097,903,734	P79,377,892,042
Net income	-	-	-	-	-	-	10,282,802,146	10,282,802,146	634,918,306	10,917,720,452
Other comprehensive income	-	-	-	7,105,604,782	-	-	-	7,105,604,782	11,873,138	7,117,477,920
Total comprehensive income	-	-	-	7,105,604,782	-	-	10,282,802,146	17,388,406,928	646,791,444	18,035,198,372
Dividends declared (Note 18)	-	-	-	-	-	-	(2,907,005,400)	(2,907,005,400)	(688,922,660)	(3,595,928,060)
Appropriations (Note 18)	-	-	-	-	-	3,705,000,000	(3,705,000,000)	-	-	-
Reversal of appropriations (Note 18)	-	-	-	-	-	(5,806,500,000)	5,806,500,000	-	-	-
Acquisition of noncontrolling interests (Notes 2 and 18)	-	-	-	-	(29,363,439)	-	-	(29,363,439)	8,246,258	(21,117,181)
Reclassifications (Note 13)	-	-	-	16,974,624	-	-	(16,974,624)	-	-	-
Purchases of treasury shares (Note 18)	-	-	(1,189,618,576)	-	-	-	-	(1,189,618,576)	-	(1,189,618,576)
Balances at end of year	P1,576,489,360	P40,768,202,897	(P7,600,020,804)	P9,388,662,498	(P772,041,467)	P14,304,252,847	P30,876,862,490	P88,542,407,821	P4,064,018,776	P92,606,426,597
For the Year Ended December 31, 2023										
Balances at beginning of year	P1,576,489,360	P40,768,202,897	(P5,425,324,182)	(P417,678,756)	(P742,678,028)	P17,277,752,847	P19,392,171,193	P72,428,935,331	P4,144,731,681	P76,573,667,012
Net income	-	-	-	-	-	-	4,097,068,755	4,097,068,755	552,106,125	4,649,174,880
Other comprehensive income	-	-	-	2,683,761,848	-	-	-	2,683,761,848	(14,945,350)	2,668,816,498
Total comprehensive income	-	-	-	2,683,761,848	-	-	4,097,068,755	6,780,830,603	537,160,775	7,317,991,378
Dividends declared (Note 18)	-	-	-	-	-	-	(2,944,699,580)	(2,944,699,580)	(583,988,722)	(3,528,688,302)
Appropriations (Note 18)	-	-	-	-	-	332,000,000	(332,000,000)	-	-	-
Reversal of appropriations (Note 18)	-	-	-	-	-	(1,204,000,000)	1,204,000,000	-	-	-
Purchases of treasury shares (Note 18)	-	-	(985,078,046)	-	-	-	-	(985,078,046)	-	(985,078,046)
Balances at end of year	P1,576,489,360	P40,768,202,897	(P6,410,402,228)	P2,266,083,092	(P742,678,028)	P16,405,752,847	P21,416,540,368	P75,279,988,308	P4,097,903,734	P79,377,892,042
For the Year Ended December 31, 2022										
Balances at beginning of year	P1,576,489,360	P40,768,202,897	(P3,616,057,963)	P442,697,037	(995,284,977)	P23,965,752,847	P9,827,278,268	P71,969,077,469	P4,543,640,152	P76,512,717,621
Net income	-	-	-	-	-	-	5,847,403,159	5,847,403,159	588,644,669	6,436,047,828
Other comprehensive income	-	-	-	(860,375,793)	-	-	-	(860,375,793)	45,421,662	(814,954,131)
Total comprehensive income	-	-	-	(860,375,793)	-	-	5,847,403,159	4,987,027,366	634,066,331	5,621,093,697
Purchases of treasury shares (Note 18)	-	-	(1,809,266,219)	-	-	-	-	(1,809,266,219)	-	(1,809,266,219)
Dividends declared (Note 18)	-	-	-	-	-	-	(2,984,905,600)	(2,984,905,600)	(452,166,885)	(3,437,072,485)
Appropriations (Note 18)	-	-	-	-	-	1,528,000,000	(1,528,000,000)	-	-	-
Acquisition of noncontrolling interests (Note 18)	-	-	-	-	252,606,949	-	-	252,606,949	(593,057,917)	(340,450,968)
Disposal of debt instruments financial assets (Note 11)	-	-	-	-	-	-	14,395,366	14,395,366	-	14,395,366
Increase in noncontrolling interests (Note 18)	-	-	-	-	-	-	-	-	12,250,000	12,250,000
Reversal of appropriations (Note 18)	-	-	-	-	-	(8,216,000,000)	8,216,000,000	-	-	-
Balances at end of year	P1,576,489,360	P40,768,202,897	(P5,425,324,182)	(P417,678,756)	(P742,678,028)	P17,277,752,847	P19,392,171,193	P72,428,935,331	P4,144,731,681	P76,573,667,012

See accompanying Notes to Consolidated Financial Statements.



ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2024	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	₱12,389,971,912	₱6,172,715,473	₱7,987,215,729
Adjustments for:			
Depreciation and amortization (Notes 12, 14, 20 and 27)	7,246,279,846	7,499,945,134	7,179,629,553
Interest expense (Notes 17 and 27)	3,124,427,171	3,122,961,869	1,988,135,849
Equity in net losses (earnings) in associates (Note and 13)	496,710,443	821,268,143	(13,706,659)
Retirement expense (Notes 22 and 23)	272,570,607	316,808,554	200,723,439
Provision for (reversal of) expected credit losses (Notes 8 and 11)	(8,042,079)	4,182,856	(3,000,953)
Unrealized foreign currency exchange losses (gains) - net	(42,820,861)	56,964,836	(357,092,695)
Interest income (Notes 7, 11 and 15)	(172,170,438)	(256,539,596)	(389,738,492)
Gain on derecognition of lease liabilities (Note 27)	(384,785,798)	(129,554,416)	(153,255,325)
Dividend income (Note 11)	(1,413,051,048)	(1,263,746,088)	(293,940,980)
Unrealized gains on debt and equity instruments financial assets and others - net (Notes 11, 12 and 13)	(4,909,615,165)	220,177,920	(74,112,010)
Operating income before working capital changes	16,599,474,590	16,565,184,685	16,070,857,456
Decrease (increase) in:			
Trade and other receivables	(794,092,028)	(99,906,994)	(721,110,560)
Merchandise inventories	(2,003,886,281)	(2,198,669,223)	(2,380,153,258)
Other current assets	109,622,552	752,112,595	555,276,060
Increase (decrease) in:			
Trade and other payables	416,495,396	1,482,366,976	3,919,688,297
Other current liabilities	(45,398,479)	(28,607,380)	160,253,554
Cash flows generated from operations	14,282,215,750	16,472,480,659	17,604,811,549
Interest received	185,678,885	322,250,862	404,561,437
Retirement contributions and benefits paid (Note 22)	(390,384,868)	(199,703,404)	(219,547,833)
Income tax paid	(1,650,806,539)	(1,630,306,023)	(1,710,112,971)
Net cash flows provided by operating activities	12,426,703,228	14,964,722,094	16,079,712,182

(Forward)



	Years Ended December 31		
	2024	2023	2022
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from disposals of:			
Debt and equity instruments financial assets (Note 11)	₱1,769,346,105	₱5,054,158,209	₱2,119,292,329
Investments in associates (Note 13)	55,263,187	—	—
Dividends received (Note 11)	1,736,958,349	886,369,466	293,940,980
Decrease (increase) in other noncurrent assets	(3,264,450)	(97,807,353)	64,731,313
Additions to investments in associates (Note 13)	(827,944,796)	(1,004,114,977)	(965,868,125)
Acquisitions of:			
Noncontrolling interests (Notes 2 and 18)	—	—	(340,450,968)
Debt and equity instruments financial assets (Note 11)	(500,239,970)	(19,756,001,036)	(207,445,970)
Property and equipment (Notes 12 and 29)	(4,755,727,422)	(6,517,046,012)	(5,551,329,355)
Net cash flows used in investing activities	(2,525,608,997)	(21,434,441,703)	(4,587,129,796)
CASH FLOWS FROM FINANCING ACTIVITIES (Note 29)			
Proceeds from:			
Short-term and long-term loans payable (Note 17)	14,025,000,000	29,572,734,471	5,395,000,000
Investments from noncontrolling interests (Notes 2 and 18)	—	—	12,250,000
Payments for:			
Requisition of treasury shares (Note 18)	(1,189,618,576)	(985,078,046)	(1,821,678,154)
Interest (Note 17)	(1,633,997,709)	(1,223,879,691)	(225,569,729)
Dividends (Note 18)	(3,595,928,060)	(3,528,688,302)	(3,437,072,485)
Lease liabilities (Note 27)	(5,089,643,423)	(5,316,587,585)	(5,100,560,833)
Short-term and long-term loans payable (Note 17)	(12,440,000,000)	(16,628,909,471)	(4,720,000,000)
Acquisition of noncontrolling interests (Notes 2 and 18)	(15,000,000)	—	—
Net cash flows provided by (used in) financing activities	(9,939,187,768)	1,889,591,376	(9,897,631,201)
EFFECTS OF FOREIGN EXCHANGE RATE ON CASH AND CASH EQUIVALENTS	2,989,284	(14,357,632)	1,922,476
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(35,104,253)	(4,594,485,865)	1,596,873,661
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	13,172,501,481	17,766,987,346	16,170,113,685
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 7)	₱13,137,397,228	₱13,172,501,481	₱17,766,987,346

See accompanying Notes to Consolidated Financial Statements.



ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

Robinsons Retail Holdings, Inc. (“RRHI” or the “Parent Company”) is a stock corporation organized under the laws of the Philippines. The Parent Company was registered with the Philippine Securities and Exchange Commission (SEC) on February 4, 2002. The Parent Company’s common stock was listed with the Philippine Stock Exchange (PSE) on November 11, 2013, which is the Parent Company’s initial public offering (IPO).

The primary purpose of the Parent Company and its subsidiaries (the “Group”) is to engage in the business of trading goods, commodities and merchandise of any kind.

As of December 31, 2024, the Parent Company is 34.49% owned by JE Holdings, Inc., 22.14% by GCH Investments Pte. Ltd. under PCD Nominee Corporation, and the rest by the public.

The Parent Company’s Board of Directors (BOD) and shareholders approved to change its registered office address on March 10, 2023 and May 12, 2023, respectively, from 43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda St., Ortigas Center, Pasig City, Metro Manila to 110 E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City. The change was subsequently approved by the Philippine SEC on December 7, 2023.

2. Basis of Preparation and Statement of Compliance

Basis of Preparation

The consolidated financial statements are prepared using the historical cost basis, except for financial assets at fair value through profit or loss (FVTPL) and financial assets at fair value through other comprehensive income (FVOCI) which have been measured at fair value. The consolidated financial statements are presented in Philippine Peso (₱), which is the Parent Company’s functional and presentation currency. All amounts are rounded to the nearest peso unless otherwise indicated.

Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and the following subsidiaries which are directly and indirectly owned by the Parent Company:

Subsidiaries	Percentages of Effective Ownership					
	2024		2023		2022	
	Direct	Indirect	Direct	Indirect	Direct	Indirect
Robinson’s Supermarket Corporation (RSC)	100.00%	–	100.00%	–	100.00%	–
Robinsons Appliances Corp. (RAC)	–	67.00%	–	67.00%	–	67.00%
Robinsons Ventures Corporation (RVC)	–	65.00%	–	65.00%	–	65.00%
Savers Electronic World, Inc. (SEWI)	–	90.00%	–	90.00%	–	90.00%
Super50 Corporation (S50)	–	51.00%	–	51.00%	–	51.00%
South Star Drug, Inc. (SSDI)	–	90.00%	–	90.00%	–	90.00%
TGP Pharma, Inc. (TGPII)	–	45.90%	–	45.90%	–	45.90%
The Generics Pharmacy Inc. (TPI)	–	45.90%	–	45.90%	–	45.90%
Rose Pharmacy, Inc. (RPI)	–	90.00%	–	90.00%	–	90.00%

(Forward)



Subsidiaries	Percentages of Effective Ownership					
	2024		2023		2022	
	Direct	Indirect	Direct	Indirect	Direct	Indirect
Robinson's Handyman, Inc. (RHMI)	—	80.00%	—	80.00%	—	80.00%
Handyman Express Mart, Inc. (HEMI)	—	52.00%	—	52.00%	—	52.00%
Walmart-Handyman, Inc. (WHI)	—	52.00%	—	52.00%	—	52.00%
Robinsons True Serve Hardware Philippines, Inc. (RTSHPI)	—	53.33%	—	53.33%	—	53.33%
RHI Builders and Contractors Depot Corp. (RHIB)	—	80.00%	—	80.00%	—	80.00%
Home Plus Trading Depot, Inc. (HPTDI)	—	100.00%	—	75.00%	—	60.00%
Robinsons Lifestyle Stores, Inc. (RLSI)	—	—	—	—	—	80.00%
Sole Fashion, Inc. (SFI)	—	98.00%	—	98.00%	—	—
Consolidated Global Imports, Inc. (CGII)	—	—	—	—	—	100.00%
Robinsons Convenience Stores, Inc. (RCSI/Ministop)	—	—	—	—	—	100.00%
VKD Holdings, Inc. (VHI)	—	—	—	—	—	100.00%
Everyday Convenience Stores, Inc. (ECSI)	100.00%	—	100.00%	—	100.00%	—
Robinsons Daiso Diversified Corp. (RDDC)	90.00%	—	90.00%	—	90.00%	—
RHD Daiso-Saizen, Inc. (RDSI)	59.40%	—	59.40%	—	59.40%	—
RRHI Trademarks Management, Inc. (RRHI-TMI)	100.00%	—	100.00%	—	100.00%	—
New Day Ventures Limited (NDV Limited)	100.00%	—	100.00%	—	100.00%	—

All subsidiaries were incorporated in the Philippines and the functional currency is the Philippine Peso (₱), except for NDV Limited which was incorporated in British Virgin Islands and whose functional currency is the US Dollar (\$).

Investments and acquisitions

On February 29, 2024, RHMI purchased the remaining 25% interest in HPTD for a total consideration of ₱21.12 million. The Group paid a total of ₱15.00 million (net of related taxes and receivables from the noncontrolling interests) to the noncontrolling interests in 2024.

On October 16, 2023, RSC acquired 98% ownership in SFI for a total consideration of ₱141.54 million. SFI is incorporated in the Philippines to engage in the business of buying, selling, distributing, and marketing, on a wholesale and retail basis insofar as may be permitted by law, ready to wear sporting goods, clothing, footwear, and other related items and merchandise and operate and manage sneaker cleaning kiosks and sports facilities.

On July 1, 2022, RHMI purchased the remaining 33% minority interest in RHIB for a total consideration of ₱117.56 million (Note 18). RHIB is incorporated in the Philippines to primarily engage in general hardware business, both retail and wholesale.

On June 1, 2022, RSC made additional investment in VHI amounting to ₱121.0 million increasing its share from 30% to 100%. VHI is a holding company whose principal activity is to engage in business of holding, selling and assigning, transfer and exchange of real property and personal property of any kind.

In February 2022, RSC acquired Ministop Japan's (MSJ) 40% stake in RCSI, increasing its share from 60% to 100% (Note 18). RCSI is the exclusive franchisee of Ministop in the Philippines. RCSI subsequently rebranded its convenience store business to Uncle John's following the exit of Ministop Japan.

In December 2021, RSC acquired 30% ownership in VKD Holdings, Inc. (VHI) for a total consideration ₱40.87 million. VHI is a holding of a company whose principal activity is to engage in business of holding, selling and assigning, transfer and exchange of real property and personal property of any kind. In 2022, RSC acquired the remaining 70% ownership in VKD Holdings, Inc. for a total acquisition cost of ₱236.63 million.



Mergers

On April 22, 2022, the BOD and stockholders of RSC and RCSI approved the plan of merger with RSC as the surviving company. On December 19, 2022, the Philippine SEC approved the articles and plan of merger which was effective July 1, 2023.

On February 10, 2023, shareholders owning or representing at least 2/3 of the total outstanding capital stock of VHI passed and approved the resolutions covering the approval and ratification of the merger of VHI and RSC. On August 17, 2023, the Philippine SEC approved the merger with RSC as the surviving entity which was effective September 1, 2023.

3. **Changes in Accounting Policies**

New Standards, Interpretations and Amendments

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective in 2024. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these new standards did not have any impact on the consolidated financial statements of the Group.

- Amendments to Philippine Accounting Standards (PAS) 1, *Classification of Liabilities as Current or Non-current*

The amendments clarify:

- o That only covenants with which an entity must comply on or before reporting date will affect a liability's classification as current or non-current.
- o That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- o That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*

The amendments specify how a seller-lessee measures the lease liability arising in a sale and leaseback transaction in a way that it does not recognize any amount of the gain or loss that relates to the right of use retained.

- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

The amendments specify disclosure requirements to enhance the current requirements, which are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

Standards Issued but Not Yet Effective

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.



Effective beginning on or after January 1, 2025

- Amendments to PAS 21, *Lack of exchangeability*

The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking.

The amendments are effective for annual reporting periods beginning on or after January 1, 2025. Earlier adoption is permitted and that fact must be disclosed. When applying the amendments, an entity cannot restate comparative information.

Effective beginning on or after January 1, 2026

- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*

The amendments clarify that a financial liability is derecognized on the 'settlement date', i.e., when the related obligation is discharged, cancelled, expires or the liability otherwise qualifies for derecognition. They also introduce an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system before settlement date if certain conditions are met.

The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features. Furthermore, the amendments clarify the treatment of non-recourse assets and contractually linked instruments.

- Annual Improvements to PFRS Accounting Standards - Volume 11

The amendments are limited to changes that either clarify the wording in an Accounting Standard or correct relatively minor unintended consequences, oversight or conflicts between the requirements in the Accounting Standards. The following is the summary of the Standards involved and their related amendments.

- Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*

The amendments included in paragraphs B5 and B6 of PFRS 1 cross references to the qualifying criteria for hedge accounting in paragraph 6.4.1(a), (b) and (c) of PFRS 9. These are intended to address potential confusion arising from an inconsistency between the wording in PFRS 1 and the requirements for hedge accounting in PFRS 9.

- Amendments to PFRS 7, *Gain or Loss on Derecognition*

The amendments updated the language of paragraph B38 of PFRS 7 on unobservable inputs and included a cross reference to paragraphs 72 and 73 of PFRS 13.

- Amendments to PFRS 9

- a) Lessee Derecognition of Lease Liabilities

The amendments to paragraph 2.1 of PFRS 9 clarified that when a lessee has determined that a lease liability has been extinguished in accordance with PFRS 9, the lessee is required to apply paragraph 3.3.3 and recognize any resulting gain or loss in profit or loss.



b) Transaction Price

The amendments to paragraph 5.1.3 of PFRS 9 replaced the reference to ‘transaction price as defined by PFRS 15 *Revenue from Contracts with Customers*’ with ‘the amount determined by applying PFRS 15’. The term ‘transaction price’ in relation to PFRS 15 was potentially confusing and so it has been removed. The term was also deleted from Appendix A of PFRS 9.

○ Amendments to PFRS 10, *Determination of a ‘De Facto Agent’*

The amendments to paragraph B74 of PFRS 10 clarified that the relationship described in B74 is just one example of various relationships that might exist between the investor and other parties acting as de facto agents of the investor.

○ Amendments to PAS 7, *Cost Method*

The amendments to paragraph 37 of PAS 7 replaced the term ‘cost method’ with ‘at cost’, following the prior deletion of the definition of ‘cost method’.

Effective beginning on or after January 1, 2027

● PFRS 17, *Insurance Contracts*

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

On February 14, 2025, the FSRSC approved the amendment to PFRS 17 that further defers the date of initial application by an additional two (2) years, to annual periods beginning on or after January 1, 2027. This will provide more time for the insurance industry to fully prepare and assess the impact of adopting the said standard.



- PFRS 18, *Presentation and Disclosure in Financial Statements*

The standard replaces PAS 1 *Presentation of Financial Statements* and responds to investors' demand for better information about companies' financial performance. The new requirements include:

- Required totals, subtotals and new categories in the statement of profit or loss
- Disclosure of management-defined performance measures
- Guidance on aggregation and disaggregation

- PFRS 19, *Subsidiaries without Public Accountability*

The standard allows eligible entities to elect to apply PFRS 19's reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other PFRS accounting standards. The application of the standard is optional for eligible entities.

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial and Sustainability Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the IASB completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

4. Material Accounting Policy Information

Revenue from Contracts with Customers

Revenue from contracts with customers is recognized when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods. The Group has concluded that it is acting as principal in all its revenue arrangements. The Group recognized revenue from the following major sources:

- Sale of goods to retail customers and wholesale market, including warranties granted under local legislation. Sale of goods include food, beverage, grocery items, fashion items (e.g., shoes, bags, clothing, cosmetics), household items, home improvement products, consumer electronics and appliances, toys, and prescription and over-the-counter pharmaceutical products;
- Sale of merchandise to franchisees;
- Franchise revenue under Uncle John's and TGP franchise agreements; and
- Royalty fees.



Sale of goods - retail customers

The Group sells goods directly to customers through its own retail outlets and through its own e-commerce platform and in partnership with major e-commerce players in the country.

