

**Attachment 1 to the Application to Tender Shares:
Terms and Conditions of the Tender Offer**

EXHIBIT A

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, 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.robinson retail holdings.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**”):

Selling Charges	% of the gross value of the transaction
Stock Transaction Tax (“ STT ”)	0.1%
Securities Clearing Corporation of the Philippines (“ SCCP ”) Fee	0.01%
PSE Fee	0.005% (plus VAT of 12% on such fee)
Securities and Exchange Commission (“ SEC ”) Fee	0.005%
Securities Investors Protection Fund (“ SIPF ”) 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	bpisec_ops@bpi.com.ph
Emeline T. Dela Cruz	8580-4642	bpisec_ops@bpi.com.ph
Pamela Mae Jabon Asi	8580-4777	bpisec_ops@bpi.com.ph
Ericka Joi Mupas	8663-6760	bpisec_ops@bpi.com.ph

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	bpisec_ops@bpi.com.ph
Jo-ann Gaviola	8580-4621	bpisec_ops@bpi.com.ph
Isabel Nario	8663-6761	bpisec_ops@bpi.com.ph
Althea Bonifacio	8580-4697	bpisec_ops@bpi.com.ph

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, 25th 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	abmadrid@rcbc.com
Joel S. Cruz	632 8894-9000 local 3692-3694	joscruz@rcbc.com
Rogelio B. Ramos	632 8894-9000 local 3692-3694	rmramos@rcbc.com

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 23rd 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 PDTC, 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/>.

shall lawfully do or cause to be done under and by virtue of these presents as well as those already done heretofore.

IN WITNESS WHEREOF, the Seller has executed this Special Power of Attorney this _____ at _____.

SELLER

With my marital consent:

Name of Spouse (if applicable)

Conforme:

Attorney-in-Fact

BEFORE ME, a Notary Public for and in _____ on this _____ personally appeared _____, with _____ Number _____ issued at _____ on _____, known to me to be the same person who executed the foregoing Special Power of Attorney and who acknowledged to me that the same is his/her free will and voluntary act and deed.

WITNESS MY HAND AND NOTARIAL SEAL on the date and place first above written.

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2026.

“RESOLVED, to authorize any of the above authorized agents to sign, execute and deliver any agreement, applications, or documents required in order to give effect to the transfer of the Tender Offer Shares.”

4. The specimen signatures of the foregoing signatories of the Corporation are as follows:

Name	Specimen Signature
_____	_____
_____	_____
_____	_____

5. The above-quoted Board resolutions are in full force and effect and have not been amended, suspended, revoked nor in any manner superseded as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand on this _____ in _____, Philippines.

Corporate Secretary

SUBSCRIBED AND SWORN TO before me this _____ at _____ affiant exhibited to me his/her _____ Number _____ issued at _____ on _____.

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2026.

**Attachment 5 to the Application to Tender Shares:
Transfer of Shares from Deceased Stockholders to His/Her Heirs**

Documents to be submitted:

- Original certificate(s) of the deceased stockholder' shares of stock
- Certified true copy of the Death Certificate
- Certification from the Commissioner of Internal Revenue attesting to the payment (or exemption from payment) of the estate tax, as required by the Philippine National Internal Revenue Code. If the shareholder is a non-resident, certification from the proper office of the Philippine Embassy or Consulate that the estate taxes due the Philippine Government under Title III, Section 78 of the Philippine National Internal Revenue Code have been paid; if the estate is tax-exempt, certification to this effect should be secured from the Philippine Consulate Office
- A two-year Heir's Bond issued by a duly accredited bonding company in an amount equivalent to the total estimated market value of the shares left by the deceased and the expected dividends thereon for the two-year period. Otherwise, the new stock certificate in the name of the heirs shall be released after a period of two years from the date of the last date of publication of the extrajudicial partition, pursuant to Section 4, Rule 74 of the Rules of Court of the Philippines

The transfer of a deceased stockholder's shares to his/her heir(s) may be done in two ways, to wit:

1. Judicially (through court proceedings); or
2. Extra-judicially (out-of-court settlement of estate).

Additional Documents:

