

## TERMS AND CONDITIONS OF THE TENDER OFFER

*Unless otherwise defined herein, all capitalized terms used have the same meanings ascribed to them in the SEC FORM 19-1: Tender Offer Report.*

- 1 **Bidder** **JE HOLDINGS, INC.** (the “**Bidder**”)
 

The Bidder, JE Holdings, Inc., was incorporated under the laws of the Philippines and maintains its registered office address and principal place of business at 43/F Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City.
- 2 **Subject Company** Robinsons Retail Holdings, Inc. (the “**Company**” or **RRHI**) is a corporation duly organized under the laws of the Philippines with principal office at 110 E. Rodriguez, Jr. Avenue, Bagumbayan Quezon City.
- 3 **Tender Offer** Subject to the terms and conditions of the Tender Offer as set forth herein (the “**Terms and Conditions**”), the Bidder is conducting a tender offer (the “**Tender Offer**”) for and offering to acquire the Tender Offer Shares (as defined below) at the Tender Offer Price (as defined below).
 

Copies of the Tender Offer Report (SEC Form 19-1, including any and all of its annexes, exhibits, and schedules) are available at [https://edge.pse.com.ph/companyDisclosures/form.do?cmpy\\_id=646](https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=646), that provides access to disclosures of the Company. Any shareholder who wishes to secure a copy of the Tender Offer Report may likewise do so at the office of the Tender Offer Agent.

**To facilitate access to information in relation to this Tender Offer, the Tender Offer Report and each of the Tender Offer Materials is posted on the Company’s website: <https://www.robinsonsretailholdings.com.ph/investor-relations/tender-offer-report/>, and will be available during the Tender Offer Period.**
- 4 **Tender Offer Shares** The Bidder is conducting this Tender Offer to acquire from all shareholders of record by way of secondary sale all issued and outstanding Common Shares that are not beneficially owned by the Bidder, Robina Y. Gokongwei-Pe, Lance Y. Gokongwei, James L. Go, Lisa Gokongwei Cheng, Faith Gokongwei Lim, Hope Gokongwei-Tang, Julia Isabelle Gokongwei Sy, Ella Akira Gokongwei Sy, Stanley C. Co, and Wilfred T. Co (the “**Proponents**”), or up to 232,838,500 Common Shares constituting 21.85% of the total issued and outstanding Common Shares (the “**Tender Offer Shares**”).
 

The Tender Offer is made for purposes of delisting the shares of the Company from the PSE. Through the conduct of the Tender Offer, the Bidder hopes to acquire at least 179,557,573 Common Shares representing approximately 16.85% of the outstanding and listed shares of the Company, resulting in the Proponents collectively owning at least 95% of the Company’s issued and outstanding shares, which is a necessary condition under The Philippine Stock Exchange, Inc.’s (“**PSE**”) Memorandum CN No. 2020-0104 (“**Amended PSE Voluntary Delisting Rules**”) for a voluntary delisting of securities from the PSE (the “**Delisting**”).

5 **Tender Offer Price**

The Tender Offer is being made at the price of ₱48.30 (the “**Tender Offer Price**”), per Tender Offer Share, which is payable to shareholders, who have validly tendered or offered for sale their shares to the Bidder (the “**Tendering Shareholders**”).

The Tender Offer Price does not include customary selling charges which shall be for the account of the Tendering Shareholder. The customary selling charges include (the “**Selling Charges**”):

<b>Selling Charges</b>	<b>% of the gross value of the transaction</b>
Stock Transaction Tax (“ <b>STT</b> ”)	0.1%
Securities Clearing Corporation of the Philippines (“ <b>SCCP</b> ”) Fee	0.01%
PSE Fee	0.005% (plus VAT of 12% on such fee)
Securities and Exchange Commission (“ <b>SEC</b> ”) Fee	0.005%
Securities Investors Protection Fund (“ <b>SIPF</b> ”) Fee	0.001%

All such taxes, fees and expenses shall be deducted from the payment of the total Tender Offer Price to the Tendering Stockholder.

After deducting the Selling Charges other than broker’s commission from a Tendering Shareholder’s tender proceeds, the net Tender Offer Price is estimated to be ₱48.24 per share. Other fees such as lodgment fee and EQ trade transfer fee (as applicable) are also for the account of the Tendering Shareholder or their respective broker or custodian (“**Participating Broker/Custodian**”) (as applicable). The selling broker’s commission, including value added tax, shall be payable by the Tendering Shareholder, subject to mutual agreement between the Tendering Shareholder and the Participating Broker/Custodian.