For the sale of goods through retail outlets, revenue is recognized when the control of the goods has transferred to the customer, at the point the customer purchases the goods at the retail outlet. Payment of the transaction price is due immediately at the point the customer purchases the goods.

For the e-commerce sales, revenue is recognized when control of the goods has transferred to the customer, at the point the goods are delivered to the customer. Delivery occurs when the goods have been shipped to the customer's specific location.

Under the Group's standard contract terms for sale to retail customers (for both retail outlet and e-commerce sales), customers have a right of return within seven (7) days following the date that the control of goods has transferred to the customer. The right of return is not a separate performance obligation and is not considered in establishing the transaction price since right of return entitles the customer to exchange the product bought for another product of the same type, quality, condition and price (i.e., one color or size for another).

Sale of goods - wholesale market

The Group sell goods in the wholesale market. Revenue is recognized when control of the goods has transferred to the wholesaler, at the point the goods are delivered to the wholesaler. The wholesaler has full discretion over the channel and price to sell the goods, and there is no unfulfilled obligation that could affect the wholesaler's acceptance of the goods. Delivery occurs when the goods have been shipped to the wholesaler's specific location, and the risks of obsolescence and loss have been transferred to the wholesaler, and either the wholesaler has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the group has objective evidence that all criteria for acceptance have been satisfied.

The sale of goods to the wholesale market often includes volume discounts based on current purchases. Revenue from these sales is recognized based on the price specified in the contract, net of the estimated volume discounts. No element of financing is deemed present as the sales are made with a credit term of 30 days, which is consistent with market practice.

A receivable is recognized when the goods are shipped to the customer's specific location as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Sale of gift checks

The Group sells gift checks at face value which can be used to redeem goods. A contract liability is recognized for revenue relating to gift checks at the time of sale of gift checks. Revenue from gift checks is recognized when redeemed by the customer and when the control of the goods has transferred to the customer, at the point the customer purchases the goods at the retail outlet.

Sale of merchandise - franchisees

For the sale of merchandise to franchisees, revenue is recognized when control of the goods has transferred to the franchisees, at the point the goods are delivered to the franchisees. Delivery occurs when the goods have been shipped to the franchisee's specific location.



Franchise revenue

The Group's franchise agreement includes payment of nonrefundable upfront fee. The revenue from nonrefundable upfront fees is recognized on a straight-line basis over the period the franchisee has access to the license (i.e., the term of the franchise agreement). Continuing franchise fees in exchange for the franchise right granted over the term of the franchise agreement are recognized as revenue when the sale of merchandise by the franchisees occurs.

Royalty fee

Royalty fee is recognized based on certain percentage of the franchisees' gross profit.

Financial Instruments - Initial Recognition and Subsequent Measurement

Financial assets

The Group recognizes a financial asset in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument.

Initial recognition and measurement

Financial assets are classified, at initial recognition, as either at amortized cost, at fair value through other comprehensive income (FVOCI), or at fair value through profit or loss (FVTPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in case not at FVTPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under PFRS 15.

In order for a financial asset to be classified and measured at amortized cost or at FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest' (SPPI) on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at the instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Transferred assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVTPL



Financial assets at amortized cost (debt instruments). The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

As of December 31, 2024 and 2023, the Group's financial assets at amortized cost includes cash and cash equivalents, trade and other receivables, and refundable deposits included under other noncurrent assets.

Financial assets at FVOCI (debt instruments). The Group measures debt instruments at FVOCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in the consolidated statement of comprehensive income and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in other comprehensive income (OCI) in the consolidated statement of comprehensive income. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

As of December 31, 2024 and 2023, the Group's debt instruments at FVOCI include investments in quoted debt instruments.

Financial assets designated at FVOCI (equity instruments). At initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at FVOCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation and Disclosure*, and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the consolidated statement of comprehensive income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at FVOCI are not subject to impairment assessment.

The Group elected to classify irrevocably its listed equity investments under this category.

As of December 31, 2024 and 2023, the Group's equity instruments designated at FVOCI include investments in quoted and unquoted shares of stock.



Financial assets at FVTPL. Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not SPPI are classified and measured at FVTPL, irrespective of the business model.

Financial assets at FVTPL are carried in the consolidated statement of financial position at fair value with net changes in fair value recognized in profit or loss.

As of December 31, 2024 and 2023, the Group's financial assets at FVTPL include investments in debt instruments.

Impairment of Financial Assets

The Group recognizes an allowance for ECLs for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The ECL allowance is based on the credit losses expected to arise on a 12-month duration if there has been no significant increase in credit risk of the financial asset since origination (12-month ECL). Otherwise, if a significant increase in credit risk is observed, then the ECL estimation is extended until the end of the life of the financial asset (Lifetime ECL). The 12-month ECL represents the losses that result from default events on a financial asset which may happen within 12 months after the reporting date. The Lifetime ECL on the other hand represents the losses that result from default events on a financial asset which may happen over its life. Both Lifetime ECLs and 12-month ECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments.

An impairment analysis is performed at each reporting date using a provision matrix to measure ELCs. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information (i.e., inflation rate and consumer price index) specific to the debtors and economic environment. At every reporting date, the historical observed default rate is updated and changed in the forward-looking estimates are analyzed.

A default is considered to have occurred when (a) there is a breach of financial covenants by the counterparty; or (b) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group). Irrespective of the analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.



For trade receivables, the Group applies the simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted by forward-looking factors specific to the debtors and economic environment.

For cash in banks, cash equivalents, and debt instruments financial assets, the Group applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the internal credit rating of the debt instrument.

For other debt financial instruments (i.e., security deposits), the Group applies the general approach. Therefore, the Group track changes in credit risk at every reporting date.

Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL and other financial liabilities at amortized cost. The initial measurement of financial liabilities, except for designated at FVPL, includes transaction costs.

As of December 31, 2024 and 2023, the Group's financial liabilities are classified as other financial liabilities.

Subsequent measurement

After initial recognition, other financial liabilities are measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through EIR amortization process.

This accounting policy relates to the Group's "Trade and other payables", "Short-term loans payable", "Lease liabilities", "Other current liabilities" and "Long-term loans payable" line items in the consolidated statement of financial position (other than liabilities covered by other accounting standards).

Derecognition of Financial Assets and Liabilities

Financial asset

A financial asset (or, where applicable a part of a financial asset) is derecognized where:

- the right to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a pass-through' arrangement; or
- the Group has transferred its right to receive cash flows from the asset and either; (a) has transferred substantially all the risks and rewards of the asset; or (b) has neither transferred nor retained the risk and rewards of the asset but has transferred the control of the asset.

Financial liability

A financial liability (or part of a financial liability) is derecognized when the obligation under the liability is discharged, cancelled, or has expired.



Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Merchandise Inventories

Merchandise inventories are stated at the lower of cost and net realizable value (NRV). Cost is determined using the moving average method. Costs comprise of purchase price, including duties, transport and handling costs, and other incidental expenses incurred in bringing the merchandise inventory to its present location and condition.

NRV is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale. In the event that NRV is lower than cost, the decline shall be recognized as an expense in the consolidated statement of comprehensive income.



Investments in Associates

An associate is an entity over which the Group has significant influence. Investments in associates are accounted for under the equity method of accounting. The reporting dates of the associates and the Group are identical and the accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

The Group discontinues applying the equity method when the carrying value of the investment in associate is reduced to zero. Accordingly, additional losses are not recognized unless the Group has guaranteed certain obligations of the associates. When the associates subsequently report net income, the Group will resume applying the equity method but only after its share of that net income equals the share of net losses not recognized during the period the equity method was suspended.

Property and Equipment

Property and equipment, except land, are carried at cost less accumulated depreciation and amortization and accumulated impairment in value, if any. Land is carried at cost less any impairment in value.

The initial cost of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use including borrowing cost. All other repair and maintenance costs are recognized in the consolidated statement of income as incurred.

Depreciation and amortization are computed using the straight-line method over the estimated useful lives (EUL) of the assets. Leasehold improvements are amortized over the EUL of the improvements or the term of the related lease, whichever is shorter.

The EUL of property and equipment in general are as follows:

	Years
Building and other equipment	20 – 25
Store furniture and fixtures	5 – 10
Office furniture and fixtures	5 – 10
Transportation equipment	5 – 10
Computer equipment	3 – 10

The useful life and depreciation and amortization method are reviewed periodically to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits from items of property and equipment.

An item of property that is both owner-occupied and leased-out under operating lease is treated as property and equipment under the rules of PAS 16 instead of investment property under PAS 40 if the related portion of the property being leased-out is insignificant.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising from derecognition of the asset is included in profit or loss in the year the asset is derecognized.



Intangible Assets

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the CGU level. The assessment of indefinite useful life is reviewed annually to determine whether the indefinite useful life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Goodwill

Goodwill acquired in a business combination is initially measured at cost, being the excess of the consideration transferred over the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities. Following the Group's interest in the initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment annually or more frequently if events or changed in circumstances indicate that the carrying value may be impaired.

Trademarks

Trademarks, which were acquired through business combinations in 2012 (SSDI), 2015 (SEWI), 2016 (TGPPi), 2018 (RSCI), 2020 (RPI) and 2023 (SFI) were recognized at fair value at the date of acquisition and assessed to have indefinite useful lives. Following initial recognition, the trademarks are carried at cost and subject to annual impairment testing.

Franchise

The Group acquired the franchise to use the brand and operate its stores. The franchise shall be amortized using the straight-line method over a period of 10 years. The amortization of the franchise is recorded in the consolidated statement of comprehensive income under the "Operating expenses" account.

Impairment of Nonfinancial Assets

At each reporting date, the Group assesses whether there is an indication that an asset (e.g., property and equipment, right-of-use (ROU) assets, investments in associates and intangible assets) may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or a CGU's fair value less costs of disposal and its value-in-use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, recoverable amount is determined for the CGU to which the asset belongs. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

Impairment losses of continuing operations are recognized in the consolidated statement of comprehensive income in the expense category consistent with the function of the impaired asset, except for property previously revalued where the revaluation was taken to equity. In this case the impairment is also recognized in equity up to the amount of any previous revaluation.



For nonfinancial assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized.

The following criteria are also applied in assessing impairment of specific assets:

Investments in associates

After application of the equity method, the Group determines whether it is necessary to recognize any additional impairment loss with respect to the Group's net investments in associates. The Group determines at each reporting date whether there is any objective evidence that the investments in associates are impaired. If this is the case, the Group calculates the amount of impairment as being the difference between the recoverable amount and the carrying value of the investments in associates and recognizes the difference in the consolidated statement of comprehensive income. The Group applies PFRS 5 to an investment (or portion thereof) in an associate that meets the criteria to be classified as held for sale. Any retained portion not classified as held for sale is accounted for using the equity method until the disposal of portion that is classified as held for sale takes place. After such disposal, the Group accounts for any retained interest in accordance with PFRS 9 unless the retained interest continues to be an associate, in which case equity method is still applied.

Impairment testing of goodwill and trademarks

Goodwill and trademarks are reviewed for impairment, annually or more frequently, if events or changes in circumstances indicate that the carrying value may be impaired.

The Group performed its annual impairment test for the years ended December 31, 2024 and 2023. The CGU are concluded to be the entire entities acquired by the Group. The impairment testing may be performed at any time in the annual reporting period, but it must be performed at the same time every year and when circumstances indicate that the carrying amount is impaired. The impairment testing also requires an estimation of the recoverable amount, which is the net selling price or value-in-use of the CGU to which the goodwill and intangibles are allocated.

Impairment is determined for goodwill and trademarks by assessing the recoverable amount of the CGU (or group of CGU) to which the goodwill and trademarks relate. Where the recoverable amount of the CGU (or group of CGU) is less than the carrying amount of the CGU (or group of CGU) to which goodwill and trademarks have been allocated, an impairment loss is recognized immediately in the consolidated statement of comprehensive income. Impairment loss recognized for goodwill and trademarks shall not be reversed in future periods.

Noncurrent Assets Held For Sale

The Group classifies noncurrent assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Noncurrent assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.



The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification and may be extended if the delay is caused by events or circumstances beyond the entity's control and there is sufficient evidence that the entity remains committed to its plan to sell the asset (or disposal group). Assets and liabilities classified as held for sale are presented separately in the consolidated statement of financial position.

Retirement Cost

Defined benefit plan

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting date reduced by the fair value of plan assets, adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method.

Defined benefit costs comprise the following:

- (a) service cost;
- (b) net interest on the net defined benefit liability or asset; and
- (c) remeasurements of net defined benefit liability or asset.

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss in the consolidated statement of comprehensive income. Past service costs are recognized when plan amendment or curtailment occurs.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss in the consolidated statement of comprehensive income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to profit or loss in the consolidated statement of comprehensive income subsequent periods.

Retirement plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Retirement plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations).



The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Income Tax

Current tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Deferred tax

Deferred tax is provided, using the balance sheet liability method, on all temporary differences, with certain exceptions, at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, with certain exceptions. Deferred tax assets are recognized for all deductible temporary differences, carryforward of unused tax credits from excess of minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and net operating loss carryover (NOLCO), to the extent that it is probable that taxable income will be available against which the deductible temporary differences and carryforward of unused tax credits from excess MCIT and NOLCO can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rate that is expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside the consolidated statement of comprehensive income is recognized outside the consolidated statement of comprehensive income. Deferred tax items are recognized in correlation to the underlying transaction either in the consolidated statement of comprehensive income or other comprehensive income.

Capital Stock

Capital stock is measured at par value for all shares issued. When the Group issues shares in excess of par, the excess is recognized as additional paid-in capital (APIC). Incremental costs incurred directly attributable to the issuance of new shares are treated as deduction from APIC. If APIC is not sufficient, the excess is charged against retained earnings.

Equity Reserves

Equity reserve consists of equity transactions other than capital contributions, such as equity transactions arising from transactions with NCI and combination or entities under common control.



Retained Earnings

Retained earnings represent net accumulated earnings of the Group less dividends declared and any adjustment arising from application of new accounting standards, policies or correction of errors applied retroactively. It includes the accumulated equity in undistributed earnings of consolidated subsidiaries which are not available for dividends until declared by subsidiaries. Appropriated retained earnings are those that are restricted for store expansion and investment program. Unappropriated retained earnings are those that can be allocated for specific purposes and can be distributed as dividend.

Treasury Shares

Treasury shares are own equity instruments which are reacquired at cost and deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is charged to APIC to the extent of the specific or average APIC when the shares were issued and to retained earnings for the remaining balance. The retained earnings account is restricted to payment of dividends to the extent of the cost of treasury shares and other appropriations.

Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date. The arrangement is assessed for whether the fulfillment of the arrangement is dependent on the use of a specific asset of assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and ROU assets representing the right to use the underlying assets.

ROU assets. The Group recognizes ROU assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). ROU assets are measured at cost, less any accumulated depreciation. The cost of ROU assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The cost of an item of ROU assets also includes the costs of its dismantling, removal or restoration, the obligation for which an entity incurs as a consequence of installing the item. Changes in the measurement of an existing dismantling, restoration and similar liability that result from changes in the estimated timing or amount of the outflow of resources embodying economic benefits required to settle the obligation, or a change in the discount rate, shall be accounted for as follows:

- a. subject to (b), changes in the liability shall be added to, or deducted from, the cost of the related asset in the current period.
- b. the amount deducted from the cost of the asset shall not exceed its carrying amount. If a decrease in the liability exceeds the carrying amount of the asset, the excess shall be recognized immediately in profit or loss.



- c. if the adjustment results in an addition to the cost of an asset, the entity shall consider whether this is an indication that the new carrying amount of the asset may not be fully recoverable. If it is such an indication, the entity shall test the asset for impairment by estimating its recoverable amount, and shall account for any impairment loss.

The depreciable amount of the asset is depreciated over its useful life. Once the related asset reached the end of its useful life, all subsequent changes in the liability shall be recognized in profit or loss as they occur.

Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized ROU assets are depreciated on a straight-line basis over the shorter of their estimated useful life and the lease term as follows:

	Years
Store spaces	1-25
Warehouses	10-15
Office spaces	6-10
Building	10

ROU assets are presented separately in the consolidated statement of financial position and are also subject to impairment test in accordance with PAS 36.

Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

The Group as lessor

Leases where the Group does not transfer substantially all the risks and benefits of ownership of the assets are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated statement of comprehensive income. Initial direct costs incurred in negotiating operating leases are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as the rental income.



Foreign Currency Transactions

Transactions in foreign currencies are initially recorded in the Group's functional currency using the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency using the Bankers Association of the Philippines (BAP) closing rate prevailing at the reporting date. Exchange gains or losses arising from foreign exchange transactions are credited to or charged against operations for the period.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the prevailing closing exchange rate as of the date of initial transaction.

Financial statements of consolidated foreign subsidiaries which are considered foreign entities are translated into the presentation currency of the Parent Company (Philippine Peso) at the closing exchange rate at end of reporting period and their statements of income are translated using the monthly weighted average exchange rates for the year. The exchange differences arising from the translation are taken directly to a separate component of equity (under cumulative translation adjustment). On disposal of a foreign entity, the deferred cumulative amount recognized in equity relating to that particular foreign operation is recognized to profit or loss in the consolidated statement of comprehensive income.

Earnings Per Share (EPS)

Basic EPS is computed by dividing net income for the year applicable to common stock by the weighted average number of common shares issued and outstanding during the year, adjusted for any subsequent stock dividends declared.

Diluted EPS is calculated by dividing the net income for the year attributable to ordinary equity holders of the Group by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The calculation of diluted EPS does not assume conversion, exercise, or other issue of potential common shares that would have an antidilutive effect on EPS.

The Parent Company does not have any potentially dilutive ordinary shares for the years ended December 31, 2024, 2023 and 2022 (Note 26).

Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM, who is responsible for resource allocation and assessing performance of the operating segment, has been identified as the President. The nature of the operating segment is set out in Note 6.

Linked Transactions

There are circumstances which indicate that multiple arrangements should be accounted for as a single transaction. In determining whether to account for the arrangements as a single transaction, the Group shall consider the terms and conditions of the arrangements and their economic effects. One or more of the following indicate that Group should for the multiple arrangements as a single transaction:

- entered into at the same time or in contemplation of each other;
- form a single transaction designed to achieve an overall commercial effect;
- the occurrence of one arrangement is dependent on the occurrence of at least one other arrangement; and
- one arrangement considered on its own is not economically justified, but it is economically justified when considered together with other arrangements.



Events After the Reporting Date

Post year-end events that provide additional information about the Group's position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are non-adjusting events are disclosed in the consolidated financial statements when material.

5. **Material Accounting Judgments and Estimates**

The preparation of the consolidated financial statements in conformity with PFRS Accounting Standards requires management to make judgments and estimates that affect the amounts reported in the consolidated financial statements and accompanying notes. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from such estimates.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations which have the most significant effect on the amounts recognized in the consolidated financial statements:

Determination of lease term of contracts with renewal and termination options - Company as a lessee

The Group has several lease contracts that include extension and termination options. The Group applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal (i.e., construction of significant leasehold improvements). After the commencement date, the Group reassess the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Right to access - performance obligation satisfied over time

The Group considered the following in assessing whether the non-refundable upfront franchise fee is a right to access the Uncle John and TGP licenses: (a) the franchisee reasonably expects that the entity will undertake activities that will significantly affect the license to which the customer has rights (i.e., the characters); (b) the rights granted by the franchise agreement directly expose the franchisee to any positive or negative effects of the Group's activities because the franchise agreement requires the customer to use the latest characters; and (c) even though the franchisees may benefit from those activities through the rights granted by the franchise agreement, they do not transfer a good or service to the customer as those activities occur.

The Group concludes that nonrefundable upfront franchise fee is a payment to provide the franchisees with access to the Uncle John's and TGP licenses as it exists throughout the franchise period. Consequently, the entity accounts for the upfront franchise fee as a performance obligation satisfied over time.



Determination if consideration received from suppliers is not distinct

The Group, in the ordinary course of business, received consideration from suppliers for product placements (e.g., slotting fees) and other programs. The Group determines that the consideration received from the suppliers is not in exchange for a distinct good or service that transfers to the supplier because of the following considerations:

- the standalone selling price of the good or service for which the consideration is received cannot be reasonably estimated; and
- the supplier does not obtain control of the goods or service.

Under PFRS 15, considerations received from the suppliers under normal trade agreements are deducted from the cost of the merchandise purchased from the supplier.

Accounting for investments in G2M through convertible note

The Group has investments in G2M Solutions Philippines Pte. Ltd. through convertible note which will provide the Group 14.90% ownership interest, respectively, upon conversion of the note. The Group assessed that it has significant influence as evidenced by provision of technical information, board seats and service agreement in the term sheet. Thus, the investments are accounted for as investments in associates (Note 13). In August 2024, the Group received a consideration in exchange for shares which reduced the ownership in G2M to 13.44% as of December 31, 2024.

Determination of control

The Group determined that it has control or no control over its investees by considering, among others, its power over the investee, exposure or rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect its returns.

The following were also considered:

- The contractual arrangement with the other vote holders of the investee (i.e., reserved matters);
- Rights arising from other contractual agreements;
- The Group's voting rights and potential voting rights; and
- Redemption features that override any indication of control.