1. If the estate of the deceased stockholder is settled judicially, whether testate or intestate, the heirs have to submit the following:
 - Certified true copy of the Death Certificate
 - Original certificate(s) of the deceased stockholder' shares of stock
 - Letters of Administration/Testamentary, issued by the probate court/court
 - Certified true copy of the Court Order approving the disposition of the shares, the partition, or probate of will
2. If the estate is settled extrajudicially, the heirs have to submit the following:
 - Original signed or certified true copy of the Deed of Extrajudicial Settlement or an Affidavit of Self-Adjudication, as applicable. The Deed of Extrajudicial Settlement or the Affidavit of Self-Adjudication, as applicable, must be registered with the Register of Deeds of the decedent's last known residence
 - Affidavit of Publication of the notice of the estate's settlement in a newspaper of general circulation, once a week for three consecutive weeks

Note: If the stockholder is a non-resident, all the documents to be submitted should be duly authenticated by the proper officer of the Philippine Embassy or Consulate.

**Attachment 6 to the Application to Tender Shares:
Instructions to Brokers/Custodian Banks and Letter to the Tender Offer Agent**

INSTRUCTIONS TO BROKERS/CUSTODIAN BANKS

In connection with the tender offer by **JE HOLDINGS, INC.** (the "**Bidder**") to acquire common shares in **ROBINSONS RETAIL HOLDINGS, INC.** ("RRHI" or the "**Company**"), the following are the stock transfer guidelines for brokers and custodian banks who hold shares of their clients in the Company under their respective Philippine Depository & Trust Corp. ("**PDTC**") accounts (the "**Participating Brokers/Custodians**").

The Bidder is proposing to acquire the Tender Offer Shares (as herein defined) at the Tender Offer Price (as herein defined) in accordance with the Terms and Conditions of the Tender Offer. The Tender Offer Shares consist of all issued and outstanding Common Shares other than those held (beneficially) 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 equivalent to approximately 21.85% of the issued and outstanding Common Shares of the Company (the "**Tender Offer Shares**"). The consideration for the Tender Offer Shares shall be ₱48.30 per share (the "**Tender Offer Price**"), excluding any customary selling charges and any selling broker's commission and taxes thereon (all of which shall be for a tendering shareholder's account), payable in cash by check payments beginning on the Settlement Date. The Bidder has appointed BPI Securities Corporation as the tender offer agent for the tender offer (the "**Tender Offer Agent**")

Participating Brokers/Custodians should inform their clients that all shareholders of the Company are eligible to participate in the Tender Offer. The Tender Offer Period shall begin at **9:00 a.m.** on **May 25, 2026** and end at **12:00 p.m.** on **July 6, 2026**. Only those shares electronically transferred as of **12:00 p.m.** on **July 6, 2026** to the Tender Offer Agent are eligible for the Tender Offer. Shareholders of the Company may withdraw the tendered securities any time during the Tender Offer Period in accordance with the procedures set out in the Tender Offer Report.

Should their clients wish to participate in the Tender Offer, the Participating Brokers/Custodians should request such clients to issue a formal instruction for said Participating Brokers/Custodians to electronically transfer their Common Shares in the Company to the Tender Offer Agent who will act as custodian for such Common Shares. Charges for withdrawal and/or transfer will be for the Tendering Shareholder's account.

For orderly transfer and accurate tracking, the Participating Brokers/Custodians should deliver an originally-signed letter and the duly-accomplished Application to Tender form (including all its required attachments) to the Tender Offer Agent (in substantially the attached form) citing the exact number of Shares being transferred under the Tender Offer.

**LETTER
FROM PARTICIPATING BROKERS/CUSTODIANS
DELIVERING SHARES OF THEIR CLIENTS**

To:

BPI Securites Corporation
23/F Ayala Triangle Gardens Tower 2, Paseo De Roxas corner Makati Avenue, Brgy. Bel Air,
Makati City

[Date]

Attention: Buena M. Bascuguin

Mesdames/Gentlemen:

_____ (Name of Participating Broker/Custodian) is delivering _____ common shares of **ROBINSONS RETAIL HOLDINGS, INC.** ("RRHI" or the "**Company**") from our clients who wish to participate in the Tender Offer by **JE HOLDINGS, INC.** (the "**Bidder**") under the Terms and Conditions of the Tender Offer (Exhibit "A" of the Tender Offer Report, that is, SEC Form 19-1, and any and all of its annexes, exhibits, and schedules, dated May 15, 2026 filed by the Bidder with the Securities and Exchange Commission on May 15, 2026), which we have read and understood. Our clients commit to sell and authorize you to sell these shares to the Bidder for the Tender Offer Price indicated in, and subject to, the said Terms and Conditions of the Tender Offer. These common shares will be held in custodianship by you until such time that the transfer of these common shares of the Company to the Bidder has been effected.