6 **Entitlement**

The shareholders of the Company owning outstanding Common Shares shall be entitled to tender such Common Shares during the Tender Offer Period, subject to the Terms and Conditions of the Tender Offer (the “**Tendered Shares**”).

7 **Tender Offer Period**

The Tender Offer will start at 9:00 a.m. on May 25, 2026 and end at 12:00 p.m. on July 6, 2026 (the “**Tender Offer Period**”), unless extended by the Bidder, with prior approval of the SEC and notice to the PSE, during which any Tendering Shareholder of the Company may offer all or a portion of their outstanding Common Shares in the Company for acceptance by and sale to the Bidder in accordance with, and subject to, the Terms and Conditions of the Tender Offer. The Bidder may extend the Tender Offer Period with prior approval from the SEC and notice to the PSE.

Without prejudice to the right of the Bidder (subject to prior approval by the SEC and notice to the PSE) to extend the Tender Offer Period, should any of the business days during the period from May 25, 2026, the commencement of the Tender Offer Period, and July 6, 2026, inclusive, be officially declared as non-working holidays after the filing of the Tender Offer Report on May 15, 2026, the period shall be extended by the number of business days corresponding to those which were declared as non-working holidays. For purposes hereof, a “business day” shall mean any day other than a Saturday, Sunday, or holiday on which banks are required to be open for business in Makati City, Philippines.

8 **Tender Offer Agent**

**BPI Securities Corporation**

Telephone: 8580-4779, 8580-4642, 8580-4777, 8663-6760

Address: 23/F Ayala Triangle Gardens Tower 2, Paseo De Roxas corner Makati Avenue, Brgy Bel Air, Makati City,

For inquiries on the Tender Offer, please contact any of the following personnel of BPI Securities Corporation:

Name	Telephone No.	E-mail Address
Buena M. Bascuguin	8580-4779	<a href="mailto:bpisec_ops@bpi.com.ph">bpisec_ops@bpi.com.ph</a>
Emeline T. Dela Cruz	8580-4642	<a href="mailto:bpisec_ops@bpi.com.ph">bpisec_ops@bpi.com.ph</a>
Pamela Mae Jabon Asi	8580-4777	<a href="mailto:bpisec_ops@bpi.com.ph">bpisec_ops@bpi.com.ph</a>
Ericka Joi Mupas	8663-6760	<a href="mailto:bpisec_ops@bpi.com.ph">bpisec_ops@bpi.com.ph</a>

**9 Paying Agent**

**BPI Securities Corporation**

Telephone: 8580-4779, 8580-4621, 8663-6761, 8580-4697  
Address: 23/F Ayala Triangle Gardens Tower 2, Paseo De Roxas corner Makati Avenue, Brgy Bel Air, Makati City, 1209

Name	Telephone No.	E-mail Address
Buena M. Bascuguin	8580-4779	<a href="mailto:bpisec_ops@bpi.com.ph">bpisec_ops@bpi.com.ph</a>
Jo-ann Gaviola	8580-4621	<a href="mailto:bpisec_ops@bpi.com.ph">bpisec_ops@bpi.com.ph</a>
Isabel Nario	8663-6761	<a href="mailto:bpisec_ops@bpi.com.ph">bpisec_ops@bpi.com.ph</a>
Althea Bonifacio	8580-4697	<a href="mailto:bpisec_ops@bpi.com.ph">bpisec_ops@bpi.com.ph</a>

**10 Company's Stock Transfer Agent**

**RCBC Trust Corporation**

Telephone: 632 8894-9000 local 3692-3694  
Address: Until May 31, 2026: G/F Grepalife Building 219 Sen Gil Puyat Ave Makati City Metro Manila  
From June 1, 2026 onwards: Unit 8, 25<sup>th</sup> Floor, Yuchengco Centre, 333 Senator Gil Puyat Ave. corner N. Garcia St. (formerly Reposo St.) Barangay Bel-Air, Makati City, Metro Manila

Name	Telephone No.	E-mail Address
Antonio B. Madrid Jr.	632 8894-9000 local 3692-3694	<a href="mailto:abmadrid@rcbc.com">abmadrid@rcbc.com</a>
Joel S. Cruz	632 8894-9000 local 3692-3694	<a href="mailto:joscruz@rcbc.com">joscruz@rcbc.com</a>
Rogelio B. Ramos	632 8894-9000 local 3692-3694	<a href="mailto:rmmamos@rcbc.com">rmmamos@rcbc.com</a>