Contingencies

The Group is currently involved in certain legal proceedings. The estimate of the probable costs for the resolution of these claims has been developed in consultation with outside counsel handling the defense in these matters and is based upon an analysis of potential results. The Group currently does not believe that these proceedings will have a material adverse effect on the Group's financial position and results of operations. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings (Note 30).

Determining whether investment in Robinsons Bank Corporation (RBC) qualifies as asset held for sale

The Group has exercised significant judgment in determining whether the investment in RBC qualifies as an asset held for sale in accordance with PFRS 5. The Group assessed that the recognition criteria as indicated in the policy of the Group in Note 4, have been met in view of the facts discussed in Note 13. The Group expects to complete the merger within one year from initial recognition subject to customary regulatory approvals. Accordingly, the related investment in RBC was reclassified as noncurrent asset held for sale beginning in the 2022 consolidated financial statements. Subsequently, the Philippine SEC approved the merger which became effective January 1, 2024.



Evaluation of impairment on nonfinancial assets

The Group reviews its nonfinancial assets (property and equipment, ROU assets, investments in associates and other nonfinancial assets) for impairment of value. This includes considering certain indications of impairment such as significant change in asset usage, significant decline in asset's market value, obsolescence or physical damage of an asset, plans of discontinuing the real estate projects, and significant negative industry or economic trends.

If such indications are present, and where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and is written down to recoverable amount. The recoverable amount is calculated as the higher of the asset's fair value less cost to sell, or its value-in-use (VIU).

The fair value less cost to sell is the amount to be received from the sale of an asset in an arm's length transaction, while VIU is the present value of estimated future cash flows expected to arise from the nonfinancial assets. Recoverable amounts are estimated for individual assets or, if it is not possible, for the CGU to which the asset belongs.

In 2024 and 2023, the Group did not recognize any impairment loss on its nonfinancial assets.

Management's Use of Estimates

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Recoverability of goodwill and trademarks

In the course of the Group's business combinations, goodwill and trademarks were acquired (Note 14). These assets have indefinite useful lives.

The Group performed its annual impairment test as of December 31, 2024 and 2023. The recoverable amounts of the CGUs have been determined based on higher of VIU and fair value less cost to sell (i.e., enterprise value or earnings before interest, taxes, depreciation and amortization (EV/EBITDA) multiple calculations).

As of December 31, 2024 and 2023, below are the CGUs and the carrying amount of trademarks to which these are allocated and tested for annual impairment:

	<u>Measurement basis of recoverable amount</u>		
	2024	2023	Amount
RSCI	VIU	VIU	₱3,205,411,607
SSDI	VIU	VIU	1,566,917,532
RPI	VIU	VIU	1,514,575,531
TGPPI	VIU	EV/EBITDA	1,264,098,435
SEWI	VIU	VIU	364,914,493
SFI	VIU	VIU	35,000,000
			₱7,950,917,598



As of December 31, 2024 and 2023, below are the CGUs and the carrying amount of goodwill to which this is allocated and tested for annual impairment:

	Measurement basis of recoverable amount		
	2024	2023	Amount
RSCI	VIU	VIU	₱9,109,386,061
RPI	VIU	VIU	2,343,614,826
TGPPI	VIU	EV/EBITDA	1,281,428,830
SSDI	VIU	VIU	745,887,131
SEWI	VIU	VIU	715,103,869
Eurogrocer Corporation (EC)	VIU	EV/EBITDA	199,870,222
RHIB	VIU	VIU	145,655,320
RTSHPI	VIU	VIU	85,161,468
Jayniths Supermarket	VIU	EV/EBITDA	71,732,435
GNC Pharma Corp.	VIU	EV/EBITDA	23,250,000
HPTDI	VIU	VIU	4,248,153
			₱14,725,338,315

Value in use

The recoverable amount of some CGU has been determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. The projected cash flows have been updated to reflect the demand for products and services.

The pre-tax discount rate applied to cash flows projections is 10.00% to 12.60% for pharmaceutical and non-pharmaceutical group in 2024, (10.24% to 13.40% for 2023) and cash flows beyond the five-year period are extrapolated using a 5.00% in 2024 growth rate (3.00% to 5.00% in 2023) that is the same as the long-term average growth rate for the respective industries. As a result of this analysis, management concluded that the goodwill and trademarks are not impaired.

The calculation of value in use of the CGUs is most sensitive to the following assumptions:

- Gross margins
- Discount rate
- Price inflation
- Growth rates used to extrapolate cash flows beyond the forecast period

Gross margins

Gross margins are based on average values achieved in one (1) to five (5) years preceding the beginning of the budget period. These are increased over the budget period for anticipated efficiency improvements. A 15.0% to 33.0% gross margin per annum was applied. A decreased demand can lead to a decline in gross margin.

Discount rates

Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is



incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

Price inflation

Forecast price inflation which impacts the forecast for operating expenses lies within a range of 3.0% to 6.0% in 2024 and 2023. If price increases greater than the forecast price inflation and the Group is unable to pass on or absorb these increases through efficiency improvements, then the Group will have to recognize an impairment.

Growth rate estimates

Rates are based on published industry research. A reduction in the long-term growth rate would result in impairment.

EV/EBITDA Multiple

The Group utilized the use of EV/EBITDA multiple in the impairment testing of its goodwill from the acquisitions of some of its subsidiaries wherein the Group obtained and selected comparable entities which closely represent each entity from which goodwill was acquired. The characteristics taken into account include, among others, the geographical area where the comparable resides, nature of business or operations of the comparable entities and economic environment from which the comparable entities operate.

As such, the Group has selected EV/EBITDA multiples limited to retail entities in the Philippines as the management of the Group believes that these entities reasonably represent each acquired entity after carefully taking into account the future viability of the assumptions used and ability of each entity to attain such position in the future as it relates to the overall growth in the industry and in the country.

In 2023 where EV/EBITDA was used, the Group used the EV/EBITDA multiple ranging from 4.6x and 7.06x multiples for pharmaceutical and nonpharmaceutical group, respectively. As a result of this analysis, management concluded that the goodwill and trademarks are not impaired.

The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model, as well as growth rates and gross margins. As of December 31, 2024 and 2023, the Group has determined that its goodwill and trademarks are not impaired. The carrying values of goodwill and trademarks are disclosed in Note 14.

Leases - estimating the incremental borrowing rate (IBR)

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its IBR to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the ROU asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain estimates based on the Group's credit worthiness.



Provision for ECL of trade and other receivables

The Group uses a provision matrix to calculate ECLs for trade and other receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns. The provision matrix is initially based on the Group's historical observed default rates. The Group calibrated the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

Provision for expected credit losses amounted to ₱22.04 million, ₱30.54 million and ₱3.32 million, in 2024, 2023 and 2022, respectively. As of December 31, 2024 and 2023, allowance for expected credit losses on trade receivables amounted to ₱33.07 million and ₱40.78 million, respectively. As of December 31, 2024 and 2023, the carrying value of the Group's trade and other receivables amounted to ₱4.41 billion and ₱3.95 billion, respectively (Note 8).

Estimating NRV of merchandise inventories

The Group carries merchandise inventory at NRV whenever the utility of it becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels, losses or other causes. The estimate of the NRV is reviewed regularly.

Estimates of NRV are based on the most reliable evidence available at the time the estimates are made on the amount the inventories are expected to be realized. These estimates take into consideration fluctuations of price or cost directly relating to events occurring after reporting date to the extent that such events confirm conditions existing at reporting date.

Provision for inventory obsolescence amounted to ₱80.39 million, ₱4.77 million and ₱62.51 million in 2024, 2023 and 2022, respectively. As of December 31, 2024 and 2023, allowance for inventory obsolescence amounted to ₱133.53 million and ₱87.04 million, respectively. Merchandise inventories amounted to ₱31.67 billion and ₱29.67 billion as of December 31, 2024 and 2023, respectively (Note 9).

Recoverability of deferred tax assets

The Group reviews the carrying amounts of deferred tax asset at each reporting date and reduces them to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized. Management has determined based on business forecast of succeeding years that there is enough taxable income against which recognized deferred tax assets will be realized. As of December 31, 2024, and 2023, the Group has deferred tax assets amounting ₱6.34 billion and ₱6.43 billion, respectively (Note 24).

6. Operating Segments

Business Segment

The business segment is determined as the primary segment reporting format as the Group's risks and rates of return are affected predominantly by each operating segment.

Management monitors the operating results of its operating segments separately for the purpose of making decision about resource allocation and performance assessment. Group financing (including interest income, dividend income and interest expense) and income taxes are managed on a group basis and are not allocated to operating segments. The Group evaluates performance based on earnings before interest and taxes, and earnings before interest and taxes, depreciation and amortization. The Group does not report its results based on geographical segments because the Philippines is its geographical area of operation.



Cost and expenses exclude interest, taxes, depreciation and amortization.

The amount of segment assets and liabilities are based on the measurement principles that are similar with those used in measuring the assets and liabilities in the consolidated statement of financial position which is in accordance with PFRS Accounting Standards.

The Group derives its revenue from the following reportable units:

- *Food Division*

The Food division operates under *Robinson's Supermarket* (mainstream supermarket), *The Marketplace* (premium), *Shopwise* (hypermarket), *Robinsons Easymart* (minimart) and *Uncle John's* (convenience stores). The Food Segment also operates Korean specialty grocery store *No Brand*. Robinson's Supermarket is Robinsons Retail's mainstream grocery format and is a major supermarket chain in the country that focuses on health and wellness. It also offers fresh food products at competitive prices and actively encourages consumers to adopt a healthy lifestyle by providing a wide range of high-quality health and wellness products. These products are given a specifically allocated section within each of the supermarkets and are made highly visible to consumers. *The Marketplace* is Robinsons Retail's premium grocery format giving customers imported and gourmet options. Located in central business districts and high-end developments, *The Marketplace* features a wide range of internationally sourced and carefully curated selections that cater to an upscale market. *Shopwise* is the Group's hypermarket format featuring a broad assortment of products from groceries to general merchandise and lifestyle essentials from brands around the world. One of the pioneers of the hypermarket format in the Philippines, *Shopwise* enables customers to experience international grocery shopping with great finds and great deals without the membership fee. *Robinsons Easymart* is a standalone mini-mart store for everyday needs located right within neighborhoods. Smaller than a typical supermarket, it offers both quality and affordable fresh foods and other household essentials as well as bills payment and mobile loading services with ease of accessibility and convenience. *Uncle John's* is a 24 - hour convenience store chain in the Philippines. The store carries a wide assortment of merchandise and an extensive selection of ready to eat products. In 2021, the Korean hard discount store *No Brand* was reclassified to the supermarket division as it offers mostly grocery and food products to consumers.

- *Department Store Division*

Robinsons Department Store (RDS) offers a large selection of local and international brands that are grouped into categories such as shoes, bags and accessories (including beauty and personal care), ladies' and men's wear, children's wear, household items and others. RDS is focused on catering to middle-income customers.

- *Do-It-Yourself (DIY) Division*

DIY brands of *Handyman Do it Best* and *True Value*, have grown to have a reputation of quality and dependability in the Philippine retail market, as well as being aggressive in terms of expansion among mall and big box hardware and home improvement centers in the country. The DIY segment aims to cover the Philippine landscape with more branches in key commercial centers to promote self-reliance among do-it yourselfers, as well as offer a wide selection of construction materials for contractors and builders.



- *Drug Store Division*

The Drug Store segment operates three (3) formats namely: *South Star Drug*, *Rose Pharmacy* and *TGP* which primarily offer high quality pharmaceutical drugs, which constitutes to over a thousand reputable branded and affordable options including TGP's house brands for generic medicines. The segment's other major product categories are staged milk and non-pharmaceutical selections, which include a vast array personal care items, food and beverage, and other convenience store grocery items.

- *Specialty Store Division*

The Specialty Store format is the lifestyle arm of the Group. It is committed to bringing a diverse spectrum of products and services to the Philippine market. The segment operates five (5) formats of specialty stores, namely: 1) toys and juvenile products retail under *Toys "R" Us*; 2) consumer electronics and appliances stores operated under *Robinsons Appliances* and *Savers Appliance*, 3) beauty retail stores such as *Benefit*, *Shiseido* and *Cl   de Peau*; and 4) mass merchandise stores under Daiso Japan and S50) pet retail under *Pet Lovers Centre*.



2024

	Food Division	Department Store Division	DIY Division	Drug Store Division	Specialty Store Division	Parent Company	Intersegment Eliminating Adjustments	Consolidated
Segment net sales	₱120,274,415,826	₱16,612,480,110	₱11,783,364,007	₱35,825,821,218	₱14,670,822,075	₱-	₱-	₱199,166,903,236
Intersegment net sales	-	-	-	-	-	-	-	-
Total net sales	120,274,415,826	16,612,480,110	11,783,364,007	35,825,821,218	14,670,822,075	-	-	199,166,903,236
Segment cost of merchandise sold	93,012,501,385	11,486,734,498	7,979,302,936	28,113,840,546	10,464,700,026	-	-	151,057,079,391
Intersegment cost of merchandise sold	-	-	-	-	-	-	-	-
Total cost of merchandise sold	93,012,501,385	11,486,734,498	7,979,302,936	28,113,840,546	10,464,700,026	-	-	151,057,079,391
Gross profit	27,261,914,441	5,125,745,612	3,804,061,071	7,711,980,672	4,206,122,049	-	-	48,109,823,845
Segment other income	955,958,040	55,226,909	47,159	300,508,115	38,351,865	345,347	-	1,350,437,435
Intersegment other income	320,550,375	-	-	-	15,922,630	-	(336,473,005)	-
Total other income	1,276,508,415	55,226,909	47,159	300,508,115	54,274,495	345,347	(336,473,005)	1,350,437,435
Gross profit including other income	28,538,422,856	5,180,972,521	3,804,108,230	8,012,488,787	4,260,396,544	345,347	(336,473,005)	49,460,261,280
Segment operating expenses	17,942,012,802	3,872,509,601	2,417,137,787	4,837,783,638	3,389,398,311	18,274,745	-	32,477,116,884
Intersegment operating expenses	15,922,630	116,774,932	65,019,901	95,493,165	43,262,377	-	(336,473,005)	-
Total operating expenses	17,957,935,432	3,989,284,533	2,482,157,688	4,933,276,803	3,432,660,688	18,274,745	(336,473,005)	32,477,116,884
Earnings before interest, taxes, other income (charges) and depreciation and amortization	10,580,487,424	1,191,687,988	1,321,950,542	3,079,211,984	827,735,856	(17,929,398)	-	16,983,144,396
Depreciation and amortization	4,378,346,451	631,877,825	798,435,912	813,763,976	623,855,682	-	-	7,246,279,846
Earnings (loss) before interest, taxes and other income (charges)	₱6,202,140,973	₱559,810,163	₱523,514,630	₱2,265,448,008	₱203,880,174	(₱17,929,398)	₱-	₱9,736,864,550
Other segment information:								
Capital expenditures	₱3,522,953,142	₱664,946,662	₱339,862,453	₱672,920,838	₱297,981,465	₱-	₱-	₱5,498,664,560

2023

	Food Division	Department Store Division	DIY Division	Drug Store Division	Specialty Store Division	Parent Company	Intersegment Eliminating Adjustments	Consolidated
Segment net sales	₱114,931,275,265	₱16,269,769,388	₱12,305,507,597	₱33,388,304,028	₱15,231,005,331	₱-	₱-	₱192,125,861,609
Intersegment net sales	-	-	-	-	-	-	-	-
Total net sales	114,931,275,265	16,269,769,388	12,305,507,597	33,388,304,028	15,231,005,331	-	-	192,125,861,609
Segment cost of merchandise sold	89,175,604,320	11,298,106,613	8,518,102,696	26,362,440,436	11,171,497,517	-	-	146,525,751,582
Intersegment cost of merchandise sold	-	-	-	-	-	-	-	-
Total cost of merchandise sold	89,175,604,320	11,298,106,613	8,518,102,696	26,362,440,436	11,171,497,517	-	-	146,525,751,582
Gross profit	25,755,670,945	4,971,662,775	3,787,404,901	7,025,863,592	4,059,507,814	-	-	45,600,110,027
Segment other income	877,008,809	54,128,187	-	206,334,027	49,192,582	2,811,978	-	1,189,475,583
Intersegment other income	323,813,218	-	-	-	45,325,575	-	(369,138,793)	-
Total other income	1,200,822,027	54,128,187	-	206,334,027	94,518,157	2,811,978	(369,138,793)	1,189,475,583
Gross profit including other income	26,956,492,972	5,025,790,962	3,787,404,901	7,232,197,619	4,154,025,971	2,811,978	(369,138,793)	46,789,585,610
Segment operating expenses	16,943,830,568	3,610,812,793	2,488,766,861	4,130,582,771	3,111,114,900	62,650,770	-	30,347,758,663
Intersegment operating expenses	45,327,904	127,465,255	60,546,986	86,947,798	48,850,850	-	(369,138,793)	-
Total operating expenses	16,989,158,472	3,738,278,048	2,549,313,847	4,217,530,569	3,159,965,750	62,650,770	(369,138,793)	30,347,758,663
Earnings before interest, taxes, other income (charges) and depreciation and amortization	9,967,334,500	1,287,512,914	1,238,091,054	3,014,667,050	994,060,221	(59,838,792)	-	16,441,826,947
Depreciation and amortization	4,348,242,392	668,675,422	905,301,449	757,925,434	819,800,437	-	-	7,499,945,134
Earnings (loss) before interest, taxes and other income (charges)	₱5,619,092,108	₱618,837,492	₱332,789,605	₱2,256,741,616	₱174,259,784	(₱59,838,792)	₱-	₱8,941,881,813
Other segment information:								
Capital expenditures	₱2,682,611,770	₱387,132,276	₱350,834,939	₱406,089,402	₱345,772,242	₱-	₱-	₱4,172,440,629



2022

	Food Division	Department Store Division	DIY Division	Drug Store Division	Specialty Store Division	Parent Company	Intersegment Eliminating Adjustments	Consolidated
Segment net sales	₱107,192,386,584	₱15,030,869,386	₱12,403,416,128	₱29,485,500,238	₱14,708,896,724	₱—	₱—	₱178,821,069,060
Intersegment net sales	—	—	—	—	—	—	—	—
Total net sales	107,192,386,584	15,030,869,386	12,403,416,128	29,485,500,238	14,708,896,724	—	—	178,821,069,060
Segment cost of merchandise sold	83,175,465,011	10,485,277,605	8,551,868,702	23,507,146,239	10,819,124,233	—	—	136,538,881,790
Intersegment cost of merchandise sold	—	—	—	—	—	—	—	—
Total cost of merchandise sold	83,175,465,011	10,485,277,605	8,551,868,702	23,507,146,239	10,819,124,233	—	—	136,538,881,790
Gross profit	24,016,921,573	4,545,591,781	3,851,547,426	5,978,353,999	3,889,772,491	—	—	42,282,187,270
Segment other income	925,518,631	24,722,036	126,616	182,525,364	20,111,435	6,338,965	—	1,159,343,047
Intersegment other income	170,694,115	—	—	—	49,729,316	—	(220,423,431)	—
Total other income	1,096,212,746	24,722,036	126,616	182,525,364	69,840,751	6,338,965	(220,423,431)	1,159,343,047
Gross profit including other income	25,113,134,319	4,570,313,817	3,851,674,042	6,160,879,363	3,959,613,242	6,338,965	(220,423,431)	43,441,530,317
Segment operating expenses	15,963,740,464	3,241,891,035	2,272,756,261	3,451,875,171	2,614,216,968	18,997,699	—	27,563,477,598
Intersegment operating expenses	49,729,316	49,097,586	33,259,462	57,810,746	30,526,321	—	(220,423,431)	—
Total operating expenses	16,013,469,780	3,290,988,621	2,306,015,723	3,509,685,917	2,644,743,289	18,997,699	(220,423,431)	27,563,477,598
Earnings before interest, taxes, other income (charges) and depreciation and amortization	9,099,664,539	1,279,325,196	1,545,658,319	2,651,193,446	1,314,869,953	(12,658,734)	—	15,878,052,719
Depreciation and amortization	4,085,802,990	683,538,836	908,127,001	683,632,338	818,528,388	—	—	7,179,629,553
Earnings (loss) before interest, taxes and other income (charges)	₱5,013,861,549	₱595,786,360	₱637,531,318	₱1,967,561,108	₱496,341,565	(₱12,658,734)	₱—	₱8,698,423,166
Other segment information:								
Capital expenditures	₱6,698,727,754	₱609,197,471	₱250,756,693	₱456,163,847	₱248,927,789	₱—	₱—	₱8,263,773,554

The revenue of the Group consists mainly of sales to external customers through its retail and e-commerce channels. There were no inter-segment revenue arising from purchase arrangements in 2024, 2023 and 2022. No operating segments have been aggregated to form the above reportable segments.

Capital expenditures consist of additions to property and equipment arising from current acquisitions and those acquired through business combinations plus any adjustments made in the fair values of the acquired property and equipment.

The Group has no significant customer which contributed to 10.00% or more to the revenue of the Group.



