

FOR APPROVAL OF THE SHAREHOLDERS AT THE 2026 ANNUAL MEETING OF THE SHAREHOLDERS

ROBINSONS RETAIL HOLDINGS, INC.

MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS
MAY 09, 2025, 9:30 a.m.

held virtually via video conferencing through Microsoft Teams Live
in accordance with the rules of the Securities and Exchange Commission

Directors Present:

- | | | | |
|----|---------------------|---|---|
| 1. | Robina Gokongwei-Pe | - | Director, Chairman |
| 2. | James L. Go | - | Director, Vice Chairman |
| 3. | Stanley C. Co | - | Director, President and Chief Executive Officer |
| 4. | Scott Price | - | Director |
| 5. | Curtis Liu | - | Director |
| 6. | Cesar G. Romero | - | Independent Director |
| 7. | Rodolfo P. Ang | - | Independent Director |
| 8. | Cirilo P. Noel | - | Independent Director |
| 9. | Enrico S. Cruz | - | Independent Director |

Also Present:

- | | | | |
|----|-------------------------------|---|---|
| 1. | Atty. Gilbert S. Millado, Jr. | - | General Counsel, Corporate Secretary and Compliance Officer |
| 2. | Ms. Gina Dipaling | - | Vice President and Investor Relations Officer |
| 3. | Ms. Mylene E. Kasiban | - | Chief Financial Officer and Chief Risk Officer |
| 4. | Ms. Graciela A. Banatao | - | Treasurer |
| 5. | Mr. Gabriel D. Tagala III | - | Vice President, Human Resources |

Stockholders Present:	No. of Shares	% to Outstanding Shares
Total Present and Represented by Proxies		80.89%

I. PROOF OF NOTICE OF THE MEETING AND EXISTENCE OF A QUORUM

The Chairman of the Board of Directors of Robinsons Retail Holdings, Inc. (“Corporation” or “RRHI”), Ms. Robina Gokongwei-Pe, requested the Corporate Secretary, Atty. Gilbert S. Millado, Jr, to certify on the sending of notices to the stockholder and to the existence of a quorum.

The Corporate Secretary certified that notice of the meeting was sent to the stockholders of record as of April 4, 2025 through the following methods:

- a. By publication in the Manila Standard and the Business World for two consecutive days in both online and print formats;
- b. By sending through electronic mail in accordance with the By-Laws of the Corporation
- c. By posting on the website of the Corporation; and
- d. By disclosure to the Philippine Stock Exchange

The Corporate Secretary further certified that stockholders entitled to vote representing 80.89% of the total outstanding shares of the Corporation were present in the meeting, via remote communication or by proxy and that a quorum was present to act upon the items in the agenda.

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The meeting was called to order by Ms. Robina Gokongwei-Pe, who presided thereat as Chairman of the meeting and Atty. Millado, Jr., Corporate Secretary, recorded the minutes of the proceedings as Secretary of the meeting.

The Chairman requested the Corporate Secretary to explain the rules and procedures for the meeting. According to the Corporate Secretary, the rules and procedures were set forth in the Definitive Information Statement sent to the stockholders and in the notice sent for the meeting. Stockholders were allowed to vote either by registering and voting *in absentia* at the website provided for this purpose or by appointing the Chairman of the meeting as their proxy. Registration and voting *in absentia* was open from April 04, 2025 to April 30, 2025. For votes by proxy, stockholders were requested to submit proxies by April 30, 2025.

At the end of proxy validation process, votes were tabulated by the Office of the Corporate Secretary after April 30, 2025. All tabulation results for the meeting were subsequently validated by SyCip Gorres Velayo & Co.

Under the rules and procedures for the meeting, stockholders were requested to send their questions or comments by email. Questions which were received by April 30, 2025 were collated and selected questions were answered during the meeting by Mr. Stanley C. Co, President and Chief Executive Officer. Any questions or comments which were not taken up during the meeting were answered and addressed through email.

II. READING AND APPROVAL OF THE MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS HELD ON MAY 10, 2024

The Chairman proceeded to the next item in the agenda which is the approval of the Minutes of the Annual Meeting of the Stockholders held on May 10, 2024 (“2024 Minutes of the ASM”). According to the Corporate Secretary, copies of the 2024 Minutes of the ASM were made available to the stockholders by providing the link to the said Minutes in the Definitive Information Statement, by making a copy of the Minutes available in RRHI’s website and by showing the QR code on the screen prior to the meeting.