**11 Tender Offer Process**

*For Certificated or Scrip Shareholders*

Tendering Shareholders who hold physical stock certificates and who wish to offer all or a portion of their Common Shares for acceptance and sale to the Bidder should, within the Tender Offer Period, coordinate with their Participating Broker/Custodian and/or the Tender Offer Agent for the lodgment of their stock certificates and: (i) present their original stock certificates to the Stock Transfer Agent for authentication; and (ii) upon due authenticating by

the Stock Transfer Agent, submit their original stock certificates duly endorsed in blank and the duly accomplished Application together with all the requirements stated therein, in triplicate to their Participating Broker/Custodian or to the Tender Offer Agent at its address as stated herein.

In addition:

*1. For individual shareholders:*

- (i) Photocopies of two (2) valid identification cards containing the Applicant's photograph and specimen signature (i.e., driver's license, tax identification card, Social Security System/Government Service Insurance System identification card, or passport).
- (ii) For shareholders acting through an attorney-in-fact, a duly notarized Irrevocable Power of Attorney (in substantially the form attached to this Application). For married individuals who are Philippine citizens, their respective spouses must sign the space provided in the Irrevocable Power of Attorney to indicate the marital consent to the sale of their RRHI common shares. (N.B. Endorsement of stock certificate/s must be made by the shareholder himself).
- (iii) Two (2) duly accomplished specimen signature cards (Attachment 8 to the Application) containing the specimen signature of the Applicant and verified by the Applicant's Participating Broker/Custodian (the name of the Participating Broker/Custodian and the Participating Broker/Custodian's signatory must be specified) or by an officer of the bank at which the Applicant maintains an account (the name of the bank and the bank's officer must be specified). A copy of at least one valid ID of the bank's signatory is also required.
- (iv) Duly accomplished Securities Instruction Form (Attachment 10 to the Application) in favor of the Tender Offer Agent authorizing the Tender Offer Agent to return the stock certificates to the Tendering Shareholder if the lodgment is rejected.

*2. For corporate shareholders:*

- (i) Copies of the SEC registration, the latest Articles of Incorporation and By-laws of the Applicant or equivalent constitutive documents certified as true copies of the original by the Corporate Secretary or equivalent person having official custody of company records.
- (ii) A notarized Secretary's Certificate substantially in the form attached to this Application, setting forth resolutions of the tendering shareholder's Board of Directors authorizing the tender and sale of the Company's shares and designating the signatories for the purpose.
- (iii) Copy of the latest General Information Sheet (GIS) filed with the SEC and certified as a true copy of the original by the Corporate Secretary or equivalent persons having official custody of company records.
- (iv) Two (2) duly accomplished specimen signature cards (Attachment 9 to the Application) containing the specimen signature of the Applicant's designated authorized signatories and verified by the Applicant's Corporate Secretary or equivalent person having official custody of company records.
- (v) Duly accomplished Securities Instruction Form (Attachment 10 to the Application) in favor of the Tender Offer Agent authorizing the Tender Offer Agent to return the stock certificates to the Tendering Shareholder if the lodgment is rejected.

*3. For Partnership:*

- (i) Copy of SEC Registration or equivalent constitutive document

- certified as true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records.
- (ii) Copy of the latest Articles of Partnership of the Applicant or equivalent constitutive document certified as true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records.
  - (iii) Notarized Partnership Resolution (in substantially the form of the Partners' Certificate attached to the Application) authorizing the sale of the Partnership's RRHI common shares, designating signatories for the purpose and indicating the specimen signature of the signatories.
  - (iv) Two (2) Duly accomplished signature cards (Attachment 9 to the Application) containing the specimen signature of the Applicant's designated authorized signatories and verified by the Applicant's Partnership Secretary or equivalent person having official custody of the partnership records.
  - (v) Duly accomplished Securities Instruction Form (Attachment 10 to the Application) in favor of the Tender Offer Agent authorizing the Tender Offer Agent to return the stock certificates to the Tendering Shareholder if the lodgment is rejected

*4. For those with lost stock certificates:*

- (i) One (1) original of a duly notarized affidavit of loss (in substantially the form of the Affidavit of Loss attached to the Application).
- (ii) Copy of the notice of loss as published in a newspaper of general circulation.
- (iii) One (1) original of the Affidavit of Publication executed by the relevant publishing entity attesting that the notice of loss and the details required under Section 72 of the Revised Corporation Code of the Philippines have been published in a newspaper of general circulation in the place where RRHI has its principal office once a week for at least three consecutive weeks.
- (iv) Applicable surety bond in an amount of the closing price per share of the RRHI shares as of the date of execution of the affidavit of loss, multiplied by the number of shares covered by each lost stock certificate, which bond shall run for a period of one year.