7. Cash and Cash Equivalents

This account consists of:

	2024	2023
Cash on hand	₱955,230,713	₱1,001,026,863
Cash in banks	8,332,255,621	9,774,632,940
Cash equivalents	3,849,910,894	2,396,841,678
	₱13,137,397,228	₱13,172,501,481

Cash in banks earn interest at the prevailing bank deposit rates. Cash equivalents are made for varying periods of one (1) to three (3) months, depending on the immediate cash requirements of the Group, and earn annual interest at the respective short-term investment rates ranging from 1.75% to 6.19%, 0.40% to 4.60% and 0.10% to 0.70% in 2024, 2023 and 2022, respectively.

Interest income earned from cash and cash equivalents amounted to ₱142.16 million, ₱152.31 million and ₱94.90 million in 2024, 2023 and 2022, respectively.

8. Trade and Other Receivables

This account consists of:

	2024	2023
Trade (Note 23)	₱3,778,698,195	₱3,227,415,708
Less allowance for impairment losses	33,068,218	40,782,218
	3,745,629,977	3,186,633,490
Nontrade (Note 23)	632,708,458	741,841,847
Due from franchisees (Note 28)	28,271,530	19,861,529
	₱4,406,609,965	₱3,948,336,866

Trade receivables are noninterest-bearing and are generally collectible on 1 to 30-day terms.

Movements in the allowance for impairment losses on trade receivables, which were collectively identified as impaired, follow:

	2024	2023
Balance at beginning of year	₱40,782,218	₱33,788,642
Provision for impairment losses (Note 20)	22,043,027	30,537,733
Reversals and write-off	(29,757,027)	(23,544,157)
Balance at end of year	₱33,068,218	₱40,782,218

Nontrade receivables include receivable from insurance companies, receivable from lessees, dividends receivable on equity securities, and interest receivable arising from debt securities and cash equivalents. These are noninterest-bearing and are generally collectible within one (1) year.



9. Merchandise Inventories

The roll-forward analysis of this account follows:

	2024	2023
Balance at beginning of year	₱29,668,487,299	₱27,469,818,076
Add purchases - net of purchase discounts and allowances	153,842,694,214	148,811,462,319
Cost of goods available for sale	183,511,181,513	176,281,280,395
Less cost of merchandise sold	151,705,277,732	146,525,751,582
	31,805,903,781	29,755,528,813
Less allowance for inventory obsolescence	133,530,201	87,041,514
Balance at end of year	₱31,672,373,580	₱29,668,487,299

As of December 31, 2024 and 2023, merchandise inventories carried at cost amounted to ₱31.67 billion and ₱29.67 billion, respectively. Meanwhile, the costs of merchandise inventories carried at NRV amounted to ₱133.53 million and ₱87.04 million, respectively.

Merchandise inventories recognized as cost of merchandise sold amounted to ₱151.06 billion, ₱146.53 billion and ₱136.54 billion in 2024, 2023 and 2022, respectively. The cost of merchandise sold includes ₱648.20 million sales of inventories with markdowns and special promotions.

Movements in the allowance for inventory obsolescence follow:

	2024	2023
Balance at beginning of year	₱87,041,514	₱160,248,986
Provisions (Note 20)	80,389,150	4,774,615
Write-off	(33,900,463)	(77,982,087)
Balance at end of year	₱133,530,201	₱87,041,514

There were no merchandise inventories that were pledged as security to the Group's liabilities as of December 31, 2024 and 2023.

10. Other Current Assets

This account consists of:

	2024	2023
Input VAT - net	₱754,715,762	₱842,133,164
Prepayments	564,986,732	560,949,452
Creditable withholding taxes	252,681,127	278,923,557
	₱1,572,383,621	₱1,682,006,173

Input VAT is available for offset against output VAT in current and future periods. Prepayments consist of advance payments for rentals, insurance and other prepayments. Creditable withholding taxes are taxes withheld by the withholding agents from payment to the Group and are creditable against the income tax payable.



11. Debt and Equity Instrument Financial Assets

The Group's debt and equity instruments financial assets classified as at FVOCI and at FVTPL are as follows:

	2024	2023
Debt securities		
At FVOCI with recycling	₱2,017,375,952	₱2,212,805,414
At FVTPL	520,729,483	598,121,797
	2,538,105,435	2,810,927,211
Equity securities at FVOCI without recycling	43,627,059,143	23,600,116,836
	₱46,165,164,578	₱26,411,044,047

Debt Securities

At FVOCI with recycling

The Group's debt securities consist of Peso- and Dollar-denominated bond securities with fixed coupon rate per annum ranging from 4.10% to 4.85% and term of five (5) to 10 years.

The roll-forward analysis of debt securities at FVOCI with recycling as of December 31 follows:

	2024	2023
Cost		
At beginning of year	₱2,909,483,252	₱8,014,035,816
Foreign currency exchange gains (losses)	39,831,577	(50,454,355)
Disposals	(741,790,095)	(5,054,098,209)
At end of year	2,207,524,734	2,909,483,252
Amortization of premium	—	(3,115,244)
Changes in fair value		
At beginning of year	(692,823,259)	(519,288,808)
Changes in fair value recognized in other comprehensive income	294,728,614	(278,457,898)
Transfer to profit or loss	208,357,119	104,923,447
At end of year	(189,737,526)	(692,823,259)
	2,017,787,208	2,213,544,749
Less allowance for expected credit losses	411,256	739,335
	₱2,017,375,952	₱2,212,805,414

Amortization of premium in 2023 pertains to accretion of interest income arising from the difference of the carrying value and face value of debt securities at FVOCI with recycling.

Loss on disposal of the Group's debt securities amounted to ₱241.47 million, ₱80.75 million and ₱2.25 million in 2024, 2023 and 2022, respectively.

Interest income earned from debt instrument financial assets amounted to ₱22.15 million, ₱91.06 million and ₱288.83 million in 2024, 2023 and 2022, respectively.



At FVTPL

The Group's debt securities at FVTPL include investments in Edamama Pte. Ltd., Wholeselect Technology Pte. Ltd., Quick Commerce Technologies Inc. Pte. Ltd., and Konvy Pte. Ltd. through Simple Agreement for Future Equity (SAFE).

The roll-forward analysis of debt securities at FVTPL as of December 31 follows:

	2024	2023
At beginning of year	₱598,121,797	₱294,988,235
Additions	–	277,400,000
Disposals	(104,131,542)	–
Translation adjustments	26,739,228	25,733,562
At end of year	₱520,729,483	₱598,121,797

In 2024, the Group wrote off its investments in Wholeselect Technology Pte. Ltd. and Quick Commerce Technologies Inc. Pte. Ltd. in the amount of ₱57.85 million and ₱46.28 million, respectively.

Equity Securities

The Group's equity securities consist of quoted investment in shares of stocks listed on the PSE. The Group has irrevocably elected to classify these equity investments as FVOCI, as it intends to hold them for the foreseeable future.

The roll-forward analysis of equity securities at FVOCI without recycling as of December 31 follows:

	2024	2023
Cost		
At beginning of year	₱20,676,041,036	₱1,197,500,000
Reclassification (Note 13)	14,409,389,444	–
Additions	500,239,970	19,478,601,036
Disposals	(1,197,440,000)	(60,000)
At end of year	34,388,230,450	20,676,041,036
Changes in fair value		
At beginning of year	2,924,075,800	(51,492,499)
Changes in fair value	6,314,752,893	2,975,566,259
Disposals	–	2,040
At end of year	9,238,828,693	2,924,075,800
	₱43,627,059,143	₱23,600,116,836

The changes in fair value on debt and equity instruments financial assets attributable to the equity holders of the Parent Company follow:

	2024	2023
At beginning of year	₱2,231,957,667	(₱570,076,182)
Changes in fair value during the year	6,609,481,507	2,697,110,401
Transfers to profit or loss	208,357,199	104,923,448
At end of year	₱9,049,796,373	₱2,231,957,667



Investment in Bank of the Philippine Islands (BPI)

The Parent Company's Board of Directors (BOD), at its special meeting held on January 5, 2023, approved and confirmed the purchase of an aggregate of 4.4% effective equity interest in BPI through a combination of investments in common shares of BPI and redeemable preferred shares of a holding company with an equity interest in BPI. The transactions were entered into on January 5, 2023, following the agreements signed by the Parent Company, the seller of the shares acquired, and the investee holding company, all on the same date. On January 13, 2023, the Parent Company entered into a new shareholders agreement with the other shareholder of the investee holding company.

Through redeemable preferred shares, the Parent Company has the option to have its investment in the holding company redeemed after two (2) years, in exchange for either cash or BPI shares representing a 1.1% direct ownership in BPI.

The Parent Company paid a total of ₱19.48 billion for the investment on January 13, 2023. Following the said agreements, the Parent Company acquired a 3.3% direct interest in BPI and a 1.1% effective interest in BPI through its investment in the holding company at the time of purchase.

Property dividends declared by BPI

On March 15, 2023, BPI declared property dividends from its treasury shares with an entitlement ratio of 0.0896395563 share for every one (1) common share held by a stockholder, with any fractional share paid in cash. On June 13, 2023, the Philippine SEC approved the property dividend declared by BPI. On June 21, 2023, the Parent Company received the 13,329,307 property dividend shares from BPI.

Merger between BPI and RBC

On December 15, 2023, the Bangko Sentral ng Pilipinas ("BSP") notified BPI and RBC of the approval by the Monetary Board under Resolution No. 1633 dated December 14, 2023, regarding the merger between RBC and BPI, with BPI as the surviving entity, subject to compliance with the conditions stated therein.

On December 29, 2023, the Philippine SEC approved the merger between BPI and RBC, with BPI as the surviving bank.

As a result of the receipt of all corporate and regulatory approvals, RBC and BPI have merged, effective January 1, 2024, with BPI as the surviving entity. Post-merger, the Parent Company directly and indirectly owns approximately 6.5% of BPI, with 2.4% coming from the Merger Shares. The investment purchased last January 13, 2023, which represented 4.4% ownership, was diluted to 4.1% due to additional shares issued by BPI as a result of the merger.

The Parent Company recognized an unrealized gain of ₱4.86 billion on the recognition of BPI shares arising from the merger of RBC and BPI and this was presented under "Other income (charges)" in the consolidated statements of comprehensive income. This unrealized gain reflects the difference between the book value of investments in RBC, which was previously reported under "Noncurrent assets held for sale" line item in the 2023 consolidated statement of financial position, and the fair value of BPI shares received.



Investments in GoTyme Bank Corporation (GoTyme)

On December 28, 2021, the Parent Company acquired 20.0% ownership interest in GoTyme or 200 million shares for a total consideration of ₱200.00 million or ₱1.00 per share. Accordingly, the Parent Company accounted for its investments in GoTyme as part of investments in associates (Note 13).

In 2024, the Parent Company reclassified its investments in GoTyme to the “Debt and equity instruments financial assets” line item in the consolidated statement of financial position due loss of significant influence related to the decrease in its ownership interest from 20.0% to 19.0% (Note 13). As a result of this reclassification, the Group recognized an unrealized gain of ₱941.01 million on the fair value adjustment arising from excess of fair value measurement of retained interest over carrying value of investments in GoTyme and this was presented under “Other income (charges)” in the consolidated statements of comprehensive income.

In 2024, the Parent Company made additional capital investment amounting to ₱500.24 million. The Group’s dividend income earned from equity securities amounted to ₱1,413.05 million, ₱1,263.75 million and ₱293.94 million in 2024, 2023 and 2022, respectively. As of December 31, 2024 and 2023, the Group’s dividend receivable from debt and equity instruments financial assets amounted to ₱53.47 million and ₱377.38 million, respectively (Note 8).



12. Property and Equipment

The roll-forward analysis of this account as of December 31 follows:

	2024							Total
	Land	Building and Other Equipment	Leasehold Improvements	Store Furniture and Fixtures	Office Furniture and Fixtures	Transportation Equipment	Computer Equipment	
Cost								
At beginning of year	₱5,031,983,102	₱3,466,189,050	₱20,892,510,319	₱11,518,803,908	₱6,984,288,778	₱253,308,684	₱5,006,527,533	₱53,153,611,374
Additions	1,866,917	151,368,383	3,351,757,298	581,758,628	659,789,370	21,958,234	730,165,730	5,498,664,560
Disposals and reclassifications	–	(16,192,077)	(906,249,264)	(350,997,154)	(142,133,011)	(49,957,461)	(109,019,292)	(1,574,548,259)
At end of year	5,033,850,019	3,601,365,356	23,338,018,353	11,749,565,382	7,501,945,137	225,309,457	5,627,673,971	57,077,727,675
Accumulated depreciation and amortization								
At beginning of year	–	1,578,918,424	13,099,464,031	7,501,146,387	3,987,135,424	236,770,766	3,357,794,782	29,761,229,814
Depreciation and amortization (Note 20)	–	198,874,071	1,818,350,627	850,915,077	537,284,899	24,195,534	412,117,838	3,841,738,046
Disposals and reclassifications	–	(16,129,922)	(906,049,473)	(350,693,828)	(142,058,531)	(49,208,249)	(106,651,583)	(1,570,791,586)
At end of year	–	1,761,662,573	14,011,765,185	8,001,367,636	4,382,361,792	211,758,051	3,663,261,037	32,032,176,274
Net book value	₱5,033,850,019	₱1,839,702,783	₱9,326,253,168	₱3,748,197,746	₱3,119,583,345	₱13,551,406	₱1,964,412,934	₱25,045,551,401

	2023							Total
	Land	Building and Other Equipment	Leasehold Improvements	Store Furniture and Fixtures	Office Furniture and Fixtures	Transportation Equipment	Computer Equipment	
Cost								
At beginning of year	₱5,019,412,246	₱3,226,995,622	₱20,088,805,998	₱10,451,632,119	₱6,251,441,326	₱254,839,737	₱4,551,993,632	₱49,845,120,680
Additions	12,570,856	245,278,436	1,417,650,849	1,246,285,642	774,010,446	804,273	475,840,127	4,172,440,629
Disposals and reclassifications	–	(6,085,008)	(613,946,528)	(179,113,853)	(41,162,994)	(2,335,326)	(21,306,226)	(863,949,935)
At end of year	5,031,983,102	3,466,189,050	20,892,510,319	11,518,803,908	6,984,288,778	253,308,684	5,006,527,533	53,153,611,374
Accumulated depreciation and amortization								
At beginning of year	–	1,357,082,595	12,130,813,265	7,001,884,900	3,492,810,833	225,674,795	2,989,294,509	27,197,560,897
Depreciation and amortization (Note 20)	–	221,835,829	1,488,189,672	746,634,116	523,301,014	13,431,297	405,246,966	3,398,638,894
Disposals and reclassifications	–	–	(519,538,906)	(247,372,629)	(28,976,423)	(2,335,326)	(36,746,693)	(834,969,977)
At end of year	–	1,578,918,424	13,099,464,031	7,501,146,387	3,987,135,424	236,770,766	3,357,794,782	29,761,229,814
Net book value	₱5,031,983,102	₱1,887,270,626	₱7,793,046,288	₱4,017,657,521	₱2,997,153,354	₱16,537,918	₱1,648,732,751	₱23,392,381,560



In 2024 and 2023, the Group disposed property and equipment with net book value of ₱3.76 million and ₱28.98 million, respectively while depreciation and amortization in 2024 include the net book value of property and equipment from store closures which amounted to ₱535.34 million.

Cost of fully depreciated property and equipment still in use amounted to ₱18.42 billion and ₱14.09 billion as of December 31, 2024 and 2023, respectively.

There were no property and equipment pledged as security to the Group's liabilities as of December 31, 2024 and 2023.

13. Investments in Associates

This account consists of investments in shares of stocks as follows:

	2024	2023
G2M Solutions Philippines, Inc. (G2M)	₱961,617,442	₱944,389,927
HD Retail Holding Pte. Ltd. (HD Retail)	704,531,419	313,821,971
GoTyme	—	405,062,253
Super Pumped Pte. Ltd. (Super Pumped)	—	58,055,500
	₱1,666,148,861	₱1,721,329,651

RBC

Prior to the merger (Note 11), the Parent Company had 40.00% ownership interest in RBC. RBC was incorporated in the Philippines and was engaged in commercial and thrift banking whose principal activities included deposit-taking, lending, foreign exchange dealing and fund transfers or remittance servicing.

On September 30, 2022, the respective BODs of RRHI, BPI, and JG Summit Capital Services Corporation (JG Capital) approved the merger of BPI and RBC, with BPI as the surviving entity, subject to the approval of shareholders and regulatory bodies (i.e., Philippine Competition Commission, Philippine Deposit Insurance Corporation, BSP and SEC). The parties involved in the merger determined the exchange ratio to be used in the share swap. On January 17, 2023, the merger was approved by the stockholders of BPI.

As a result of events and agreements signed in September 2022, the Group reclassified its investments in RBC from investment in associate to the "Noncurrent asset held for sale" line item in the 2022 consolidated statement of financial position, and thereby discontinued the equity method of accounting. Management assessed, in accordance with the exchange ratio, that the carrying amount of asset held for sale is lower than its fair value less cost to sell, thus, the amount recognized in the 2022 consolidated statement of financial position is equal to the carrying amount at the time of reclassification and initial recognition.

The Philippine SEC approved the merger effective on January 1, 2024 (Note 11).

In December 2023 and 2022, the Group received dividends from RBC amounting to ₱404.57 million and ₱122.16 million, respectively, and these were recognized as dividend income following the discontinuance of the equity method of accounting.



GoTyme

In 2024, the Group's investments in GoTyme were reclassified to "Debt and equity instrument financial assets" as a result of loss of significant influence (Note 11).

As of December 31, 2023, the Parent Company had 20.00% ownership interest in GoTyme. GoTyme's principal activity is to operate as a digital bank and is incorporated in the Philippines. In 2023 and 2022, the Parent Company made additional capital infusions amounting to ₱566.00 million and ₱356.50 million, respectively, with no changes in ownership interest in GoTyme.

G2M

On September 20, 2018, the Parent Company made investments in G2M amounting to ₱160.65 million through a convertible note which will provide the Parent Company a 14.90% ownership interest upon conversion of the note. The terms of the agreement also provide and entitled the Parent Company to one (1) out of three (3) Board seats. G2M is principally engaged in the business of providing neighborhood sundry stores enablement platform and software in the Philippines. G2M is incorporated in Singapore. On September 16, 2020, the Parent Company assigned its investment in G2M to NDV. In 2022 and 2021, the Group made additional cash infusion to G2M amounting to ₱495.33 million and ₱33.90 million, respectively. As of December 31, 2024 and 2023, the Group's effective ownership in G2M is at 13.44% and 14.07%, respectively.

The movements in investments in G2M as of December 31 follow:

	2024	2023
Cost		
Balance at beginning of year	₱909,710,295	₱909,710,295
Disposals	(9,232,166)	—
Balance at end of year	900,478,129	909,710,295
Accumulated share in net losses		
Balance at beginning of year	(59,509,427)	(28,509,659)
Share in net losses	(17,465,636)	(30,999,768)
Disposals	782,043	—
Balance at end of year	(76,193,020)	(59,509,427)
Share in translation adjustments	137,332,333	94,189,059
Carrying value	₱961,617,442	₱944,389,927

In 2024, the Group disposed 3,452 G2M shares in exchange for ₱38.19 million (\$683,054) and this resulted to a gain of ₱28.55 million.

G2M's total current assets and current liabilities amounted to \$83.57 million and \$0.21 million as of December 31, 2024, respectively, and \$85.60 million and \$0.12 million as of December 31, 2023, respectively. G2M's total assets and liabilities amounted to \$85.92 million and \$0.21 million as of December 31, 2024, respectively, and \$88.26 million and \$0.12 million as of December 31, 2023, respectively. Any excess of the carrying value over the share in net assets is attributable to excess premium paid for the investment.

G2M's revenue amounted to \$0.68 million for the year ended December 31, 2022, and nil for the years ended December 31, 2024 and 2023. G2M's total cost and expenses amounted to \$3.64 million, \$3.98 million and \$1.9 million for the years ended December 31, 2024, 2023 and 2022, respectively. G2M's total comprehensive losses amounted \$2.15 million, \$3.98 million and \$2.58 million for the years ended December 31, 2024, 2023 and 2022, respectively.



HD Retail

On June 3, 2021, NDV acquired 24.25% ownership interest in HD Retail or 7,275 shares for a total consideration of ₱179.07 million or ₱24,615.00 per share. HD Retail's principal activity is to operate as a hard discount store. HD Retail is incorporated in Singapore. As of December 31, 2024 and 2023, the Group's effective ownership in HD Retail is at 23.43% and 23.08%, respectively.

The movements in investments in HD Retail as of December 31 follow:

	2024	2023
Cost		
Balance at beginning of year	₱649,560,257	₱231,471,237
Additions	787,944,796	418,089,020
Balance at end of year	1,437,505,053	649,560,257
Accumulated share in net losses		
Balance at beginning of year	(360,227,258)	(117,788,225)
Share in net losses	(440,026,850)	(242,439,033)
Balance at end of year	(800,254,108)	(360,227,258)
Share in translation adjustments	67,280,474	24,488,972
Carrying value	₱704,531,419	₱313,821,971

HD Retail's total current assets and current liabilities amounted to \$50.59 million and \$49.22 million as of December 31, 2024, respectively, and \$26.04 million and \$23.60 million as of December 31, 2023, respectively. HD Retail's total assets and liabilities amounted to \$172.24 million and \$127.46 million as of December 31, 2024, respectively, and \$85.04 million and \$64.56 million as of December 31, 2023, respectively.