Thank you.

Very truly yours,

Broker's/Custodian's Name

PDTC Account No.

By:

Signature over Printed Name
of Authorized Signatory/ies

Telephone Number :

Email Address :

ACCEPTANCE AND CONFORME

The Tender Offer Agent hereby accepts _____ common shares of **ROBINSONS RETAIL HOLDINGS, INC.** from the foregoing broker and shall hold these shares in custody under the terms and conditions of the Tender Offer.

Duly accepted and with our conformity:

BPI Securities
Authorized Signatory

Date

3. The above-quoted Partnership resolutions are in full force and effect and have not been amended, suspended, revoked nor in any manner superseded as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand on this _____ in _____, Philippines.

Partners

SUBSCRIBED AND SWORN TO before me this _____ at _____ affiant exhibited to me his/her _____ Number _____ issued at _____ on _____.

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2026.

**Attachment 8 to the Application to Tender Shares:
Form of the Specimen Signature Card and Personal Information Sheet (Individuals)**



SPECIMEN SIGNATURE CARD		
NAME IN PRINT: _____	<input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> CORPORATE	
SPECIMEN SIGNATURES (PLEASE SIGN TWICE.)		
1.) _____	2.) _____	
1.) _____	2.) _____	
STOCK:	TAX IDENTIFICATION NO.:	CITIZENSHIP:
MAILING ADDRESS: _____ _____		
TELEPHONE NO.:	EMAIL ADDRESS:	
IMPORTANT: CERTIFICATES WILL NOT BE TRANSFERRED IN YOUR NAME UNLESS A SPECIMEN SIGNATURE CARD OF THE STOCKHOLDER IS ON FILE WITH THE TRANSFER AGENT OF THE COMPANY. FOR YOUR PROTECTION, PLEASE FILL OUT THIS CARD AND RETURN TO BPI SECURITIES CORPORATION, 23RD FLOOR AYALA TRIANGLE GARDENS TOWER 2 PASEO DE ROXAS COR. MAKATI AVENUE, MAKATI CITY		SIGNATURE VERIFIED BY: BPI SECURITIES CORPORATION

ADDITIONAL PERSONAL INFORMATION			
CIVIL STATUS	<input type="checkbox"/> SINGLE	DATE OF BIRTH (MM/DD/YYYY)	
	<input type="checkbox"/> MARRIED		
	<input type="checkbox"/> OTHERS:	PLACE OF BIRTH	
EMPLOYMENT STATUS	<input type="checkbox"/> EMPLOYED	SEX	
	<input type="checkbox"/> UNEMPLOYED		
	<input type="checkbox"/> RETIRED	OCCUPATION	
	<input type="checkbox"/> OTHERS:		
NAME OF EMPLOYER			
EMPLOYER'S ADDRESS			
NATURE OF BUSINESS (IF SELF-EMPLOYED)			
SSS/GSIS NUMBER			
I HEREBY CERTIFY THAT THE FOREGOING INFORMATION ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.			
_____ SIGNATURE OVER PRINTED NAME			

**Attachment 9 to the Application to Tender Shares:
Form of the Specimen Signature Card (Corporate)**



SPECIMEN SIGNATURE CARD		
NAME IN PRINT: _____		<input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> CORPORATE
SPECIMEN SIGNATURES (PLEASE SIGN TWICE.)		
1.) _____	2.) _____	
1.) _____	2.) _____	
STOCK: _____	TAX IDENTIFICATION NO.: _____	CITIZENSHIP: _____
MAILING ADDRESS: _____ _____		
TELEPHONE NO.: _____		EMAIL ADDRESS: _____
IMPORTANT: CERTIFICATES WILL NOT BE TRANSFERRED IN YOUR NAME UNLESS A SPECIMEN SIGNATURE CARD OF THE STOCKHOLDER IS ON FILE WITH THE TRANSFER AGENT OF THE COMPANY. FOR YOUR PROTECTION, PLEASE FILL OUT THIS CARD AND RETURN TO BPI SECURITIES CORPORATION, 23RD FLOOR AYALA TRIANGLE GARDENS TOWER 2 PASEO DE ROXAS COR. MAKATI AVENUE, MAKATI CITY		SIGNATURE VERIFIED BY: BPI SECURITIES CORPORATION