Tendering Shareholders located outside the Philippines (the "**Offshore Shareholders**") may coordinate directly with the Tender Offer Agent and make the necessary arrangements for the tendering of their Common Shares and the settlement thereof.

*For Non-Certificated or Scripless Shareholders*

Tendering Shareholders whose shares are lodged with the Philippine Depository & Trust Corp. ("**PDTC**") should instruct their Participating Broker/Custodian to accomplish and submit, on their behalf, the duly accomplished Application, together with all the requirements stated therein, to the Tender Offer Agent, and instruct such Participating Broker/Custodian to electronically transfer their shares to the Tender Offer Agent simultaneously with the submission of the Application for receipt by the Tender Offer Agent prior to 12:00 p.m. on the last day of the Tender Offer Period in order to participate in the Tender Offer, subject to compliance with such Participating Broker/Custodian's procedural requirements.

Delivery of each required document in relation to the Tender Offer to the Tender Offer Agent shall be deemed made only upon actual receipt thereof by the Tender Offer Agent. The Bidder or the Tender Offer Agent reserves the right to require presentation or submission of any additional documents for the

purpose of, among others, enabling the Bidder or the Tender Offer Agent to determine from any Tendering Shareholder (or any person acting on its behalf, including any Participating Broker/Custodian) the validity, eligibility, and acceptability of any Common Shares in the Company tendered pursuant to the Tender Offer.

**12 Closing Date**

12:00 p.m. of July 6, 2026

The Bidder reserves the right to extend the Tender Offer Period with the prior approval of the SEC and notice to the PSE.

**13 Conditions**

The obligation of the Bidder to accept for payment or pay any outstanding Common Shares validly tendered and not validly withdrawn pursuant to the Tender Offer will be subject to the satisfaction or waiver (to the extent permitted by applicable law and in the Bidder's sole discretion) of the following Tender Offer Conditions stated herein:

- (i) The Tendering Shareholder shall have delivered a duly and fully completed Application, all the required approvals and authorizations to enable such Tendering Shareholder to transfer the Tender Offer Shares to the Bidder free of any claims or encumbrances on the Cross Date; and such shareholder not being aware of any objection, adverse claim, dispute, or notice concerning such shareholder's right to tender and transfer the Tender Offer Shares.
- (ii) All representations and warranties of the Tendering Shareholder being true and accurate during the Tender Offer Period and through to (and including) the Cross Date.
- (iii) Receipt of the Philippine Competition Commission's approval, deemed approval, no-objection, or no-further action ruling or other similar action pertaining to the transaction ("**PCC Approval**").
- (iv) Valid tender of at least 179,557,573 Common Shares constituting 16.85% of the issued and outstanding capital stock of the Company, verified by the Tender Offer Agent as eligible for or otherwise capable of being purchased by the Bidder in accordance and under the terms and conditions of the Tender Offer, such that the Proponents will hold at least 95% of the Company's issued and outstanding capital stock after the completion of the Tender Offer.
- (i) Approval by the PSE of the crossing of the tendered shares.

**14 Acceptance**

Acceptance of the Application is subject to the terms hereof. At any time before the Cross Date, the Bidder, at its sole discretion, has the right to reject any specific Application if such Application (i) is received after the end of the Tender Offer Period; (ii) does not tender issued and outstanding Common Shares; (iii) does not comply with the terms of the Offer; (iv) is not completed in full or does not have sufficient information as required; (v) lacks any of the required attachments; (vi) contains a signature that cannot be authenticated by the Stock Transfer Agent or verified by the Tender Offer Agent; or (vii) is not validated for acceptance by the Tender Offer Agent.

The Tender Offer Agent will accept an Application from a Tendering Shareholder holding physical stock certificates on behalf of the Bidder on the condition that such Tendering Shareholder has been certified by the Stock Transfer Agent as a common shareholder of the Company at any time during the Tender Offer Period and that the signature/endorsement on the stock certificate(s) submitted matches the signature on file with the Stock Transfer Agent, if such is available. If such Tendering Shareholder does not have any signature card on file, or the signatures on the certificates and on the Application differ from the signature on file with the Stock Transfer Agent, the Stock Transfer Agent shall certify the same to the Bidder. The Bidder shall exercise its sole and reasonable discretion to accept or reject the Application. The Tender Offer Agent shall rely on the signature affixed on the Application and on the validated endorsement of

the relevant stock certificates. Neither the Bidder nor the Tender Offer Agent shall be required (nor are they expected) to make further inquiries into the authenticity of the signature. A Tendering Shareholder shall hold the Bidder, the Tender Offer Agent, their respective officers, directors, agents, or advisers free and harmless from any and all damages that may arise or result in the Bidder's/Tender Offer Agent's acceptance of the Application.