For the years ended December 31, 2024, 2023 and 2022, HD Retail's total revenues amounted to \$238.90 million, \$107.94 million and \$19.02 million, respectively. For the years ended December 31, 2024, 2023 and 2022, HD Retail's total cost and expenses amounted \$266.75 million, \$126.90 million and \$26.86 million, respectively.

For the years ended December 31, 2024, 2023 and 2022, HD Retail's total comprehensive losses amounted to \$32.47 million, \$18.85 million and \$7.84 million, respectively.

Super Pumped

In February 2022, NDV acquired 20% ownership in Super Pumped for a total consideration ₱61.61 million. Super Pumped is incorporated in Singapore. In 2024, NDV has disposed its investments in Super Pumped in exchange for ₱17.07 million (\$332,547) and this resulted to a loss of ₱41.79 million.

Taste Central Curators, Inc. (TCCI)

On December 13, 2017, the Parent Company acquired 20.00% ownership interest in TCCI or 1.00 million shares for a total consideration of ₱125.00 million or ₱25.00 per share. On March 28, 2019, the Parent Company acquired additional 875,011 common shares representing 10% ownership interest for a total consideration of ₱280.00 million. The Parent Company's ownership interest in TCCI is 30% as of December 31, 2022. In 2023, the Parent Company has written off its investments in TCCI amounting to ₱220.18 million due to discontinuation of its business. TCCI is incorporated in the Philippines and is the operator of BeautyMNL, an e-commerce site.



The movements in the investments in TCCI for the year ended December 31, 2023 follow:

Cost	
Balance at beginning and end of year	₱405,000,000
Accumulated share in net losses	
Balance at beginning of year	(169,593,486)
Share in net losses	(15,228,594)
Balance at end of year	(184,822,080)
Write-off	(220,177,920)
Carrying value	₱—

DAVI

On November 16, 2018, the Parent Company subscribed to 40% ownership interest in DAVI for a total consideration of ₱0.40 million. DAVI's principal activities include processing, managing and analyzing data. DAVI is incorporated in the Philippines.

In 2024 and 2023, the Parent Company made additional capital infusions amounting to ₱40.00 million and ₱20.00 million, respectively, with no changes in ownership interest in DAVI.

The movements in the investments in DAVI for the years ended December 31 follow:

	2024	2023
Cost		
Balance at beginning of year	₱452,000,000	₱432,000,000
Additions	40,000,000	20,000,000
Balance at end of year	492,000,000	452,000,000
Accumulated share in net losses		
Balance at beginning of year	(452,000,000)	(425,190,040)
Share in net losses	(40,000,000)	(26,809,960)
Balance at end of year	(492,000,000)	(452,000,000)
Carrying value	₱—	₱—

DAVI's total current assets and current liabilities amounted to ₱1.10 billion and ₱1.24 billion as of December 31, 2024, respectively, and ₱824.88 million and ₱1.14 billion as of December 31, 2023, respectively. DAVI's total assets and liabilities amounted to ₱1.13 billion and ₱1.26 billion as of December 31, 2024, respectively, and ₱897.34 million and ₱1.16 billion as of December 31, 2023, respectively.

For the years ended December 31, 2024, 2023 and 2022, DAVI's total revenues amounted to ₱459.80 million, ₱223.08 million and ₱241.05 million, respectively. For the years ended December 31, 2024, 2023 and 2022, DAVI's total cost and expenses incurred amounted to ₱374.53 million, ₱515.85 million and ₱612.16 million, respectively.

For the years ended December 31, 2024, 2023 and 2022, DAVI's total comprehensive losses amounted to ₱71.59 million, ₱292.73 million and ₱371.10 million, respectively.

The Group's unrecognized share in net losses of DAVI amounted to ₱78.92 million and ₱90.28 million as of December 31, 2024 and 2023, respectively.



GrowSari

On August 16, 2018, RSC made an investment in GrowSari amounting to ₱105.00 million through a convertible note which will provide RSC with 28.60% ownership interest upon conversion of the note. The terms of the agreement also provide technical information and entitled RSC to two (2) out of seven (7) Board seats. GrowSari is engaged in selling wholesale goods to sari-sari business owners. GrowSari is incorporated in the Philippines.

The movements in investments in GrowSari as of December 31, 2022 follow:

Cost	
Balance at beginning of year	₱105,000,000
Return of investment	(105,000,000)
Balance at end of year	—
Accumulated share in net losses	
Balance at beginning of year	(105,000,000)
Gain on reversal of accumulated share in net loss	105,000,000
Balance at end of year	—
Carrying value	₱—

On February 4, 2022, G2M purchased the Group's convertible note of Growsari for a total consideration of \$4.00 million. Gain on reversal of accumulated equity is presented under "Other income (charges)" in the consolidated statements of comprehensive income.

14. Intangible Assets

This account consists of:

	2024	2023
Goodwill	₱14,725,338,315	₱14,725,338,315
Trademarks	7,950,917,598	7,950,917,598
Franchise	2,843,786	3,602,129
	₱22,679,099,699	₱22,679,858,042

Goodwill

As of December 31, 2024 and 2023, the Group's goodwill pertains to the excess of acquisition cost over the fair value of the net assets of acquired subsidiaries which also represents separate CGUs:

RSCI	₱9,109,386,061
RPI	2,343,614,826
TGPPI	1,281,428,830
SSDI	745,887,131
SEWI	715,103,869
EC	199,870,222
RHIB	145,655,320
RTSHPI	85,161,468
JRMC	71,732,435
GPC	23,250,000
HPTDI	4,248,153
	₱14,725,338,315



The business combinations of the Group resulted in the recognition of goodwill totaling to ₱14.72 billion, which comprises the fair value of expected synergies arising from acquisition. As of December 31, 2024 and 2023, the recoverable value of the CGUs to which the goodwill pertains is in excess of the carrying value of the CGUs, thus, there was no impairment.

Trademarks

As of December 31, 2024 and 2023, the Group's trademarks were acquired through business combinations and were recognized at fair value at the date of acquisition. Details follow:

RSCI	₱3,205,411,607
RPI	1,514,575,531
SSDI	1,566,917,532
TGPPI	1,264,098,435
SEWI	364,914,493
SFI	35,000,000
	₱7,950,917,598

Franchise

On January 10, 2018, Pet Lovers Centre International Pte. Ltd, granted the Group the right to develop its business including its trademarks, system, manuals and image in the Philippines for a total consideration of ₱7.58 million. The Group started Pet Lovers Centre operations in October 2018. The franchise is amortized using straight-line method over a period of 10 years.

The rollforward analysis of the franchise follows:

	2024	2023
Balance at beginning of year	₱3,602,129	₱4,360,472
Amortization for the year (Note 20)	(758,343)	(758,343)
Balance at end of year	₱2,843,786	₱3,602,129

15. Other Noncurrent Assets

This account consists of:

	2024	2023
Security and other deposits	₱2,449,560,330	₱2,415,443,907
Construction bonds	49,072,280	79,924,253
	₱2,498,632,610	₱2,495,368,160

Security and other deposits include refundable deposits at the end of the lease term (Note 27). The present values of these deposits were computed using incremental borrowing rates ranging from 6.27% to 8.24% and 6.90% to 8.80% in 2024 and 2023, respectively.

Interest income recognized from these security deposits amounted to ₱7.85 million and ₱2.24 million in 2024 and 2023, respectively.



16. Trade and Other Payables

This account consists of:

	2024	2023
Trade	₱16,336,590,306	₱16,425,896,482
Nontrade (Note 23)	10,928,960,014	9,789,474,640
Others	635,237,376	683,214,908
	₱27,900,787,696	₱26,898,586,030

Trade payables are noninterest-bearing and are normally settled on 45 to 60 in days' term arising mainly from purchases of merchandise inventories for resale.

Nontrade payables mainly consist of liabilities relating to short-term rentals, and providers of services such as security and safety, utilities and repairs and maintenance, contract liabilities, output VAT, interest payable and due to related parties. The terms and conditions of related party transactions are separately disclosed in Note 23. Others mainly consists of statutory liabilities, deposits and license payables. Output VAT will be offset against input VAT.

Contract Liabilities

The Group identified its gift check outstanding and deferred revenue, recorded under nontrade payables, as contract liabilities as of December 31, 2024 and 2023. These represent the Group's obligation to provide goods or services to the customers for which the Group has received consideration from the customers. Substantially, all of the contract liabilities at year-end will be recognized as revenue in the following year.

	2024	2023
Gift check outstanding	₱281,063,020	₱235,259,791
Deferred revenue	7,442	169,942
	₱281,070,462	₱235,429,733

Below is the roll-forward of contract liabilities as December 31:

	2024	2023
Balance at beginning of year	₱235,429,733	₱241,043,947
Deferred during the year	518,906,200	548,009,350
Recognized as revenue during the year	(473,265,471)	(553,623,564)
Balance at end of year	₱281,070,462	₱235,429,733

17. Loans Payable

Short-term loans payable

The roll-forward analysis of the Group's short-term loans payable follows:

	2024	2023
Balance at beginning of year	₱8,129,000,000	₱8,409,000,000
Availments	14,025,000,000	14,198,909,471
Payments	(7,440,000,000)	(14,478,909,471)
Balance at end of year	₱14,714,000,000	₱8,129,000,000



Details of the subsidiaries' short-term loans are as follows:

	2024	2023
RSC	₱9,695,000,000	₱4,270,000,000
SSDI	3,669,000,000	3,089,000,000
RPI	850,000,000	300,000,000
RDSI	390,000,000	405,000,000
RAC	100,000,000	—
S50	10,000,000	30,000,000
HPTD	—	35,000,000
	₱14,714,000,000	₱8,129,000,000

- a.) RSC's short-term loans payable consist of loan availments from local commercial banks with interest rates ranging from 5.75% to 6.50% per annum in 2024 and 5.80% to 6.60% per annum in 2023. In 2024 and 2023, RSC availed of short-term loans amounting to ₱12.26 billion and ₱6.52 billion, respectively. In 2024 and 2023, RSC paid ₱6.83 billion and ₱6.47 billion, respectively.
- b.) SSDI's short-term loans payable consist of loan availment from local commercial banks with interest rates ranging from 5.95% to 6.60% per annum in 2024 and 5.80% to 6.50% per annum in 2023. In 2024, SSDI availed of short-term loans amounting to ₱600.00 million. In 2024 and 2023, SSDI paid ₱20.00 million and ₱300.00 million, respectively.
- c.) RPI's short-term loans payable consists of loan availment from a local commercial bank with interest rate ranging from 5.80% to 6.50% per annum in 2024 and 5.50% to 6.60% per annum in 2023. In 2024 and 2023, RPI availed of short-term loans amounting to ₱550.00 million and ₱300.00 million, respectively. In 2023, RPI paid ₱250.00 million.
- d.) RDSI's short-term loans payable consist of loan availment from a local commercial bank with interest rates ranging from 6.05% to 6.60% per annum in 2024 and 5.90% to 6.75% per annum in 2023. In 2024, RHDDS availed of short-term loans amounting to ₱35.00 million. In 2024 and 2023, RHDDS paid ₱50.00 million and ₱220.00 million, respectively.
- e.) RAC's short-term loans payable consist of loan availment from a local commercial bank with interest rates ranging from 6.20% to 6.40% per annum in 2024. In 2024, RAC availed of short-term loans amounting to ₱150.00 million and paid ₱50.00 million.
- f.) S50's short-term loans payable consist of loan availment from a local commercial bank with interest rates ranging from 6.35% to 6.60% per annum in 2024 and 2023. In 2023, S50 availed short-term loans amounting to ₱35.00 million. In 2024 and 2023, S50 paid ₱20.00 million and ₱5.00 million, respectively.
- g.) HPTD's short-term loans payable consist of loan availment from local commercial banks with interest rates ranging from 6.35% to 6.65% per annum in 2024 and 6.0% to 6.75% per annum in 2023. In 2023, HPTD availed short-term loans amounting to ₱35.00 million. In 2024 and 2023, HPTD paid ₱35.00 million and ₱15.00 million, respectively.



- h.) On January 13, 2023, the Parent Company borrowed ₱17.15 billion under Term Loan Facility Agreement with Metropolitan Bank & Trust Company, with interest rate of 6.00% per annum, to partially finance the acquisition of shares in BPI (Note 11). On April 13, 2023, the Parent Company repaid the loan amounting to ₱6.50 billion and the remaining balance was refinanced through a five-year long term loan amounting to ₱10.65 billion, with interest rate of 6.75% per annum. The Parent Company made partial payments on this loan amounting to ₱2.30 billion, ₱0.50 billion, ₱2.20 billion, and ₱2.15 billion on October 11, 2024, July 12, 2024, April 12, 2024, and October 13, 2023, respectively. On June 7, 2023, the Parent Company borrowed a short-term loan of ₱1.80 billion, with interest rate at 6.30% per annum. In 2023, the Parent Company fully paid the said loan. On June 6, 2024, the Parent Company availed of a short-term loan of ₱0.40 billion, with interest rate of 6.10% per annum. Subsequently on July 5, 2024, the Parent Company fully paid the said short-term loan.

Long-term loans payable

On April 11, 2023, the Parent Company and RSC availed of a long-term loan amounting to ₱10.65 billion and ₱4.84 billion, respectively, with interest rate of 6.75% per annum and payable after five (5) years. The loans were used to acquire 4.4% ownership in BPI (Note 11). The transaction costs of ₱116.18 million, related to documentary stamp tax, were capitalized and amortized over the term of loan. Partial payments for the long-term loans payable amounted to ₱5.00 billion and ₱2.15 billion in 2024 and 2023, respectively.

The roll-forward analysis of the Group's long-term loans payable follows:

	2024	2023
Principal		
Balance at beginning of year	₱13,340,000,000	₱15,490,000,000
Payments	(5,000,000,000)	(2,150,000,000)
Balance at end of year	8,340,000,000	13,340,000,000
Deferred transaction costs		
Balance at beginning of year	(99,838,337)	(116,175,000)
Amortization	21,634,643	16,336,663
Balance at end of year	(78,203,694)	(99,838,337)
Carrying value	₱8,261,796,306	₱13,240,161,663

As of December 31, 2024 and 2023, the balances of the long-term loans follows:

	2024	2023
RRHI	₱3,446,959,507	₱8,431,954,189
RSC	4,814,836,799	4,808,207,474
	₱8,261,796,306	₱13,240,161,663

The long-term loans payable are subject to certain covenants including maintaining a maximum consolidated net debt-to-equity ratio of 2:1 for RRHI and consolidated net debt-to-equity ratio of 2:1 for RSC. As of December 31, 2024 and 2023, RRHI and RSC are in compliance with the required ratio.

Total interest expense incurred on short-term and long-term loans payable amounted to ₱1,498.40 million, ₱1,447.56 million and ₱225.57 million in 2024, 2023 and 2022, respectively.



18. Equity

Capital Stock

The details of the Parent Company's capital stock as of December 31 follow:

	Number of Shares		Amount	
	2024	2023	2024	2023
Common stock - ₱1 par value				
Authorized shares	2,000,000,000	2,000,000,000	₱2,000,000,000	₱2,000,000,000
Issued shares	1,576,489,360	1,576,489,360	1,576,489,360	1,576,489,360
Issued and outstanding shares	1,424,312,360	1,457,597,400	1,424,312,360	1,457,597,400
Treasury shares	152,177,000	118,891,960	(7,600,020,804)	(6,410,402,228)

Registration Track Record

On November 11, 2013, the Parent Company listed with the Philippine Stock Exchange (PSE) its common stock wherein it offered 484,750,000 shares to the public at ₱58.00 per share. All shares offered were sold. The Parent Company incurred transaction costs incidental to the initial public offering amounting to ₱745.65 million, which were charged against "Additional paid-in capital" in the 2013 consolidated statement of financial position.

Of the total shares sold to the public, the Parent Company reacquired 18,971,950 common shares in 2013 at ₱58.00 per share or an aggregate cost of ₱1.10 billion. In 2014, the Parent Company's BOD approved the sale of 18,971,950 common shares, previously held as treasury shares, at a selling price of ₱69.00 per share, with a total gross selling proceeds of ₱1.31 billion. In December 2014, the Parent Company received the net cash proceeds of ₱1.30 billion, net of the transaction costs amounting ₱8.22 million. The excess of net proceeds over the aggregate cost was recorded under "Additional paid-in capital" amounting to ₱200.47 million.

Following these transactions, all common shares held in treasury by the Parent Company have already been reissued as of December 31, 2013.

Below is the summary of the Parent Company's track record of registration of securities:

Year	Number of Shares Registered*	Number of Holders of Securities
December 31, 2022	1,576,489,360	44
Add/(deduct) movement	—	1
December 31, 2023	1,576,489,360	45
Add/(deduct) movement	—	2
December 31, 2024	1,576,489,360	47

*Exclusive of 152,177,000 and 118,891,960 treasury shares as of December 31, 2024 and 2023, respectively.

Treasury Stock

On March 9, 2020, the Parent Company's BOD authorized the buy-back of the Parent Company's common shares of up to ₱2.00 billion. The repurchased shares are presented under "Treasury stock" line item in the consolidated statement of financial position.



On July 25, 2024, November 16, 2023, April 27, 2022, February 11, 2022, and February 26, 2021, the Parent Company's BOD approved to extend the share buyback program for an additional amount of ₱1.00 billion, ₱1.00 billion, ₱1.00 billion, ₱1.00 billion, and ₱2.00 billion, respectively, to improve share value. As of December 31, 2024 and 2023, the total amount allotted for the share buyback program amounted to ₱8.00 billion and ₱7.00 billion, respectively.

As of December 31, 2024 and 2023, the Parent Company has repurchased 152.18 million and 118.89 million shares for ₱7,600.02 million and ₱6,410.40 million, respectively, under the buyback program. Under the Revised Corporation Code, a stock corporation can purchase or acquire its own shares provided that it has unrestricted retained earnings to cover the shares to be purchased or acquired.

The program will be implemented in the open market through the trading facilities of the PSE and will be supervised by the President and Chief Executive Officer and Chief Financial Officer, as authorized by the BOD.

The movements in the Parent Company's treasury shares follow:

	2024		2023	
	Shares	Amount	Shares	Amount
Balance at beginning of year	118,891,960	₱6,410,402,228	97,313,220	₱5,425,324,182
Additions	33,285,040	1,189,618,576	21,578,740	985,078,046
Balance at end of year	152,177,000	₱7,600,020,804	118,891,960	₱6,410,402,228

As of March 25, 2025, the Parent Company has re-purchased a total of 157,704,215 common shares and the remaining balance of the amount for the buyback amounted to ₱193.21 million.

Equity Reserve

Details of equity reserve follow:

	2024	2023	2022
Acquisition of additional shares from noncontrolling interest			
Balance at beginning of year	(₱742,678,028)	(₱742,678,028)	(₱995,284,977)
Additions	(29,363,439)	—	252,606,949
Balance at end of year	(₱772,041,467)	(₱742,678,028)	(₱742,678,028)

Acquisition of additional shares from a noncontrolling shareholder

On February 29, 2024, RHMI purchased the remaining 25% minority interest in HPTDI for a total consideration of ₱21.12 million, increasing its share from 75% to 100%. The Group recognized equity reserve from the acquisition amounting to ₱29.36 million representing the difference between the consideration and the net book value of NCI.

On February 22, 2022, RSC acquired Ministop Japan's (MSJ) 40% stake in RCSI for a consideration of ₱209.39 million, increasing its share from 60% to 100%. The Group recognized equity reserve from the acquisition amounting to ₱225.47 million representing the difference between the consideration and the net book value of NCI.



On July 1, 2022, the Group bought the remaining 33% ownership in RHIB from an NCI for a total consideration of ₱117.56 million. The Group recognized equity reserve in the amount of ₱27.13 million representing the difference between the consideration and the net book value of NCI.

On December 5, 2014, RSC acquired additional 2,500,000 common shares, representing 25% of RHMI from a noncontrolling shareholder for ₱1.45 billion. The Group recognized equity reserve from the acquisition amounting to ₱1.02 billion. In 2015, the total consideration was adjusted from ₱1.45 billion to ₱1.48 billion and the difference was recognized as an adjustment to equity reserve. The adjusted equity reserves amounted to ₱995.28 million representing the difference between the consideration and the net book value of NCI.

The equity reserve from the acquisition will only be recycled to the consolidated statements of comprehensive income in the event that RSC will lose its control over RHMI.

Retained Earnings

The income of the subsidiaries and accumulated share in net income of the associates that are recognized in the consolidated statements of comprehensive income are not available for dividend declaration unless these are declared by the subsidiaries and associates. The accumulated earnings of subsidiaries included in retained earnings amounted to ₱19.50 billion and ₱24.52 billion as of December 31, 2024 and 2023, respectively.