The Corporate Secretary reported that the 2021 Minutes of the ASM were approved by stockholders holding representing 80.89% of the total outstanding shares of the Corporation. No stockholder voted against this agenda item.

Voting results on this agenda item are as follows:

Agenda Item	Votes In Favor		Votes Against		Votes Abstaining	
	Number of shares	% to Outstanding	Number of shares	% to Outstanding	Number of shares	% to Outstanding
Approval of the 2024 Minutes of ASM		80.89%	0	0%		%

The resolution of the stockholders covering this agenda item can be found below:

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“RESOLVED, that the Minutes of the Annual Meeting of the Stockholders of Robinsons Retail Holdings, Inc. held on May 10, 2024 be hereby approved.”

III. PRESENTATION OF ANNUAL REPORT AND APPROVAL OF THE FINANCIAL STATEMENTS FOR FISCAL YEAR ENDED DECEMBER 31, 2021

The President and Chief Executive Officer, Mr. Stanley C. Co, presented a report on the financial results for the fiscal year ended December 31, 2024, key updates and strategic plays of RRHI.

After the report of Mr. Stanley C. Co, the Chairman called on the Corporate Secretary to present the results of voting for the approval of the audited financial statements for the fiscal year ended December 31, 2024 (“2024 Audited Financial Statements”).

The Corporate Secretary reported that stockholders representing 80.87% of the total outstanding shares of the Corporation have approved the 2024 Audited Financial Statements as presented. The report of the President was also duly noted.

Voting results on this agenda item are as follows:

Agenda Item	Votes In Favor		Votes Against		Votes Abstaining	
	Number of shares	% to Outstanding	Number of shares	% to Outstanding	Number of shares	% to Outstanding
Approval of the 2024 Audited Financial Statements		80.87%	0	0%		0%

The resolution of the stockholders covering this agenda item can be found below:

“RESOLVED, that the audited financial statements of Robinsons Retail Holdings, Inc. for the fiscal year ended December 31, 2024 be hereby approved.”

IV. ELECTION OF BOARD OF DIRECTORS

The Chairman informed the stockholders present that the next item in the agenda is the election of the members of the Board of Directors. The Corporate Secretary was requested to read the names of the incumbent members of the Board of Directors who are as follows:

- 1. James L. Go
- 2. Robina Gokongwei-Pe
- 3. Stanley C. Co
- 4. Scott Price
- 5. Curtis Liu
- 6. Cesar G. Romero - Independent Director
- 7. Rodolfo P. Ang - Independent Director
- 8. Cirilo P. Noel – Independent Director
- 9. Enrico S. Cruz – Independent Director

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The Chairman then requested for the list of the nominees for election to the Board of Directors and the voting results. In response, the Corporate Secretary stated that, in accordance with the nomination process contained in the By-Laws of the Corporation, the following were nominated for election as members of the Board of Directors:

- 1. James L. Go
- 2. Robina Gokongwei-Pe
- 3. Stanley C. Co
- 4. Scott Price
- 5. Curtis Liu
- 6. Cesar G. Romero - Independent Director
- 7. Rodolfo P. Ang - Independent Director
- 8. Cirilo P. Noel – Independent Director
- 9. Enrico S. Cruz – Independent Director

As a result of the tabulation of the votes in favor of those nominated, the following were declared as the duly elected members of the Board of Directors of the Corporation for the ensuing year, until their successors shall have been elected and qualified:

- 1. James L. Go
- 2. Robina Gokongwei-Pe
- 3. Stanley C. Co
- 4. Scott Price
- 5. Curtis Liu
- 6. Cesar G. Romero - Independent Director
- 7. Rodolfo P. Ang - Independent Director
- 8. Cirilo P. Noel – Independent Director
- 9. Enrico S. Cruz – Independent Director

The nominees for election as members of the Board of Directors of the Corporation received the following number of votes:

Nominee	Votes In Favor		Votes Against		Votes Abstaining	
	Number of shares	% to Outstanding	Number of shares	% to Outstanding	Number of shares	% to Outstanding
1. James L. Go	78.54%					
2. Robina Gokongwei-Pe	78.41%					
3. Stanley C. Co	80.87%					
4. Scott Price	80.02%					
5. Curtis Liu	80.66%					
6. Cesar G. Romero	80.87%					
7. Rodolfo P. Ang	80.87%					
8. Cirilo P. Noel	80.87%					
9. Enrico S. Cruz	80.87%					

The resolution of the stockholders covering this agenda item can be found below:

“RESOLVED, that the following are hereby elected as the members of Board of Directors of Robinsons Retail Holdings, Inc. for the year 2022 to 2023:

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- 1. James L. Go
- 2. Robina Gokongwei-Pe
- 3. Stanley C. Co
- 4. Scott Price
- 5. Curtis Liu
- 6. Cesar G. Romero - Independent Director
- 7. Rodolfo P. Ang - Independent Director
- 8. Cirilo P. Noel – Independent Director
- 9. Enrico S. Cruz – Independent Director

V. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman moved to the next item in the agenda which is the appointment of the External Auditor of the Corporation. He called on the Corporate Secretary to present the results of the voting for this agenda item. The Corporate Secretary reported that the accounting firm of SyCip Gorres Velayo & Co. has been nominated as the External Auditor of the Corporation for fiscal year 2022.

After tabulation of the votes, the appointment of the auditing firm of SyCip Gorres Velayo & Co. as the External Auditor of the Corporation for fiscal year 2022 has been approved by stockholders holding 80.88% of the total outstanding shares.

Voting results on this agenda item are as follows:

Agenda Item	Votes In Favor		Votes Against		Votes Abstaining	
	Number of shares	% to Outstanding	Number of shares	% to Outstanding	Number of shares	% to Outstanding
Appointment of SyCip Gorres Velayo & Co. as External Auditor		80.88%		0%	0	0%

The resolution of the stockholders covering this agenda item can be found below:

“RESOLVED, that the appointment of the accounting form of SyCip Gorres Velayo & Co., as the External Auditor of Robinsons Retail Holdings, Inc. for the fiscal year 2025 be hereby approved.”

VI. RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES, OFFICERS AND MANAGEMENT

The Chairman then proceeded to the next item in the agenda which is the ratification of all the acts of the Board of Directors and its committees, officers and management of the Corporation for the period beginning from the last annual meeting of the stockholders up to the current annual meeting of the stockholders, as duly recorded in the corporate books and records of the Corporation.

The Corporate Secretary explained that the list of acts for ratification were shown on the screen and were made available to the stockholders by having the list uploaded in the Corporation’s website and by showing the link and QR code to the said list prior to the meeting.

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It was reported by the Corporate Secretary that, after tabulation of the votes, stockholders 80.87% of the total outstanding capital shares of the Corporation have confirmed and ratified the acts of the Board of Directors and its committees, officers and management of the Corporation for the period beginning from the last annual meeting of the stockholders up to the current annual meeting of the stockholders, as duly recorded in the corporate books and records of the Corporation.

Voting results on this agenda item are as follows:

Agenda Item	Votes In Favor		Votes Against		Votes Abstaining	
	Number of shares	% to Outstanding	Number of shares	% to Outstanding	Number of shares	% to Outstanding
Ratification of the acts of the Board of Directors, and its committees, officers and management		80.87%	0	0%		0%

The resolution of the stockholders covering this agenda item can be found below:

“RESOLVED, that all the acts of the Board of Directors and its committees, officers and management of Robinsons Retail Holdings, Inc. (“Corporation”) for the period beginning from the last annual meeting of the stockholders up to the current annual meeting of the stockholders, as duly recorded in the corporate books and records of the Corporation, be hereby confirmed and ratified.”

VII. CONSIDERATION OF SUCH OTHER MATTERS AS MAY PROPERLY COME DURING THE MEETING

The Chairman informed those present that the President and Chief Executive Officer of the Corporation, Mr. Stanley C. Co, shall respond to questions which were submitted by stockholders through email.

Question 1 With the transition in leadership to Mr. Stanley Co, what can we expect from RRHI’s strategy moving forward?

Question 2 What is management’s outlook on O!Save’s growth potential compared to RRHI’s other food retail banners? How does it fit int the company’s overall retail strategy?

Question 3 What are your store expansion plans for Uncle John’s? Moreover, how does the brand intend to grow its ready-to-eat (RTE) segment to strengthen its market position?

Question 4 Do you see any material adverse impact on your business stemming from changing tariff developments?

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VIII. ADJOURNMENT

In response to the question of the Chairman on whether there were any other matters to be taken up, the Corporate Secretary replied that there were none. The Chairman advised those present that this ends the 202 Annual Stockholders’ Meeting of the Corporation and that a link where a replay of the meeting may be viewed will be made available at the website of RRHI.

There being no further business to transact, the meeting was thereupon adjourned.


GILBERT S. MILLADO, JR.
Corporate Secretary

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