Applications received after the Closing Date shall be rejected, unless the Tender Offer Period is extended by the Bidder, upon prior approval of the SEC and notice to the PSE.

Tendering Shareholders whose Applications have been rejected, in whole or in part, shall be notified of such fact by the Tender Offer Agent directly or through their Participating Broker/Custodian on or before the Settlement Date.

15 **Cross Date** The accepted Tender Offer Shares are intended to be crossed at the PSE on or about July 13, 2026 (the "**Cross Date**"), subject to the terms of the Tender Offer.

16 **Settlement Date** The sale and purchase of the accepted Tender Offer Shares shall be on July 15, 2026 (the "**Settlement Date**"), subject to the any extension of the Tender Offer Period upon prior approval of the SEC and notice to the PSE. Should the Settlement Date fall on a day other than a business day, the payment of the relevant consideration shall be made on the next business day, without interest.

Any change in the Settlement Date shall be announced by the Bidder.

17 **Settlement and Payment for the Tender Offer Shares** The Bidder shall accept for payment all validly tendered Tender Offer Shares under the Tender Offer. The sale and purchase of the accepted Tender Offer Shares shall be settled no later than the Settlement Date.

Payment of the net proceeds of the Tender Offer Shares validly tendered and accepted for payment shall be by way of checks which shall be made available for pick up at the office of the Tender Offer Agent at 23<sup>rd</sup> Floor, Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City 1226 starting on Settlement Date between 9:00 a.m. to 2:00 p.m. only, subject to bank clearing guidelines, in the name of either:

(i) Each Participating Broker/Custodian which delivered the scripless shares of its tendering clients (scripless shareholders), or

(ii) The Tendering Shareholders that have delivered certificated shares directly to the Tender Offer Agent.

Checks shall be available for pick-up at the Tender Offer Agent's office beginning Settlement Date up to thirty (30) days thereafter. Checks not claimed shall be mailed or delivered to the shareholders, at their own risk, to the registered address indicated in the Application Form.

When collecting a check payment, the Tendering Shareholders shall present the shareholder's copy of the Application as well as a proper identification document (e.g., driver's license, passport or company I.D. with photograph and signature). Duly authorized representatives of Tendering Shareholders shall be required to present a letter of authority to pick up the check signed by the authorized signatory(ies) of the Tendering Shareholder and a valid I.D.

Payment of the net proceeds to Offshore Shareholders shall follow the settlement arrangements agreed between the Tender Offer Agent and such Offshore Shareholder.

18 **Withdrawal** The Bidder has the right to withdraw the Tender Offer at any time prior to the Settlement Date if any of the conditions of the Tender Offer is not met to its satisfaction, provided that written notice of withdrawal of the Tender Offer shall be sent to the shareholders of the Company on or before Settlement Date. All costs arising from the withdrawal by the Bidder of the Tender Offer shall be for the account of the Bidder.

Any or all of the Tendered Shares may be withdrawn by the relevant Tendering Shareholder any time during the Tender Offer Period, but only up to 12:00 p.m. of July 6, 2026, or of the date of expiration of the Tender Offer Period if the Tender Offer is extended by the Bidder with prior approval of the SEC and notice to the PSE, by submitting a written request for the withdrawal of the relevant Tendered Shares to the Tender Offer Agent, together with a copy of the shareholder's copy of the Application issued by the Tender Offer Agent. For a withdrawal to be effective, the written notice of withdrawal must be timely received by the Tender Offer Agent at the address(es) set forth herein.

All expenses incurred by the Tender Offer Agent in respect of withdrawal of Tender Offer Shares shall be for the account of the Tendering Shareholder making the withdrawal.

The written request for the withdrawal of any Tendered Shares must specify:

(i) the name of the Tendering Shareholder and (ii) the number of Tendered Shares to be withdrawn. If the stock certificates evidencing the Tendered Shares have been delivered to the Tender Offer Agent, the serial number of such certificates must likewise be indicated in the written request for Tendered Shares. The Bidder has the right, in its sole discretion, to determine the validity of the written request.