Dividend declaration

Details of the Parent Company's dividend declarations follow:

	2024	2023	2022
Date of declaration	May 10, 2024	May 12, 2023	April 27, 2022
Dividend per share	₱2.00	₱2.00	₱2.00
Total dividends	₱2,907,005,400	₱2,944,699,580	₱2,984,905,600
Date of record	May 27, 2024	May 26, 2023	May 20, 2022
Date of payment	June 10, 2024	June 9, 2023	June 10, 2022

Appropriation of retained earnings

The roll-forward analysis of appropriated retained earnings follows:

	2024	2023	2022
Balance at beginning of year	₱16,405,752,847	₱17,277,752,847	₱23,965,752,847
Appropriation	3,705,000,000	332,000,000	1,528,000,000
Reversal of appropriation	(5,806,500,000)	(1,204,000,000)	(8,216,000,000)
Balance at end of year	₱14,304,252,847	₱16,405,752,847	₱17,277,752,847

On December 1, 2022, the Parent Company's BOD authorized and approved the appropriation of retained earnings amounting to ₱530.00 million to cover the Parent Company's investment program within three (3) years.



The respective BODs of the subsidiaries approved the appropriation of retained earnings which shall be used to augment new stores with the Group's nationwide expansion and these are expected to be completed in the next two (2) to five (5) years from the year of appropriation. Details are as follows:

Entity	2024	2023	2022
SSDI	₱3,130,500,000	₱—	₱—
RHMI	255,500,000	202,000,000	407,000,000
RAC	180,000,000	90,000,000	345,000,000
RTSHPI	90,000,000	—	30,000,000
WHMI	47,000,000	40,000,000	54,000,000
HEMI	2,000,000	—	—
RRHI	—	—	530,000,000
RDSI	—	—	162,000,000
	₱3,705,000,000	₱332,000,000	₱1,528,000,000

Reversal of appropriation

The respective BOD of the subsidiaries approved the reversal of appropriated retained earnings due to completion of certain store expansions and renovations.

Entity	2024	2023	2022
SSDI	₱2,556,500,000	₱—	₱—
RSC	2,000,000,000	—	₱7,000,000,000
RHMI	1,100,000,000	1,000,000,000	278,000,000
WHMI	150,000,000	200,000,000	11,000,000
HEMI	—	4,000,000	—
RRHI	—	—	530,000,000
RDSI	—	—	162,000,000
RAC	—	—	235,000,000
	₱5,806,500,000	₱1,204,000,000	₱8,216,000,000

Noncontrolling Interests

Total dividends declared and paid to noncontrolling interests follow:

	Total Dividends Declared			Share of Noncontrolling Interests		
	2024	2023	2022	2024	2023	2022
TGPPI	₱700,000,000	₱400,000,000	₱750,000,000	₱343,000,000	₱318,500,000	₱367,500,219
RHMI	1,190,000,000	1,000,000,000	300,000,000	238,000,000	200,000,000	60,000,000
WHI	150,000,000	100,000,000	—	52,500,000	35,000,000	—
SSDI	283,456,380	288,218,888	—	28,345,999	28,822,056	—
RAC	76,999,985	—	—	25,409,995	—	—
RTSHPI	5,000,000	5,000,000	5,000,000	1,666,666	1,666,666	1,666,666
SEWI	—	—	230,000,000	—	—	23,000,000
				₱688,922,660	₱583,988,722	₱452,166,885

In 2024, the Group acquired NCI in HPTDI increasing the Group's ownership stake from 75% to 100%.



In August 2022, an NCI made an investment in S50 amounting to ₱12.25 million.

Material partly owned subsidiary

As of December 31, 2024 and 2023, the Group has 45.90% proportion of equity interest held by noncontrolling interests attributable to TGPPI. Accumulated balances of material noncontrolling interests amounted to ₱646.91 million, ₱596.56 million and ₱598.03 million as of December 31, 2024, 2023 and 2022, respectively.

Net income allocated to material noncontrolling interests amounted to ₱374.75 million, ₱388.52 million and ₱311.08 million in 2024, 2023 and 2022, respectively.

TGPPI's total assets amounted to ₱2,721.02 million and ₱2,505.31 million as of December 31, 2024 and 2023, respectively, while total liabilities amounted to ₱1,313.64 million and ₱1,209.36 million as of December 31, 2024 and 2023, respectively.

TGPPI's total sales amounted to ₱5,432.14 million, ₱5,421.46 million and ₱5,043.00 million in 2024, 2023 and 2022, respectively. TGPPI's net income amounted to ₱816.46 million, ₱846.44 million and ₱677.74 million in 2024, 2023 and 2022, respectively.

Capital Management

The primary objective of the Group's capital management policy is to ensure that it maintains healthy capital in order to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for the years ended December 31, 2024, 2023 and 2022.

The Group considers as capital the equity attributable to equity holders of the Parent Company. The following table shows the component of the Group's equity which it manages as capital as of December 31:

	2024	2023
Capital stock	₱1,576,489,360	₱1,576,489,360
Additional paid-in capital	40,768,202,897	40,768,202,897
Treasury stock	(7,600,020,804)	(6,410,402,228)
Other comprehensive income	9,388,662,498	2,266,083,092
Equity reserve	(772,041,467)	(742,678,028)
Retained earnings:		
Appropriated	14,304,252,847	16,405,752,847
Unappropriated	30,876,862,490	21,416,540,368
	₱88,542,407,821	₱75,279,988,308



19. Revenue from Contracts with Customers

Sales are recognized from customers at the point of sale in the stores and upon delivery.

Sales returns and sales discounts deducted from the sales to arrive at the net sales amounted to ₱7.20 billion, ₱7.22 billion and ₱6.58 billion in 2024, 2023 and 2022, respectively.

Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contracts with customers:

Segments	2024					Total
	Food	Department Store	DIY	Drug Store	Specialty Store	
Type of goods or service						
Sale of goods - retail	₱119,403,874,959	₱16,612,480,110	₱11,783,364,007	₱30,347,789,363	₱14,670,822,076	₱192,818,330,515
Sale of merchandise to franchisees	870,540,868	—	—	5,478,031,853	—	6,348,572,721
Franchise revenue	162,500	—	—	38,768,078	—	38,930,578
Royalty fee	111,576,493	—	—	116,402,977	—	227,979,470
	₱120,386,154,820	₱16,612,480,110	₱11,783,364,007	₱35,980,992,271	₱14,670,822,076	₱199,433,813,284
Timing of revenue recognition						
Goods transferred at point in time	₱120,274,415,827	₱16,612,480,110	₱11,783,364,007	₱35,825,821,216	₱14,670,822,076	₱199,166,903,236
Services transferred over time	111,738,993	—	—	155,171,055	—	266,910,048
	₱120,386,154,820	₱16,612,480,110	₱11,783,364,007	₱35,980,992,271	₱14,670,822,076	₱199,433,813,284



2023						
Segments	Food	Department Store	DIY	Drug Store	Specialty Store	Total
Type of goods or service						
Sale of goods - retail	₱113,939,814,127	₱16,269,769,388	₱12,305,507,597	₱27,965,134,007	₱15,231,005,331	₱191,134,400,471
Sale of merchandise to franchisees	991,461,138	—	—	5,423,170,021	—	991,461,138
Franchise revenue	1,381,250	—	—	33,905,905	—	35,287,155
Royalty fee	124,624,907	—	—	98,252,402	—	222,877,309
	₱115,057,281,422	₱16,269,769,388	₱12,305,507,597	₱33,520,462,335	₱15,231,005,331	₱192,384,026,073
Timing of revenue recognition						
Goods transferred at point in time	₱114,931,275,265	₱16,269,769,388	₱12,305,507,597	₱33,388,304,028	₱15,231,005,331	₱192,125,861,609
Services transferred over time	126,006,157	—	—	132,158,307	—	258,164,464
	₱115,057,281,422	₱16,269,769,388	₱12,305,507,597	₱33,520,462,335	₱15,231,005,331	₱192,384,026,073
2022						
Segments	Food	Department Store	DIY	Drug Store	Specialty Store	Total
Type of goods or service						
Sale of goods - retail	₱106,180,792,757	₱15,035,649,818	₱12,403,416,128	₱24,404,386,289	₱14,704,116,292	₱177,809,475,233
Sale of merchandise to franchisees	1,011,593,827	—	—	5,043,754,756	—	1,011,593,827
Franchise revenue	250,641,591	—	—	25,562,643	—	276,204,234
Royalty fee	172,871,514	—	—	94,011,711	—	229,524,032
	₱107,615,899,689	₱15,035,649,818	₱12,403,416,128	₱29,567,715,399	₱14,704,116,292	₱179,326,797,326
Timing of revenue recognition						
Goods transferred at point in time	₱107,192,386,584	₱15,035,649,818	₱12,403,416,128	₱29,485,500,238	₱14,704,116,292	₱178,821,069,060
Services transferred over time	423,513,105	—	—	82,215,161	—	505,728,266
	₱107,615,899,689	₱15,035,649,818	₱12,403,416,128	₱29,567,715,399	₱14,704,116,292	₱179,326,797,326



20. Operating Expenses

This account consists of:

	2024	2023	2022
Personnel costs and contracted services (Notes 21 and 22)	₱12,129,594,914	₱11,321,076,820	₱10,154,653,022
Rental and utilities (Notes 23 and 27)	10,851,911,996	10,295,540,444	9,585,433,406
Depreciation and amortization (Notes 12, 14 and 27)	7,246,279,847	7,499,945,134	7,179,629,553
Transportation and travel	2,386,055,640	2,207,435,476	2,138,028,174
Advertising	1,687,904,468	1,395,857,625	1,197,347,138
Supplies	1,145,997,612	1,169,226,534	1,136,793,920
Bank and credit charges	1,133,786,361	986,095,978	783,285,209
Repairs and maintenance	987,745,903	1,008,816,093	1,059,598,027
Commission expense	216,103,052	148,051,318	219,867,997
Royalty expense (Note 28)	124,341,374	151,716,236	81,488,630
Tolling fee	47,547,674	29,978,296	39,541,655
Others	1,766,127,889	1,633,963,843	1,167,440,420
	₱39,723,396,730	₱37,847,703,797	₱34,743,107,151

Others consist mainly of taxes and licenses, insurance, professional fees and provision for impairment losses.

Depreciation and amortization pertain to:

	2024	2023	2022
Property and equipment (Note 12)	₱3,306,393,471	₱3,398,638,894	₱3,086,340,845
Amortization of ROU assets (Note 27)	3,939,128,033	4,100,547,897	4,092,530,369
Trademarks, franchise and license fees (Note 14)	758,343	758,343	758,339
	₱7,246,279,847	₱7,499,945,134	₱7,179,629,553

21. Personnel Costs and Contracted Services

This account consists of:

	2024	2023	2022
Salaries, allowances and benefits (Note 20)	₱8,059,648,351	₱7,144,977,248	₱6,184,460,843
Contracted services (Note 20)	4,069,946,563	4,176,099,572	3,970,192,179
	₱12,129,594,914	₱11,321,076,820	₱10,154,653,022



Details of salaries, allowances and benefits:

	2024	2023	2022
Salaries, allowances and benefits	₱7,787,077,744	₱6,828,168,694	₱5,983,737,404
Retirement expense (Note 22)	272,570,607	316,808,554	200,723,439
	₱8,059,648,351	₱7,144,977,248	₱6,184,460,843

22. Retirement Plan

The Group has a funded, non-contributory, defined benefit pension plan covering all regular permanent employees. Benefits are dependent on years of service and the respective employee's final compensation. The benefits are paid in a lump-sum upon retirement or separation in accordance with the terms of the Robinsons Retail Multi-Employer Retirement Plan, South Star Drug Retirement Plan and Rustan Supercenters Retirement Plan (the Plan).

The Group computes the actuarial valuation every year by hiring the services of a professional third-party qualified actuary. The most recent actuarial valuation was carried out for the Group as of December 31, 2024.

The Group is a member of the Plan which is administered separately by the Trustee, Metrobank Corporation and Bank of the Philippine Islands, so named under the Trust Agreement. The Trustee is under the supervision of the Retirement Working Committee (the Committee) of the Plan. The Committee shall have all the powers necessary or useful in the discharge of its duties, including but not limited, to implement and administer the plan, propose changes and determine the rights of the members of the plan. However, changes or revisions in the Plan shall be approved by the Executive Retirement Committee.

The Committee may seek the advice of counsel and appoint an investment manager or managers to manage the Retirement Fund, an independent accountant to audit the Fund and an actuary to value the Plan.

Under the existing regulatory framework, Republic Act (RA) No. 7641, or the "Retirement Pay Law", requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan.

The components of retirement expense under "Operating expenses" account in the consolidated statements of comprehensive income are as follows:

	2024	2023	2022
Current service cost	₱263,104,174	₱192,679,999	₱202,090,464
Net interest cost (income)	14,687,467	(2,726,359)	6,435,223
Past service cost (income)	(5,221,034)	126,854,914	(7,802,248)
Retirement expense	₱272,570,607	₱316,808,554	₱200,723,439



As of December 31, 2024 and 2023, the net retirement obligation (plan asset) recognized in the consolidated statements of financial position follow:

	2024	2023
Present value of defined benefit obligation	₱2,290,604,733	₱2,130,773,516
Fair value of plan assets	(2,215,589,477)	(1,688,809,515)
Net retirement obligation	₱75,015,256	₱441,964,001

As of December 31, 2024, RSC, RHMI, WHI, HEMI, HPTD, RBCD, RTSHPI, RVC, RAC, SEWI, and RDSI have net retirement plan asset position totaling to ₱402.94 million while SSDI, RPI, TGPPI, and S50 have net retirement obligation totaling to ₱477.96 million.

As of December 31, 2023, RHIB, RHMI, WHI, HEMI, RTSHPI, RVC, RAC and RDSI have net plan asset position totaling to ₱166.45 million while RSC, TGPPI, SSDI, RPI, S50, SEWI, have net retirement obligation totaling to ₱608.42 million.

The movements in net retirement obligation recognized in the consolidated statements of financial position follow:

	2024	2023
Balance at beginning of year	₱441,964,001	(₱11,441,124)
Retirement expense	272,570,607	316,808,554
Benefits paid from direct payments	(12,047,568)	(4,878,539)
Remeasurement loss (gain)	(249,134,484)	336,299,975
Actual contribution	(378,337,300)	(194,824,865)
Balance at end of year	₱75,015,256	₱441,964,001

Remeasurement effects recognized in OCI:

	2024	2023	2022
Remeasurement losses (gains) on:			
Retirement obligation	(₱138,212,922)	₱308,366,911	₱282,219,904
Retirement plan assets	(110,921,562)	27,933,064	(40,675,962)
	(₱249,134,484)	₱336,299,975	₱241,543,942

Changes in the present value of defined benefit obligation follow:

	2024	2023
Balance at beginning of year	₱2,130,773,516	₱1,474,339,187
Current service cost	263,104,174	192,679,999
Interest cost	120,621,667	105,094,299
Past service cost (income)	(5,221,034)	126,854,914
Benefits paid	(80,460,668)	(76,561,794)
Remeasurement losses (gains) arising from:		
Changes in financial assumptions	45,096,274	274,711,808
Changes in demographic assumptions	—	37,796,173
Experience adjustments	(183,309,196)	(4,141,070)
Balance at end of year	₱2,290,604,733	₱2,130,773,516



Movements in the fair value of plan assets follow:

	2024	2023
Balance at beginning of year	₱1,688,809,515	₱1,485,780,311
Actual contribution	378,337,300	194,824,865
Remeasurement gains (losses)	110,921,562	(27,933,064)
Interest income included in net interest cost	105,934,200	107,820,658
Benefits paid	(68,413,100)	(71,683,255)
Balance at end of year	₱2,215,589,477	₱1,688,809,515

The fair value of net plan assets of the Group by each class as at the end of the reporting period is as follows:

	2024	2023
Cash and cash equivalents		
Savings deposit	₱370,788,970	₱195,800,819
Investments in UITF	1,844,163,098	1,481,300,143
Investments in government securities		
Fixed rate treasury notes	—	9,611,618
Retail treasury bonds	—	400,749
Treasury bills	—	512,597
Other receivables	661,607	1,231,839
Others	—	3,281
	2,215,613,675	1,688,861,046
Accrued trust fee payable	(24,198)	(51,531)
	₱2,215,589,477	₱1,688,809,515

The principal assumptions used in determining the retirement benefits for the Group are as follows:

	2024	2023
Discount rates	6.07% - 6.20%	6.1% - 7.3%
Salary increase rates	2.60% - 6.00%	2.0% - 5.9%

The carrying amounts disclosed above reasonably approximate fair values at each reporting period. The actual return on plan assets amounted to ₱216.86 million, ₱61.29 million and ₱28.55 million in 2024, 2023 and 2022, respectively.

The Group expects to contribute ₱142.13 million to the defined benefit plan in 2025.

Remeasurement effects attributable to the equity holders of the Parent Company follow:

	2024	2023
Balances at beginning of year	₱229,077,716	₱474,020,307
Remeasurement gains (losses) during the year	249,134,484	(244,942,591)
Balances at end of year	₱478,212,200	₱229,077,716



The sensitivity analyses that follow has been determined based on reasonably possible changes of the assumption occurring as of the end of the reporting period, assuming if all other assumptions were held constant.

		Increase (Decrease)	Effect on Defined Benefit Obligation
2024	Salary increase	+1.00%	₱209,242,146
		-1.00%	(245,593,727)
	Discount rates	+1.00%	(255,451,069)
		-1.00%	221,102,772
		Increase (Decrease)	Effect on Defined Benefit Obligation
2023	Salary increase	+1.00%	₱277,594,050
		-1.00%	(176,868,841)
	Discount rates	+1.00%	(165,563,886)
		-1.00%	268,054,836

Each year, an Asset-Liability Matching Study (ALM) is performed with the result being analyzed in terms of risk-and-return profiles. The principal technique of the Group's ALM is to ensure the expected return on assets to be sufficient to support the desired level of funding arising from the defined benefit plans.

Shown below is the maturity analysis of the undiscounted benefit payments:

	2024	2023
Less than 1 year	₱242,486,472	₱208,645,960
More than 1 year but less than 5 years	624,098,532	586,015,997
From five years to less than 10 years	1,438,526,341	1,293,269,771
From 10 years to less than 15 years	2,393,553,030	2,219,863,386
From 15 years to less than 20 years	3,190,424,846	3,083,168,280
From 20 years and beyond	8,425,880,293	9,477,896,261

23. Related Party Disclosures

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions and the parties are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

The Group, in the regular conduct of business, has receivables from (payables to) related parties arising from the normal course of operations.



The following are the Group's transactions with its related parties:

	Amount			Receivables from (Payables to)	
	2024	2023	2022	2024	2023
Affiliates under common control					
a. Trade and other receivables					
Sales	₱85,559,796	₱39,063,333	₱71,220,826	₱9,579,793	₱11,657,516
b. Trade and other payables					
Purchases	(4,203,887,488)	(3,770,492,535)	(7,625,655,574)	(398,612,124)	(389,994,178)
Rent and utilities	(5,274,226,570)	(5,417,155,033)	(5,158,480,639)	(434,695,958)	(490,359,820)

- a. The Group has outstanding receivables from its affiliates arising primarily from sales of merchandise inventories and royalty income for grant of use and right to operate its stores.
- b. The Group has outstanding payables to its affiliates arising from purchases of merchandise inventories for resale to its customers, which are normally paid within one (1) year, and expenses for rent and utilities relative to the Group's operations. Lease agreements normally have terms of five (5) to 20 years, with escalation clauses ranging from 5% to 10% every year. The purchases in 2022 includes land amounting to ₱3.53 billion, of which ₱2.38 billion was outstanding as of December 31, 2022 but was fully paid in 2023.

The compensation and benefits of key management personnel by type follow:

	2024	2023	2022
Short-term employment benefits	₱239,559,871	₱220,880,000	₱198,976,002
Post-employment benefits	48,908,108	29,522,860	42,108,436
	₱288,467,979	₱250,402,860	₱241,084,438

Terms and conditions of transactions with related parties

Outstanding balances at year-end are unsecured, interest-free and settlement occurs in cash. There have been no guarantees provided or received for any related party payables or receivables. As of December 31, 2024 and 2023, the Group did not recognize any provision for expected credit losses relating to amounts owed by related parties. This assessment is undertaken each financial year through a review of the financial position of the related party and the market in which the related party operates.

Approval requirements and limits on the amount and extent of related party transactions

Material related party transactions (MRPT) refer to any related party transaction/s, either individually, or in aggregate over a 12-month period with the same related party, amounting to 10% or higher of the Group's total consolidated assets based on its latest audited consolidated financial statements.

All individual MRPT's shall be approved by at least two-thirds (2/3) vote of the BOD, with at least a majority of the Independent Directors voting to approve the MRPT. In case that a majority of the Independent Directors' vote is not secured, the MRPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock.

Aggregate RPT transactions within a 12-month period that meets or breaches the materiality threshold shall require the same BOD approval mentioned above.