**Attachment 10 to the Application to Tender Shares:
Form of the Securities Instruction Sheet**



SECURITIES INFORMATION SHEET

DATE:		ACCOUNT CODE/USER ID:	
BPI TRADE ACCOUNT NAME:			
<input type="checkbox"/> LODGMET (Conversion of Certificated shares into Online/Scriptless shares <input type="checkbox"/> Photocopy of 2 Valid Government Issued IDs <input type="checkbox"/> Specimen Card and Additional Information Sheet <input type="checkbox"/> Corporate Documents		<input type="checkbox"/> UPLIFTMENT (Conversion of Online/Scriptless shares into Certificated shares) <input type="checkbox"/> Photocopy of 2 Valid Government Issued IDs <input type="checkbox"/> Specimen Card and Additional Information Sheet <input type="checkbox"/> Bank Certification <input type="checkbox"/> Corporate Documents	
<input type="checkbox"/> EQ IN (Receive of shares from another Brokers/Counterparty) <input type="checkbox"/> Photocopy of 2 Valid Government Issued IDs		<input type="checkbox"/> EQ OUT (Delivery of shares to another Brokers/Counterparty) <input type="checkbox"/> Photocopy of 2 Valid Government Issued IDs	
For EQ IN/OUT Counterparty Broker Name		Account Name with Counterparty Broker	
For Upliftment/Defective Lodgment (Rejected by the Corporation's Stock Transfer Office due to signature variance or submission of incomplete documents). I/We authorize BPI Securities Corporation to deliver my/our stock certificate/s by courier on my/our expense and risk to my/our preferred mailing address below.			
Preferred		Mailing	
_____		_____	
Contact No. _____		Email _____	
_____		_____	
SECURITY INFORMATION			
	ISSUE/STOCK	CERTIFICATE NO.	NO. OF SHARES
	AVERAGE COST		
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
Note: 1. The above certificate/s is/are only valid upon clearance by the Issuer's Stock Transfer Office and may be subject to change/s upon clearance 2. If average cost is left blank, the default value will be the previous closing price of stock when the Lodgment or Transfer was processed 3. EQ IN and EQ OUT request should have No Change in Beneficial Ownership to other Broker or Custodian 4. For lodgment request, the transfer office may require additional requirements that could increase processing time of the request. Please submit within 1 month from receipt of the notice; otherwise, BPI Sec shall automatically cancel the request and return all the original certificate/s to your preferred mailing address. 5. For upliftment request, issuance of new stock certificates may take more than thirty (30) days. If you are unable to claim the certificates from BPI Sec within 5 working days from receipt of the notice, BPI Sec shall courier them to your preferred address at your expense, courier fees shall be deducted from your BPI Trade Settlement Account or Wallet account.			
FEES:		Regular Processing	
LODGEMENT		Php 115 + Php 25/stock cert	
UPLIFTMENT		Php 200/cert	
EQ IN		Php 100.00/stock	
EQ OUT		Php 125.00/stock	
Indemnity: I/We, hereby agree and undertake to indemnify and hold BPI Securities Corporation, its Directors, Officers, and Employees or any of their representatives free and harmless from any and all claims, losses or damages I/we may suffer or incur in connection with or arising from the delivery by courier of my/our new or defective stock certificate/s and/or this letter of authorization.			
Accountholder/s' Signature over Printed Name		Received By:	

Member: The Philippine Stock Exchange, Inc.
 23rd Floor, Ayala Triangle Gardens Tower 2, Paseo De Roxas Cor. Makati Avenue, Makati City 1226
 BPI Trade Hotline: (02) 8580 4000 | Email: bpitrade@bpi.com.ph | Website: www.bpitrade.com VAT Registered TIN 000-109-309-000

ADDITIONAL SHEET FOR INSTRUCTIONS IF MORE THAN 10 COMPANIES/STOCK. (OPTIONAL)

SECURITY INFORMATION				
	ISSUE/STOCK	CERTIFICATE NO.	NO. OF SHARES	AVERAGE COST
11				
12				
13				
14				
15				
16				
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34				
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39				
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41				
42				
43				
44				
45				
Accountholder/s' Signature over Printed Name			Received By:	