Any Tendered Shares that are withdrawn in accordance herewith shall be returned by the Tender Offer Agent in the same form they were received to the Participating Broker/Custodian (if previously lodged with the Participating Broker/Custodian) or to the Tendering Shareholder (if previously certificated), as the case may be, within twenty (20) business days from the end of the Tender Offer Period. The cost of returning the Tender Offer Shares shall be borne by the shareholder making the withdrawal.

**19 Taxes and Transfer Expenses**

Any stock transaction tax, value added tax, brokerage commission, application fees of the SCCP, PSE, SEC, SIPP or the PDTTC, and all costs and expenses pertinent to the transfer to the Bidder of Tendered Shares purchased, shall be for the account of the Tendering Stockholder.

All such taxes, fees, commissions, and expenses shall be deducted from the payment of the total Tender Offer Price to the Tendering Stockholder.

**20 Representations and Warranties of the Tendering Shareholder**

By accepting the Tender Offer and tendering the Common Shares pursuant thereto, each Tendering Shareholder, whether acting directly or through its Participating Broker/Custodian, is deemed to have represented and warranted to the Bidder as follows:

- (a) All information contained in the Application and its attachments are true and correct and that the signatures thereon are genuine, properly authorized and obtained without use of fraud, coercion or any other vice of consent;
- (b) The Tendering Shareholder has read and understood these Terms and Conditions as well as the Tender Offer Report and other materials made available by the Bidder, has the full requisite legal capacity and/or consent to tender the Common Shares owned and accepts these Terms and Conditions in connection with the transfer the Tendered Shares and all transactions contemplated thereby;
- (c) The Tendering Shareholder is the registered and absolute legal and beneficial owner of, with good and marketable title to the Tendered Shares.
- (d) The Tendered Shares are listed on the PSE and are fully tradeable, validly issued, outstanding, fully paid and non-assessable;
- (e) The Tendering Shareholder has obtained all the required consents, approvals and authorizations to enable it/him/her to transfer the Tendered Shares to the Bidder before the expiration of the Tender Offer Period and it/he/she is not aware of any objection, adverse claim, dispute, or notice

concerning its/his/her right to tender and transfer the Tendered Shares;

- (f) Upon the transfer of the Tendered Shares in accordance with the Tender Offer, the Bidder will obtain full and valid legal and beneficial title to and ownership of the Tendered Shares, free and clear from any warrants, interests, options, claims, objections, disputes, liens, or other encumbrances and will be able to freely and fully exercise all rights and privileges arising from ownership of such Tendered Shares, including but not limited to the right to vote and receive dividends thereon;
- (g) The tender of any or all of the Common Shares by the Tendering Shareholder and/or the purchase or transfer thereof by the Bidder in accordance with the Tender Offer does not and will not constitute a breach or other default of the Tendering Shareholder's constitutive documents (as applicable) or of any agreement or arrangement, law, order, or regulations applicable to the tendered Common Shares, the Tendering Shareholder, or to which any of the foregoing may be bound;
- (h) The Tendering Shareholder has read, understood and has relied solely upon the provisions of the Tender Offer Report, any and all documents and materials provided by the Bidder in connection therewith or in relation thereto, and the Terms and Conditions of the Tender Offer as stated therein, and unconditionally accepts such Terms and Conditions. The Tendering Shareholder understands that no person has been authorized to give information or to make any representation with respect to the Tender Offer other than those specified and made in the Tender Offer Report; and
- (i) The Tendering Shareholder acknowledges that the Tender Offer is being conducted by the Bidder in order for the Proponents to collectively own at least 95% of the Company's issued and outstanding shares that is necessary under the voluntary delisting rules of the PSE to affect the Delisting of the Company. The Tendering Shareholder understands that if the Tender Offer is completed and the Delisting is approved by the PSE, then all of the issued and outstanding Common Shares will be delisted from the PSE. The Tendering Shareholder has read and understood the consequences of the Delisting as stated in the Tender Offer Report.

- 21 **Application Form and Tender Offer Report** The terms set out in the Tender Offer Report (SEC Form 19-1) filed with the SEC on May 15, 2026, including all of its exhibits, shall form integral parts of these Terms of the Tender Offer.

Copies of the Application and the Tender Offer Report (SEC Form 19- 1 and all exhibits) may be obtained from the Tender Offer Agent through the contact details provided above and on the Company's website: <https://www.robinsonsretailholdings.com.ph/investor-relations/tender-offer-report/>.