24. Income Tax

Provision for income tax consists of:

	2024	2023	2022
Current	₱1,597,302,975	₱1,620,387,824	₱1,636,402,421
Deferred	(125,051,515)	(96,847,231)	(85,234,520)
	₱1,472,251,460	₱1,523,540,593	₱1,551,167,901

The components of the Group's net deferred tax assets (liabilities) as of December 31 follow:

	2024	2023
Tax effects of:		
<i>Items recognized in profit or loss:</i>		
Lease liabilities	₱5,837,559,995	₱6,011,148,119
NOLCO	144,895,084	89,006,020
Unamortized past service cost	64,511,147	59,514,899
MCIT	92,385,173	48,271,697
Allowance for impairment losses	80,607,003	65,902,468
Retirement obligation	43,459,936	72,926,870
Others	75,286,841	47,214,636
	6,338,705,179	6,393,984,709
Right-of-use assets	(4,796,945,651)	(4,978,405,967)
	1,541,759,528	1,415,578,742
<i>Item recognized directly in other comprehensive income:</i>		
Remeasurement loss (gain) on retirement obligation	(24,706,122)	37,564,130
	₱1,517,053,406	₱1,453,142,872

The components of the Group's net deferred tax liabilities as of December 31 follow:

	2024	2023
Tax effect of:		
<i>Items recognized in profit or loss:</i>		
Business combination	₱1,979,723,401	₱1,979,723,401
Asset revaluation	38,331,579	23,762,630
	2,018,054,980	2,003,486,031
<i>Item recognized directly in other comprehensive income:</i>		
Fair value adjustments on investment in an associate	61,855,913	61,855,913
	₱2,079,910,893	₱2,065,341,944



The Group has the following deductible temporary differences, NOLCO and MCIT that are available for offset against future taxable income or tax payable for which deferred tax assets have not been recognized:

	2024	2023
Tax effects of:		
MCIT	₱4,936,913	₱4,414,124
NOLCO	9,201,171	8,109,856

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4(b) of “Bayanihan to Recover As One Act” which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over and claimed as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss.

RRHI, HPTD, RHIB, HEMI, RTSHPI, S50, RDSI, RDDC, SFI, RVC, SEWI and TMI have incurred NOLCO before taxable year 2020 and after 2021 which can be claimed as deduction from the regular taxable income for the next three (3) consecutive taxable years, as follows:

Inception Year	Amount	Applied	Expired	Balance	Expiry Year
2024	₱736,042,728	₱—	₱—	₱736,042,728	2027
2023	1,056,980,501	(17,024,967)	—	1,039,955,534	2026
2022	52,758,155	—	—	52,758,155	2025
	₱1,845,781,384	(₱17,024,967)	₱—	₱1,828,756,417	

RRHI, HPTD, RHIB, RDSI, RDDC, RVC, and TMI has incurred NOLCO in taxable years 2021 and 2020 which can be claimed as deduction from the regular taxable income for the next five (5) consecutive taxable years pursuant to the *Bayanihan to Recover As One Act*, as follows:

Inception Year	Amount	Applied	Expired	Balance	Expiry Year
2021	₱516,450,474	(₱333,900,917)	(₱4,309,975)	₱178,239,582	2026
2020	474,091,916	(392,448,563)	—	81,643,353	2025
	₱990,542,390	(₱726,349,480)	(₱4,309,975)	₱259,882,935	

Details of the Group’s MCIT related to RRHI, RSC, RVC, RHIB, HPTD, RDSI, RDDC, RTSHPI, RHMI, HEMI, SEWI, SSD, S50, WHMI, VKD, and RCSI follow:

Inception Year	Amount	Applied	Expired	Balance	Expiry Year
2024	₱68,283,914	₱—	₱—	₱68,283,914	2027
2023	39,529,233	(19,620,101)	—	19,909,132	2026
2022	17,213,886	(8,084,846)	—	9,129,040	2025
2021	9,829,918	(866,594)	(8,963,324)	—	2024
	₱134,856,951	(₱28,571,541)	(₱8,963,324)	₱97,322,086	



The reconciliation of statutory income tax rate to the effective income tax rate follows:

	2024	2023	2022
Statutory income tax rate	25.00%	25.00%	25.00%
Add (deduct) tax effects of:			
Nondeductible expense arising from share in net losses of associates and others	1.78	5.05	—
Nondeductible interest expense	0.07	3.10	0.03
Derecognition of deferred tax assets on NOLCO	—	—	(0.52)
Change in unrecognized deferred tax assets	—	—	(0.13)
Effect of Optional Standard Deduction	(0.12)	(0.31)	(0.08)
Interest income subject to final tax	(0.29)	(1.04)	(1.22)
Dividend income exempt from income tax	(2.85)	(5.12)	(0.54)
Nontaxable income arising from unrealized gains on equity instruments financial assets and others	(11.71)	(2.00)	(2.12)
Effective income tax rate	11.88%	24.68%	19.42%

25. Earnings Per Share

The following table presents information necessary to calculate EPS on net income attributable to equity holders of the Parent Company:

	2024	2023	2022
Net income attributable to equity holders of the Parent Company	₱10,282,802,146	₱4,097,068,755	₱5,847,403,159
Weighted average number of common shares	1,445,398,989	1,471,676,180	1,489,082,013
Basic and Diluted EPS	₱7.11	₱2.78	₱3.93

The Parent Company has no potentially dilutive common shares in 2024, 2023 and 2022.

26. Risk Management and Financial Instruments

Governance Framework

The primary objective of the Group's risk and financial management framework is to protect the Group's shareholders from events that hinder the sustainable achievement of financial performance objectives, including failing to exploit opportunities. Key management recognizes the critical importance of having efficient and effective risk management systems in place.



The BOD approves the Group's risk management policies and meets regularly to approve any commercial, regulatory and organizational requirements of such policies. These policies define the Group's identification of risk and its interpretation, limit structure to ensure the appropriate quality and diversification of assets and specify reporting requirements.

Financial Risk

The main purpose of the Group's financial instruments is to fund its operations and capital expenditures. The main risks arising from the Group's financial instruments are market risk, liquidity risk and credit risk. The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options.

Market risk

Market risk is the risk of loss to future earnings, to fair value of cash flows of a financial instrument as a result of changes in its price, in turn caused by changes in interest rates, foreign currency exchange rates equity prices and other market factors.

Interest rate risk

Interest rate risk is the risk that the value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk for changes in market interest relates primarily to the Group's long-term debt obligation with a floating interest rate. The Group has minimal interest rate risk because the interest-bearing loans are short-term in nature and bear fixed interest rates.

The table below demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings):

	2024		2023	
	Increase (decrease) in basis points	Effect on profit before tax	Increase (decrease) in basis points	Effect on profit before tax
Peso floating rate borrowing	+0.25%	(P8,750,000)	+0.25%	(P21,250,000)
	-0.25%	8,750,000	-0.25%	21,250,000

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's principal transactions are carried out in Philippine Peso (P) but maintain a minimal balance of foreign currency. The Group's currency risk arises mainly from foreign currency-denominated cash and cash equivalents, interest receivable, and financial assets at FVOCI which are denominated in currency other than the Group's functional currency.



The following tables demonstrate the sensitivity to a reasonably possible change in foreign exchange rates, with all variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

	Increase (decrease) in foreign currency rate		Effect on income before income tax (₱)	
	2024	2023	2024	2023
USD	+1.36%	+1.36%	₱1,371,041	₱9,563,232
	-1.36%	-1.36%	(1,371,041)	(9,563,232)

The Group used foreign exchange rate of ₱57.85:USD1 and ₱55.37:USD1 as of December 31, 2024, and 2023, respectively, in converting its dollar-denominated financial assets to peso.

The sensitivity analyses shown above are based on the assumption that the movements in US dollars will more likely be limited to the upward or downward fluctuation of 1.36% in both 2024 and 2023.

The forecasted movements in percentages used were sourced by management from available information in the market (i.e., BAP). These are forecasted movements in the next 12 months.

The foreign currency-denominated financial assets in original currencies and equivalents to the Group's presentation currency in 2024 and 2023 are as follows:

	2024		2023	
	USD	PHP	USD	PHP
Cash and cash equivalents	\$1,748,382	₱101,135,157	\$3,674,011	₱203,429,989
Receivables	-	-	269,108	14,900,510
FVOCI with recycling	-	-	8,710,178	482,282,556
	\$1,748,382	₱101,135,157	\$12,653,297	₱700,613,055

The effect on the Group's income before tax is computed on the carrying value of the Group's foreign currency denominated financial assets and liabilities as of December 31, 2024 and 2023. There is no impact on equity other than those already affecting income before income tax.

Equity price risk

The Group's equity price risk exposure at year-end relates to financial assets whose values will fluctuate as a result of changes in market prices, principally, equity securities classified as financial assets at FVOCI in 2024 and 2023.

Quoted equity securities are subject to price risk due to changes in market values of instruments arising either from factors specific to individual instruments or their issuers or factors affecting all instruments traded in the market.

Quoted equity security consists of marketable equity security that is listed and traded on the PSE. The fair market value of the listed shares is based on the quoted market price as of December 31, 2024 and 2023.



The analyses below are performed for reasonably possible movements in the PSE Index with all other variables held constant, showing the impact on equity:

	Change in variable	Effect on equity - Other comprehensive income
2024	10.82%	₱2,733,509,676
	-10.82%	(2,733,509,676)
2023	+9.91%	1,397,991,155
	-9.91%	(1,397,991,155)

The sensitivity analyses shown above are based on the assumption that the movement in PSE composite index and other quoted equity securities will most likely be limited to an upward or downward fluctuation of 10.82% and 9.91% in 2024 and 2023, respectively.

For quoted securities, the Group, used as basis of these assumptions, the annual percentage change in PSE composite index.

The impact of sensitivity of equity prices on the Group's equity already excludes the impact on transactions affecting the consolidated statements of comprehensive income.

Liquidity risk

Liquidity or funding risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments.

The Group seeks to manage its liquidity profile to be able to finance its capital expenditures and operations. The Group maintains a level of cash and cash equivalents deemed sufficient to finance operations. As part of its liquidity risk management, the Group regularly evaluates its projected and actual cash flows.

The table below shows the maturity profile of the financial instruments of the Group as of December 31, 2024 and 2023 based on the remaining period at the reporting date to their contractual maturities and are also presented based on contractual undiscounted repayment obligations.

	2024			
	On Demand	Within One (1) year	More than One (1) year	Total
Financial Assets				
Amortized Cost				
Cash and cash equivalents	₱9,287,486,334	₱3,849,910,894	₱—	₱13,137,397,228
Trade and other receivables				
Trade receivables	33,068,218	3,745,629,977	—	3,778,698,195
Nontrade receivables	—	632,708,458	—	632,708,458
Due from franchisees	—	28,271,530	—	28,271,530
Other noncurrent assets				
Security and other deposits	—	—	2,449,560,330	2,449,560,330
Construction bonds	—	—	49,072,280	49,072,280
FVOCI	—	—	45,644,435,095	45,644,435,095
FVTPL	—	—	520,729,483	520,729,483
	₱9,320,554,552	₱8,256,520,859	₱48,663,797,188	₱66,240,872,599

(Forward)



2024				
	On Demand	Within One (1) year	More than One (1) year	Total
Financial Liabilities				
Other financial liabilities				
Trade and other payables*	P–	P26,702,929,887	P–	P26,702,929,887
Short-term loans payable	–	14,714,000,000	–	14,714,000,000
Long-term loan payable	–	–	8,340,000,000	8,340,000,000
Lease liabilities	–	3,360,490,947	29,046,175,466	32,406,666,413
Other current liabilities	–	468,603,531	–	468,603,531
Future interest payable on short-term and long-term loans payable	–	728,053,171	1,256,764,931	1,984,818,102
	P–	P45,974,077,536	P38,642,940,397	P84,617,017,933

*Excluding statutory liabilities amounting to P916,787,347 and contract liabilities amounting to P281,070,462.

2023				
	On Demand	One (1) year	More than One (1) year	Total
Financial Assets				
Amortized Cost				
Cash and cash equivalents	P10,775,659,803	P2,396,841,678	P–	P13,172,501,481
Trade and other receivables				
Trade receivables	40,782,218	3,186,633,490	–	3,227,415,708
Nontrade receivables	–	741,841,847	–	741,841,847
Due from franchisees	–	19,861,529	–	19,861,529
Other noncurrent assets				
Security and other deposits	–	–	2,415,443,907	2,415,443,907
Construction bonds	–	–	79,924,253	79,924,253
FVOCI	–	–	25,812,922,250	25,812,922,250
FVTPL	–	–	598,121,797	598,121,797
	P10,816,442,021	P6,345,178,544	P28,906,412,207	P46,068,032,772
Financial Liabilities				
Other financial liabilities				
Trade and other payables*	P–	P26,196,683,149	P–	P26,196,683,149
Short-term loans payable	–	8,129,000,000	–	8,129,000,000
Long-term loan payable	–	–	13,340,000,000	13,340,000,000
Lease liabilities	–	4,844,001,479	28,019,229,457	32,863,230,936
Other current liabilities	–	514,002,010	–	514,002,010
Future interest payable on short-term and long-term loans payable	–	998,635,556	1,919,962,602	2,918,598,158
	P–	P40,682,322,194	P43,279,192,059	P83,961,514,253

*Excluding statutory liabilities amounting P466,473,148 and contract liabilities amounting to P235,429,733.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The Group's trade and other receivables are actively monitored by the Collection Services Department to avoid significant concentrations of credit risk.

The Group has adopted a no-business policy with customers lacking an appropriate credit history where credit records are available.

The Group manages the level of credit risk it accepts through a comprehensive credit risk policy setting out the assessment and determination of what constitutes credit risk for the Group. The Group's policies include the following: setting up of exposure limits by each counterparty or group of counterparties; right of offset where counterparties are both debtors and creditors; reporting of credit risk exposures; monitoring of compliance with credit risk policy; and review of credit risk policy for pertinence and the changing environment.



The Group's maximum exposure in financial assets (excluding cash on hand amounting to ₱955.23 million and ₱1,001.03 million as of December 31, 2024 and 2023, respectively) is equal to their carrying amounts. This was determined based on the nature of the counterparty and the Group's experience.

Credit quality

The Group maintains internal credit rating system. Neither past due nor impaired financial assets are graded as either "A" or "B" based on the following criteria:

- Grade A are accounts considered to be of high value. The counterparties have a very remote likelihood of default and have consistently exhibited good paying habits.
- Grade B are active accounts with minimal to regular instances of payment default, due to collection issues. These accounts are typically not impaired as the counterparties generally respond to the Group's collection efforts and update their payments accordingly.

Cash in banks and cash equivalents are short-term placements and working cash fund placed, invested or deposited in reputable foreign and local banks in the Philippines. These financial assets are classified as Grade A due to the counterparties' low probability of insolvency.

Receivables and due from franchisees are Grade A because they are from related parties, employees and accredited customers who are highly reputable, progressive and consistently pay their accounts.

Security and other deposits and construction bonds are Grade A since these were paid to creditworthy third parties.

Financial assets at FVOCI are Grade A because these are securities placed in entities with good favorable credit standing.

The Group's financial assets considered as neither past due nor impaired amounting to ₱21.08 billion and ₱21.43 billion as of December 31, 2024 and 2023, respectively, are all graded "A" based on the Group's assessment.

The tables below show the aging analysis of financial assets classified as at amortized cost and at FVOCI as of December 31:

	2024			
	Neither Past Due Nor Impaired		Past Due or	
	Grade A	Grade B	Impaired	Total
Financial Assets				
Amortized Cost				
Cash and cash equivalents (excluding cash on hand)	₱12,182,166,515	₱—	₱—	₱12,182,166,515
Trade and other receivables				
Trade receivables	3,745,629,977	—	33,068,218	3,778,698,195
Nontrade receivables	632,708,458	—	—	632,708,458
Due from franchisees	28,271,530	—	—	28,271,530
Other noncurrent assets				
Security and other deposits	2,449,560,330	—	—	2,449,560,330
Construction bonds	49,072,280	—	—	49,072,280
Debt securities at FVOCI	2,017,375,952	—	411,256	2,017,787,208
	₱21,104,785,042	₱—	₱33,479,474	₱21,138,264,516



	2023			Total
	Neither Past Due Nor Impaired		Past Due or Impaired	
	Grade A	Grade B		
Financial Assets				
Amortized Cost				
Cash and cash equivalents (excluding cash on hand)	₱12,171,474,618	₱—	₱—	₱12,171,474,618
Trade and other receivables				
Trade receivables	3,186,633,490	—	40,782,218	3,227,415,708
Nontrade receivables	741,841,847	—	—	741,841,847
Due from franchisees	19,861,529	—	—	19,861,529
Other noncurrent assets				
Security and other deposits	2,415,443,907	—	—	2,415,443,907
Construction bonds	79,924,253	—	—	79,924,253
Debt securities at FVOCI	2,810,927,211	—	739,335	2,811,666,546
	₱221,426,106,855	₱—	₱41,521,553	₱21,467,628,408

Impairment of financial assets. The Group has the following financial assets that are subject to the expected credit loss model under PFRS 9:

- Cash and cash equivalents;
- Trade and other receivables;
- Debt securities at FVOCI; and
- Other debt instruments carried at amortized cost

Other debt instruments carried at amortized cost include accrued interest receivables, dividends receivable, receivable from insurance companies, receivables from lessees, and refundable security and other deposits. These are also subject to impairment requirements of PFRS 9, the identified impairment losses were immaterial.

Cash and cash equivalents and Debt securities at FVOCI. Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The Group invests only on quoted debt securities with very low credit risk. The Group's debt instruments at FVOCI comprised solely of quoted bonds that have a minimum BBB- credit rating by S&P Global Ratings and, therefore, are considered to be low credit risk investments. The Group had recognized provision for expected credit losses on its debt instruments at FVOCI as of December 31, 2024 and 2023 (Note 11).

Trade and other receivables. The Group applies the PFRS 9 simplified approach in measuring ECL which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The ECL on trade and other receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables (Note 8).



A summary of Group exposure to credit risk under general and simplified approach as of December 31 follows:

2024				
	General Approach			Simplified Approach
	Stage 1	Stage 2	Stage 3	
Amortized Cost				
Cash and cash equivalents (excluding cash on hand)	₱12,182,166,515	₱—	₱—	₱—
Trade receivables	—	—	—	3,778,698,195
Due from franchisees	—	—	—	28,271,530
Nontrade receivables	632,708,458	—	—	—
Security and other deposits	2,498,632,610	—	—	—
Debt securities at FVOCI	2,017,787,208	—	—	—
Total gross carrying amounts	17,331,294,791	—	—	3,806,969,725
Less allowance	411,256	—	—	33,068,218
	₱17,330,883,535	₱—	₱—	₱3,773,901,507

2023				
	General Approach			Simplified Approach
	Stage 1	Stage 2	Stage 3	
Amortized Cost				
Cash and cash equivalents (excluding cash on hand)	₱12,171,474,618	₱—	₱—	₱—
Trade receivables	—	—	—	3,227,415,708
Due from franchisees	—	—	—	19,861,529
Nontrade receivables	741,841,847	—	—	—
Security and other deposits	2,495,368,160	—	—	—
Debt securities at FVOCI	2,811,666,546	—	—	—
Total gross carrying amounts	18,220,351,171	—	—	3,247,277,237
Less allowance	739,335	—	—	40,782,218
	₱18,219,611,836	₱—	₱—	₱3,206,495,019

In 2024 and 2023, there were no movements between stages 1, 2 and 3.

Fair Values of Financial Assets and Liabilities

The methods and assumptions used by the Group in estimating the fair value of financial asset and other financial liabilities are:

- Due to the short-term nature of the transaction, the fair value of cash and cash equivalents and trade and other receivables approximates the carrying values at year-end.
- Security and other deposits and construction bonds were discounted using the effective interest rates at reporting date.
- Debt and equity instruments financial assets are carried at fair values. Investments in bonds and quoted equity securities are derived from quoted market prices in active markets.
- Due to the short-term nature of trade and other payables, short-term loans payable and other current liabilities, their carrying values approximate fair values.
- The fair values of the interest-bearing long-term loans payable were estimated as the present value of all future cash flows discounted using the applicable rates for similar types of loans.



	2024		2023	
	Carrying Amounts	Fair Values (Level 3)	Carrying Amounts	Fair Values (Level 3)
Financial Assets				
Security deposits, other deposits and construction bonds	₱2,498,632,610	₱2,367,299,622	₱2,495,368,160	₱2,087,934,182
Financial Liabilities				
Long-term loan payable	8,261,796,306	6,387,012,945	13,240,161,663	13,554,072,758

In 2024 and 2023, the Group's financial assets measured at fair value are categorized within the Level 1 fair value hierarchy.

In 2024 and 2023, there were no transfers between Levels of fair value measurements.

27. Lease Commitments

The Group as Lessee

The Group has lease contracts for various building wherein the offices, stores and warehouses/distribution centers are located. Lease terms are generally from one (1) year to 25 years. The monthly fees are based on fixed rate subject to escalation rate of 2% to 5% or percentage of sales, whichever is higher.

The roll-forward analysis of right-of-use assets as of December 31 follows:

	2024	2023
Balance at beginning of year	₱19,913,623,871	₱22,154,925,469
Additions	4,832,509,133	2,407,703,851
Derecognition	(1,619,222,365)	(548,457,552)
Amortization (Note 20)	(3,939,128,033)	(4,100,547,897)
Balance at end of year	₱19,187,782,606	₱19,913,623,871

The roll-forward analysis of lease liabilities as of December 31 follows:

	2024	2023
Balance at beginning of year	₱24,044,592,477	₱26,023,654,262
Additions	4,773,273,400	2,340,134,011
Accretion of interest expense	1,626,025,687	1,675,403,757
Derecognition	(2,004,008,163)	(678,011,968)
Lease payments	(5,089,643,423)	(5,316,587,585)
Balance at end of year	23,350,239,978	24,044,592,477
Less current portion of lease liabilities	3,322,123,750	3,586,524,281
Noncurrent portion of lease liabilities	₱20,028,116,228	₱20,458,068,196

As of December 31, 2024, noncurrent portion of lease liabilities includes asset retirement obligation amounting to ₱63.01 million.



