

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Apr 22, 2020
2. SEC Identification Number
9170
3. BIR Tax Identification No.
040000400016
4. Exact name of issuer as specified in its charter
UNIVERSAL ROBINA CORPORATION
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
8th Floor, Tera Tower, Bridgetowne, E. Rodriguez, Jr. Avenue (C5 Road), Ugong Norte,
Quezon City, Metro Manila
Postal Code
1110
8. Issuer's telephone number, including area code
(632) 86337631 to 40
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	2,204,161,868
11. Indicate the item numbers reported herein
9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Universal Robina Corporation

URC

PSE Disclosure Form 4-4 - Amendments to By-Laws
*References: SRC Rule 17 (SEC Form 17-C) and
 Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure
Amendments to By-Laws
Background/Description of the Disclosure
<p>Approval by the Board of Directors of the amendments to the following provisions of the By-Laws of Universal Robina Corporation ("URC") in order to allow for the attendance, participation, and voting of shareholders via remote communication and voting in absentia:</p> <ol style="list-style-type: none"> 1. Article II, Section 2 2. Article II, Section 4 3. Article II, Section 6 4. Article II, Section 7 5. Article II, Section 8

Date of Approval by Board of Directors	Apr 22, 2020
Date of Approval by Stockholders	N/A
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To	
Article II, Section 2	Please see attached.	Please see attached.	
Article II, Section 4	Please see attached.	Please see attached.	
Article II, Section 6	Please see attached.	Please see attached.	
Article II, Section 7	Please see attached.	Please see attached.	
Article II, Section 8	Please see attached.	Please see attached.	

Rationale for the amendment(s)

To authorize and allow the attendance, participation, and voting of shareholders via remote communication and voting in absentia in shareholder meetings, as allowed under the Revised Corporation Code.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	May 8, 2020
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

The proposed amendments to the By-Laws are not expected to have any adverse effect on the business, operations and/or capital structure of URC.

Other Relevant Information

Please refer to the attached Amendments to the By-Laws approved by the Board of Directors on April 22, 2020.

In separate resolutions passed by stockholders representing more than 2/3 of the outstanding capital stock on May 5, 2005 and by more than majority of the Board of Directors on March 8, 2005, the By-Laws of URC was amended such that the Board of Directors may, in any regular or special meeting, amend or repeal the By-Laws of URC provided that, such power delegated to the Board of Directors shall be considered revoked whenever stockholders representing majority of the outstanding capital stock of URC shall so vote at a regular or special meeting called for the purpose.

Filed on behalf by:

Name	Rosalinda Rivera
Designation	Corporate Secretary

UNIVERSAL ROBINA CORPORATION
Amendments to the By-laws
Approved on April 22, 2020

To allow for attendance, participation, and voting of shareholders via remote communication and voting <i>in absentia</i> .	
Present provisions in the By-laws	Proposed amendments to the By-laws
<p>ARTICLE II</p> <p>MEETINGS OF STOCKHOLDERS</p> <p>[xxx]</p> <p>SECTION 2. NOTICE OF REGULAR MEETINGS. Except as otherwise provided by law, written or printed notice of all annual meetings of stockholders, stating the place and time of the meeting and, if necessary, the general nature of the business to be considered, shall be transmitted by personal delivery, mail, telegraph, facsimile or cable to each stockholder of record entitled to vote thereat at his address last known to the Secretary of the Corporation, at least ten (10) days before the date of the meeting. Except where expressly required by law, no publication of any notice of annual meeting of stockholders shall be required. If any stockholder shall, in person or by proxy, or by telegraph, cable or facsimile, waive notice of any meeting, whether before or after the holding of such meeting, notice thereof need not be given to him. The requirement for notice to the meeting shall be deemed waived if the stockholder, in person or by proxy, shall be present thereat. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law.</p>	<p>ARTICLE II</p> <p>MEETINGS OF STOCKHOLDERS</p> <p>[xxx]</p> <p>SECTION 2. NOTICE OF REGULAR MEETINGS. Except as otherwise provided by law, written or printed notice of all annual meetings of stockholders, stating the place and time of the meeting and, if necessary, the general nature of the business to be considered, shall be transmitted by personal delivery, mail, telegraph, <u>electronic mail</u>, facsimile or cable to each stockholder of record entitled to vote thereat at his address last known to the Secretary of the Corporation, at least ten (10) days before the date of the meeting. Except where expressly required by law, no publication of any notice of annual meeting of stockholders shall be required. If any stockholder shall, in person or by proxy, or by telegraph, <u>electronic mail</u>, cable or facsimile, waive notice of any meeting, whether before or after the holding of such meeting, notice thereof need not be given to him. The requirement for notice to the meeting shall be deemed waived if the stockholder shall be present thereat, <u>whether in person, by proxy, or via remote communication, or shall have participated in voting in absentia</u>. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law.</p>
SECTION 4. NOTICE OF SPECIAL MEETINGS. Whenever stockholders are	SECTION 4. NOTICE OF SPECIAL MEETINGS. Whenever stockholders are