The following are the amounts recognized in profit or loss for the years ended December 31:

	2024	2023	2022
Amortization of ROU assets (Note 20)	₱3,939,128,033	₱4,100,547,897	₱4,092,530,369
Expenses relating to short-term leases and variable lease payments (Note 20)	3,609,256,482	3,131,541,692	2,635,290,008
Interest expense on lease liabilities	1,626,025,687	1,675,403,757	1,762,566,120
Gain on derecognition of lease liabilities	(384,785,798)	(129,554,416)	(153,255,325)
	₱8,789,624,404	₱8,777,938,930	₱8,337,131,172

Shown below is the maturity analysis of the undiscounted lease payments as of December 31:

	2024	2023
Within one (1) year	₱3,360,490,947	₱4,844,001,479
After one (1) year but not more than five (5) years	15,493,658,301	16,236,149,824
More than five (5) years	13,552,517,165	11,783,079,633
	₱32,406,666,413	₱32,863,230,936

The Group's additions to ROU assets and lease liabilities are considered non-cash activities. The Group recorded gain on derecognition of lease liabilities amounting to ₱384.79 million, ₱129.55 million, and ₱153.26 million in 2024, 2023 and 2022, respectively, due to the pre-termination of leases on stores and these were presented under "Other income (charges)" in the consolidated statements of comprehensive income.

The Group as a Lessor

The Group has entered into operating leases on its building. Income from these leases amounting to ₱689.38 million, ₱857.23 million, and ₱581.14 million in 2024, 2023 and 2022, respectively, were included as part of "Royalty, rent and other revenue" line item in the consolidated statements of comprehensive income.

There are no contingent rental income and expense under these operating leases both as lessee and lessor.

28. Agreements

- The Group has franchise agreements which mainly include providing store facilities and equipment to franchisees. Other services rendered by Uncle John's consist of providing personnel and utilities. The lease/royalty fee is based on a certain percentage of the gross profit of the lessee/franchisee. The related royalty income earned by the Group amounted to ₱111.58 million, ₱1.38 million and ₱172.87 million in 2024, 2023 and 2022, respectively.

As of December 31, 2024 and 2023, amounts due from franchisees amounted to ₱28.27 million and ₱19.86 million, respectively. No provision for impairment losses on due from franchisees was recognized in 2024, 2023 and 2022 (Note 8).



- b) The Group obtained a license to use the Daiso Business Model in the Philippines that was granted to the Group by Daiso Industries Co., Ltd. (DICL) in Japan. In accordance with the license agreement, the Group agrees to pay, among others, royalties to DICL based on a certain percentage of monthly net sales.

Royalty expenses amounted to ₱5.22 million, ₱33.44 million and ₱17.62 million in 2024, 2023 and 2022, respectively.

- d.) The Group is a sub-licensee of Toys R Us in the Philippines. The royalty fee is based on fixed percentage of gross monthly sales of sub-licensee. Royalty expense amounted to ₱96.18 million, ₱91.93 million and ₱85.53 million in 2024, 2023 and 2022, respectively.
- e.) On April 25, 2019, Emart Inc., granted the Group, an exclusive and non-transferrable right to carry on the “NO BRAND” business in the Philippines. The Group pays royalty fee amounting to ₱10.29 million, ₱9.61 million and ₱7.95 million in 2024, 2023 and 2022, respectively, representing 1.50% of the net revenue arising from sale of “NO BRAND” products and EMART sourced products in the Philippines.
- f.) On January 10, 2018, Pet Lovers Centre Pte. Ltd granted the Group the right to develop its business, including its trademarks, system, manuals and image in the Philippines. Franchise fee amounted to ₱2.05 million and ₱1.96 million in 2024 and 2023, respectively.
- g.) The management and operation of the Group’s loyalty programme has been transferred to DAVI, a related party. Loyalty programme is where retail customers accumulate points for purchases made at any participating retail outlets and partner establishments that can be redeemed against any future purchases at any participating retail outlets and partner establishments, subject to a minimum number of points obtained. With this arrangement, the Group concluded that it only acts as an agent of DAVI. As such, all revenue and expenses in relation to the loyalty points will be recognized by DAVI.

29. Changes in Liabilities Arising from Financing Activities

	January 1, 2024	Net Cash Flows	Dividend Declaration	Noncash	Others	December 31, 2024
Lease liabilities	₱24,044,592,477	(₱5,089,643,423)	₱—	₱1,626,025,687	₱2,769,265,237	₱23,350,239,978
Short-term loans payable	8,129,000,000	6,585,000,000	—	—	—	14,714,000,000
Long-term loan payable	13,240,161,663	(5,000,000,000)	—	21,634,643	—	8,261,796,306
Interest payable	207,341,758	(1,633,997,709)	—	(21,634,643)	1,498,401,484	50,110,890
Dividends payable	—	(3,595,928,060)	3,595,928,060	—	—	—
Total liabilities from financing activities	₱45,621,095,898	(₱8,734,569,192)	₱3,595,928,060	₱1,626,025,687	₱4,267,666,721	₱46,376,147,174

	January 1, 2023	Net Cash Flows	Dividend Declaration	Noncash	Others	December 31, 2023
Lease liabilities	₱26,023,654,262	(₱5,316,587,585)	₱—	₱1,675,403,757	₱1,662,122,043	₱24,044,592,477
Short-term loans payable	8,409,000,000	(280,000,000)	—	—	—	8,129,000,000
Long-term loan payable	—	13,223,825,000	—	16,336,663	—	13,240,161,663
Interest payable	—	(1,223,879,691)	—	(16,336,663)	1,447,558,112	207,341,758
Dividends payable	—	(3,528,688,302)	3,528,688,302	—	—	—
Total liabilities from financing activities	₱34,432,654,262	₱2,874,669,422	₱3,528,688,302	₱1,675,403,757	₱3,109,680,155	₱45,621,095,898



In 2024 and 2023, noncash include accretion of interest expense on lease liabilities and short-term and long-term loans payable amounting to ₱3.12 billion and ₱3.11 billion, respectively.

In 2024 and 2023, “Others” include new leases and derecognition of lease liabilities (Note 27).

The Group’s noncash transaction affecting investing activities pertains to unpaid additions to property and equipment amounting to ₱1,389.32 million and ₱646.38 million as of December 31, 2024 and 2023, respectively.

30. Contingencies

The Group has various contingent liabilities from legal cases arising from the ordinary course of business which are either pending decision by courts or are currently being contested by the Group, and the outcome of which are not presently determinable.

In the opinion of the management and its legal counsel, the eventual liability under these lawsuits or claims, if any, will not have material adverse effect in the Group’s financial position and results of operations.

31. Approval for Issuance of the Consolidated Financial Statements

The accompanying consolidated financial statements were approved and authorized for issuance by the BOD on March 25, 2025.

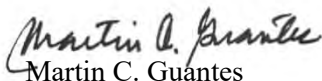


INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Robinsons Retail Holdings, Inc.
110 E. Rodriguez, Jr. Avenue,
Bagumbayan, Quezon City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Robinsons Retail Holdings, Inc. and its subsidiaries (collectively referred to as the Group) as at December 31, 2024 and 2023, and for each of the three years in the period ended December 31, 2024, and have issued our report thereon dated March 25, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Martin C. Guantes

Partner

CPA Certificate No. 88494

Tax Identification No. 152-884-272

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-052-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10465311, January 2, 2025, Makati City

March 25, 2025

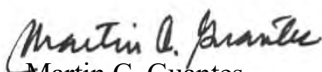


INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors
Robinsons Retail Holdings, Inc.
110 E. Rodriguez, Jr. Avenue,
Bagumbayan, Quezon City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Robinsons Retail Holdings, Inc. and its subsidiaries (collectively referred to as the Group) as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024, and have issued our report thereon dated March 25, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule of Components of Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.



Martin C. Guantes

Partner

CPA Certificate No. 88494

Tax Identification No. 152-884-272

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-052-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10465311, January 2, 2025, Makati City

March 25, 2025



ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES

INDEX TO THE SUPPLEMENTARY SCHEDULES

- I. Reconciliation of Retained Earnings Available for Dividend Declaration
- II. Map of the relationships of the companies within the group
- III. Supplementary schedules required by Annex 68-J
 - Schedule A. Financial Assets
 - Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
 - Schedule C. Amounts Receivable/Payable From/To Related Parties which are Eliminated During the Consolidation of Financial Statements
 - Schedule D. Long-term Debt
 - Schedule E. Indebtedness to Related Parties
 - Schedule F. Guarantees of Securities of Other Issuers
 - Schedule G. Capital Stock

ROBINSONS RETAIL HOLDINGS, INC.**SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS AVAILABLE
FOR DIVIDENDS DECLARATION
FOR THE YEAR ENDED DECEMBER 31, 2024**

Unappropriated Retained Earnings, January 1, 2024	₱3,131,719,632
Add: <u>Category A:</u> Items that are directly credited to	
Unappropriated Retained Earnings	
Reversal of Retained Earnings Appropriation/s	—
Effect of restatements or prior-period adjustments	—
Others	—
Less: <u>Category B:</u> Items that are directly debited to	
Unappropriated Retained Earnings	
Dividend declaration during the reporting period	(2,907,005,400)
Retained Earnings appropriated during the reporting period	—
Effects of restatements or prior-period adjustments	—
Others	—
Unappropriated Retained Earnings, January 1, 2024 as adjusted	224,714,232
Add/Less: Net income (loss) for the current year	18,143,151,409
Less: <u>Category C.1:</u> Unrealized income recognized in the profit or loss during the reporting period (net of tax)	
Equity in net income of associate/joint venture, net of dividends declared	—
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	—
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	—
Unrealized fair value gain of Investment Property	—
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	—
Sub-total	—

(Forward)

ROBINSONS RETAIL HOLDINGS, INC.**SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS AVAILABLE
FOR DIVIDENDS DECLARATION
FOR THE YEAR ENDED DECEMBER 31, 2024****Add: Category C.2: Unrealized income recognized in the
profit or loss in prior reporting periods but realized
in the current reporting period (net of tax)**

Realized foreign exchange gain, except those attributable to Cash and cash equivalents	—
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	—
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	—
Realized fair value gain of Investment Property	—
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	—
Sub-total	—

**Add: Category C.3: Unrealized income recognized in profit or
loss in prior periods but reversed in the current
reporting period (net of tax)**

Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	—
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	—
Reversal of previously recorded fair value gain of Investment Property	—
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	—
Sub-total	—

Adjusted Net Income/Loss	18,143,151,409
---------------------------------	-----------------------

(Forward)

ROBINSONS RETAIL HOLDINGS, INC.**SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS AVAILABLE
FOR DIVIDENDS DECLARATION
FOR THE YEAR ENDED DECEMBER 31, 2024****Add: Category D: Non-actual losses recognized in profit or
loss during the reporting period (net of tax)**

Depreciation on revaluation increment (after tax)	—
Others	—
Sub-total	—

**Add/Less: Category E: Adjustments related to relief granted by
the SEC and BSP**

Amortization of the effect of reporting relief	—
Total amount of reporting relief granted during the year	—
Others	—
Sub-total	—

**Less: Category F: Other items that should be excluded from
the determination of the amount of available for
dividends distribution**

Treasury shares (except for reacquisition of redeemable shares)	1,189,618,577
Deferred tax asset not considered in the reconciling items under the previous categories	(3,726)
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, i.e., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable.	—
Adjustment due to deviation from PFRS/GAAP – gain (loss)	—
Unrealized gains on equity instruments financial assets	7,755,527,286
Sub-total	8,945,142,137

**Unappropriated Retained Earnings Available For Dividend
Distribution, December 31, 2024****₱9,422,723,504**

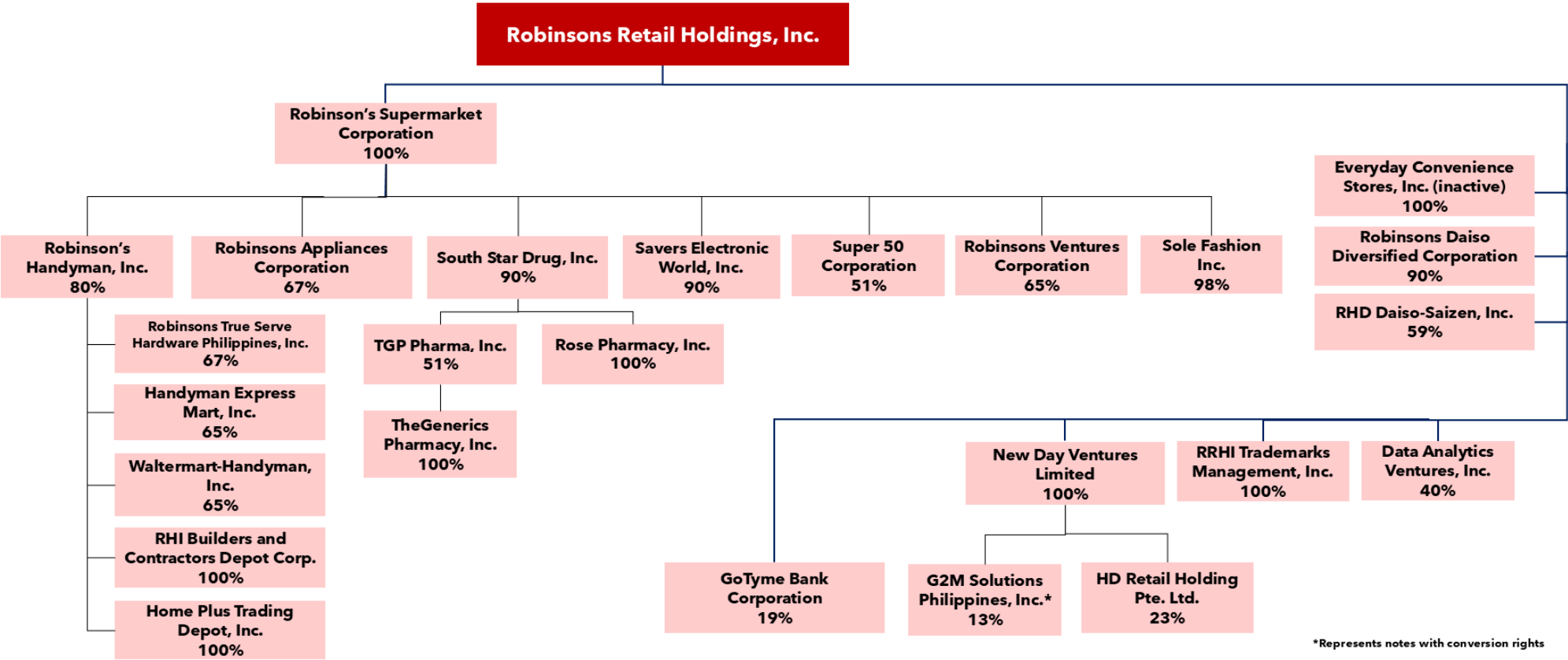
ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES

MAP OF THE RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP

DECEMBER 31, 2024

Group Structure

Below is a map showing the relationship between and among the Group and its ultimate parent company, subsidiaries, and associates as of December 31, 2024:



ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES**SCHEDULE A: FINANCIAL ASSETS****DECEMBER 31, 2024**

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the balance sheet	Value based on market quotation at end of reporting period	Income received and accrued
Debt and Equity Securities				
Various bonds	₱2,207,524,734	₱2,538,105,435	₱2,538,105,435	₱22,153,693
Investment in equity shares	34,388,230,450	43,627,059,143	43,627,059,143	1,413,051,048
	₱36,595,755,184	₱46,165,164,578	₱46,165,164,578	₱1,435,204,741

See Note 11 to the Consolidated Financial Statements.

ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES

SCHEDULE B: AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)
DECEMBER 31, 2024

Name and Designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Current	Not current	Balance at end of period
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NOT APPLICABLE

ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES**SCHEDULE C: AMOUNTS RECEIVABLE/PAYABLE FROM/TO RELATED PARTIES WHICH ARE ELIMINATED DURING THE
CONSOLIDATION OF FINANCIAL STATEMENTS
DECEMBER 31, 2024**

Entity with Receivable (Payable) Balance	Balance at Beginning of Period	Net Movement	Write-offs	Current	Noncurrent	Balance at end of period
Robinsons Retail Holdings, Inc.	₱1,042,202,014	(₱640,253,517)	₱—	₱1,682,455,531	₱—	₱1,682,455,531
RRHI Trademarks Management, Inc.	(195,000,000)	418,000,000	—	(613,000,000)	—	(613,000,000)
Everyday Convenience Stores, Inc.	(21,578,000)	—	—	(21,578,000)	—	(21,578,000)
Robinson's Supermarket Corporation	—	6,629,438	—	(6,629,438)	—	(6,629,438)
Rose Pharmacy, Inc.	—	23,520	—	(23,520)	—	(23,520)
New Day Ventures Ltd.	(825,624,014)	215,600,559	—	(1,041,224,573)	—	(1,041,224,573)

ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES

SCHEDULE D: LONG TERM DEBT

DECEMBER 31, 2024

Title of issue and type of obligation	Amount authorized by indenture	Interest rates	Current portion	Noncurrent portion
RRHI -Unsecured PHP term loan	₱3,500,000,000	6.75%	₱—	₱3,500,000,000
RSC - Unsecured PHP term loan	4,840,000,000	6.75%	—	4,840,000,000
	₱8,340,000,000		₱—	₱8,340,000,000

ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES

SCHEDULE E: INDEBTEDNESS TO RELATED PARTIES

DECEMBER 31, 2024

Name of related party	Balance at beginning of period	Balance at end of period
Robinsons Land Corporation	₱386,678,672	₱396,332,095
Universal Robina Corporation	478,702,304	425,116,165
JG Summit Holdings, Inc.	3,315,506	2,280,029
	₱868,696,482	₱823,728,289

ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES

SCHEDULE F: GUARANTEES OF SECURITIES OF OTHER ISSUERS

DECEMBER 31, 2024

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount of owned by person for which statement is filed	Nature of guarantee
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NOT APPLICABLE

ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES

SCHEDULE G: CAPITAL STOCK

DECEMBER 31, 2024

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by		
				Related parties	Directors, officers and employees	Others
Common stock - ₱1 par value	2,000,000,000	1,424,312,360	—	491,299,997	215,840,379	717,171,984
	2,000,000,000	1,424,312,360	—	491,299,997	215,840,379	717,171,984

See Note 18 to the Consolidated Financial Statements

ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES**SCHEDULE OF COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS
AS OF DECEMBER 31, 2024 AND 2023**

Financial Soundness Indicator	2024	2023
i. Liquidity ratio:		
Current ratio	1.09	1.45
ii. Profitability ratio:		
Gross profit margin	0.24	0.24
Return on assets	0.07	0.03
Return on equity	0.13	0.06
iii. Stability ratio:		
Solvency ratio	0.23	0.16
Debt to equity ratio	0.84	0.95
Asset to equity ratio	1.84	1.95
Interest rate coverage ratio	3.12	2.86

**See attached reporting computation.*

ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES**SCHEDULE OF COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS
AS OF DECEMBER 31, 2024 AND 2023**

	2024	2023
Current assets (including noncurrent asset held for sale)	₱50,788,764,394	₱56,789,712,826
Current liabilities	46,496,932,275	39,273,033,183
Current ratio	1.09	1.45
Gross profit	₱47,652,402,907	₱45,600,110,027
Net sales	199,166,903,236	192,125,861,609
Gross profit margin	0.24	0.24
After tax net profit	₱10,917,720,452	₱4,649,174,880
Depreciation and amortization	7,246,279,847	7,499,945,134
	18,164,000,299	12,149,120,014
Total liabilities	77,344,712,842	75,645,023,899
Solvency ratio	0.23	0.16
Total liabilities	₱77,344,712,842	₱75,645,023,899
Total equity	92,606,426,597	79,377,892,042
Debt to equity ratio	0.84	0.95
Total assets	₱169,951,139,439	₱155,022,915,941
Total equity	92,606,426,597	79,377,892,042
Asset to equity ratio	1.84	1.95
Earnings before interest and taxes	₱9,736,864,550	₱8,941,881,813
Interest expense	3,124,427,171	3,122,961,869
Interest rate coverage ratio	3.12	2.86
Net income	₱10,917,720,452	₱4,649,174,880
Average total assets	162,487,027,690	148,274,526,965
Return on assets	0.07	0.03
Net income	₱10,917,720,452	₱4,649,174,880
Average total equity	85,992,159,320	77,975,779,527
Return on equity	0.13	0.06

ROBINSONS RETAIL HOLDINGS, INC. AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE OF EXTERNAL AUDITOR
FEE-RELATED INFORMATION
DECEMBER 31, 2024

	2024	2023
Total Audit Fees	₱9,338,438	₱9,114,690
Non-audit services fees:		
Other assurance services	800,000	1,550,000
Tax services	—	—
All other services	355,000	700,000
Total Non-audit Fees	1,155,000	2,250,000
Total Audit and Non-audit Fees	₱10,493,438	₱11,364,690