required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and time of the meeting, the purpose and purposes for which said meeting is called. The notice shall be given not less than ten (10) days before the date of the meeting to each stockholder entitled to vote at such meeting. Notices shall be sent by the Secretary by personal delivery, facsimile, telegraph, cable or by mailing the notice to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation at least ten (10) days prior to the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the Philippines mail, postage prepaid, directed to the stockholder of record at his last known postal address. Only matters stated in the notice can be the subject of motion or discussions at the meeting. Notice of special meetings may be waived in writing by any shareholder, in person or by proxy, before or after the meeting. Such notice shall be deemed waived if such shareholder is present at the special meeting, in person or by proxy. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law.

required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and time of the meeting, the purpose and purposes for which said meeting is called. The notice shall be given not less than ten (10) days before the date of the meeting to each stockholder entitled to vote at such meeting. Notices shall be sent by the Secretary by personal delivery, **electronic mail**, facsimile, telegraph, cable or by mailing the notice to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation at least ten (10) days prior to the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the Philippines mail, postage prepaid, directed to the stockholder of record at his last known postal address. Only matters stated in the notice can be the subject of motion or discussions at the meeting. Notice of special meetings may be waived in writing by any shareholder, in person or by proxy, **or by telegraph, electronic mail, cable or facsimile**, before or after the meeting. Such notice shall be deemed waived if such shareholder is present at the special meeting, **whether** in person, by proxy, **or via remote communication, or shall have participated in voting in absentia**. Notice of any adjourned meeting of the stockholders shall not be required to be given, except when expressly required by law.

SECTION 6. QUORUM. A majority of the subscribed and outstanding capital, present in person or represented by proxy, shall be sufficient at a stockholders' meeting to constitute a quorum for the election of directors and for the transaction of any business whatsoever, except in those cases in which the Corporation Code requires the affirmative vote of a greater proportion.

In the absence of a quorum, any officer entitled to preside or act as a Secretary of such meeting, shall have the power to adjourn the meeting from time to time, until stockholders holding

SECTION 6. QUORUM. A majority of the subscribed and outstanding capital, present in person, represented by proxy, **or participating in the meeting via remote communication**, shall be sufficient at a stockholders' meeting to constitute a quorum for the election of directors and for the transaction of any business whatsoever, except in those cases in which the **Revised** Corporation Code requires the affirmative vote of a greater proportion. **Stockholders 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**

<p>the requisite number of shares shall be present or represented. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.</p>	<p><u>quorum. Meetings of the stockholders may be conducted via remote communication, such as by teleconferencing or videoconferencing, subject to such guidelines as may be promulgated by the Securities and Exchange Commission.</u></p> <p>In the absence of a quorum, any officer entitled to preside or act as a Secretary of such meeting, shall have the power to adjourn the meeting from time to time, until stockholders holding the requisite number of shares shall be present or represented. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.</p>
<p>SECTION 7. VOTE. At each meeting of the stockholders, every stockholder shall be entitled to vote in person or by proxy, for each share of stock held by him which has voting power upon the matter in question. The votes for the election of directors, and, except upon demand by any stockholder, the votes upon any question before the meeting, except with respect to procedural questions determined by the Chairman of the meeting, shall be by viva voce or show of hands.</p>	<p>SECTION 7. VOTE. At each meeting of the stockholders, every stockholder shall be entitled to vote in person, by proxy, <u>or via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors,</u> for each share of stock held by him which has voting power upon the matter in question. The votes for the election of directors, and, except upon demand by any stockholder, the votes upon any question before the meeting, except with respect to procedural questions determined by the Chairman of the meeting, shall be by <u>ballot.</u></p>
<p>SECTION 8. ELECTION OF DIRECTORS.</p> <p>a) The directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors every stockholder 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 as the same</p>	<p>SECTION 8. ELECTION OF DIRECTORS.</p> <p>a) The directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors every stockholder shall have the right to vote, in person or by proxy, <u>or via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors,</u> 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</p>

principle among any number of candidates. [xxx]	number of his shares shall equal, or by distributing such votes as the same principle among any number of candidates. [xxx]
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