

# 2021 Annual Meeting of Stockholders



# NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

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## May 13, 2021

Notice is hereby given that the Annual Meeting of the Stockholders of UNIVERSAL ROBINA CORPORATION will be held via video conferencing at <https://bit.ly/URC2021ASM> on May 13, 2021 at 11:00 A.M., in accordance with the rules of the Securities and Exchange Commission.

The Agenda for the meeting is as follows:

1. Proof of notice of the meeting and existence of a quorum.
2. Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 14, 2020.
3. Approval to amend Article Second of the Articles of Incorporation of the Corporation in order to include additional clauses in the Corporation's primary and secondary purposes.
4. Presentation of annual report and approval of the financial statements for the preceding year.
5. Election of Board of Directors.
6. Appointment of External Auditor.
7. Ratification of the acts of the Board of Directors and its committees, officers and management.
8. Consideration of such other matters as may properly come during the meeting.
9. Adjournment.

A brief explanation of the agenda items which require stockholders' approval is provided herein. The Information Statement to be sent to the stockholders shall contain more detail regarding the rationale and explanation for each of such agenda items.

In light of current conditions and in support of the efforts to contain the outbreak of COVID-19, stockholders may only attend the meeting via remote communication. Stockholders intending to participate via remote communication must notify the Corporation by email to [corporate.secretary@urc.com.ph](mailto:corporate.secretary@urc.com.ph) on or before May 6, 2021.

Stockholders who wish to cast their votes may do so via the method provided for voting in *absentia*, or by accomplishing the attached proxy form. The procedures for attending the meeting via remote communication and for casting votes in *absentia* are explained further in the Information Statement.

Shareholders who wish to vote by proxy shall send the proxies via email to [corporate.secretary@urc.com.ph](mailto:corporate.secretary@urc.com.ph) or hard copies to the Office of the Corporate Secretary, 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City. Pursuant to Section 8, Article VI of the Amended By-Laws of Universal Robina Corporation proxies must be received by the Corporate Secretary for inspection and recording not later than five (5) working days before the time set for the meeting, or not later than May 6, 2021. Validation of proxies shall be held on May 10, 2021. **We are not soliciting proxies.**

Only stockholders of record as of April 5, 2021 shall be entitled to vote.

By Authority of the Chairman



MARIA CELIA H. FERNANDEZ-ESTAVILLO

Corporate Secretary

# ANNUAL MEETING OF STOCKHOLDERS

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May 13, 2021

## EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

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The Corporation has established a procedure for the registration of and voting in *absentia* by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code. A stockholder or member who participates through remote communication or votes in *absentia* shall be deemed present for purposes of quorum.

The following is a summary of the guidelines for voting and participation in the meeting:

- (i) Stockholders may attend the meeting by viewing the livestream at this link: <https://bit.ly/URC2021ASM>. The livestream shall be broadcast via Microsoft Teams. Please refer to Annex E of the Information Statement for the detailed guidelines for participation via remote communication.
- (ii) Questions and comments on the items in the Agenda may be sent to [corporate.secretary@urc.com.ph](mailto:corporate.secretary@urc.com.ph). Questions or comments received on or before May 6, 2021 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email.
- (iii) Each item in the agenda for approval of the stockholders will be shown on the screen during the livestreaming as the same is taken up at the meeting.
- (iv) Stockholders may cast their votes on any item in the agenda for approval via the following modes on or before May 6, 2021:
  - a. By sending their proxies appointing the Chairman of the meeting to the Corporate Secretary;
  - OR
  - b. By voting in *absentia*, subject to validation procedures. Please refer to Annex E of the Information Statement for the detailed procedure for registration and voting in *absentia*.
- (v) Stockholders may cast their votes on any item in the agenda for approval by sending their proxies appointing the Chairman of the meeting to the Corporate Secretary by email to [corporate.secretary@urc.com.ph](mailto:corporate.secretary@urc.com.ph) or hard copies to the Office of the Corporate Secretary, 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City on or before **May 6, 2021**
  - a. Stockholders holding shares through a broker may course their proxies through their respective brokers, which shall issue a certification addressed to the Corporate Secretary and duly-signed by their authorized representative, stating the number of shares being voted and the voting instructions on the matters presented for approval.
  - b. Stockholders may also send their duly-executed proxies directly to the Corporate Secretary. The proxies shall be sent together the following supporting documents:
    - i. Government-issued identification (ID) of the Stockholder;
    - ii. For Stockholders with joint accounts: The proxy from must be signed by all joint Stockholders. Alternatively, they may submit a scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to sign the proxy.
    - iii. If holding shares through a broker, the certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder.
- (vi) Stockholders intending to participate via remote communication who have not sent their proxies or voted in *absentia* must notify the Corporation by email to [corporate.secretary@urc.com.ph](mailto:corporate.secretary@urc.com.ph) on or before May 6, 2021 in order to be counted for quorum. The email shall contain the following:
  - a. If holding shares through a broker, certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder;
  - b. Government-issued identification (ID) of the Stockholder.
- (vii) For purposes of quorum, the following stockholders shall be deemed present:
  - a. Those who sent in their proxies before the deadline;
  - b. Those who voted in *absentia* before the cut off time; and
  - c. Those who notified the Corporation before the deadline of their intention to participate via remote communication.

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

#### **Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 14, 2020**

Copies of the minutes will be distributed to the stockholders before the meeting and will be presented to the stockholders for approval.

#### **Approval to amend Article Second of the Articles of Incorporation of the Corporation in order to include additional clauses in the Corporation's primary and secondary purposes**

- (i) the enumeration of additional products for manufacture and the inclusion of the distribution and tolling activities of the Corporation in the primary purpose; and
- (ii) the inclusion of the business of producing and manufacturing pharmaceutical-grade alcohol in the secondary purpose

#### **Presentation of annual report and approval of the financial statements for the preceding year**

The annual report and the financial statements for the preceding fiscal year will be presented to the stockholders for approval.

#### **Election of Board of Directors**

After having undergone the nomination process as conducted by the Corporate Governance Committee, the nominees for election as members of the Board of Directors, including independent directors, will be presented to the stockholders. The profiles of the nominees shall be provided in the Information Statement to be sent to stockholders. The members of the Board of Directors of the Corporation shall be elected by plurality vote.

#### **Appointment of External Auditor**

The Corporation's external auditor is SyCip Gorres Velayo & Co. and will be nominated for reappointment for the current fiscal year.

#### **Ratification of the acts of the Board of Directors and its committees, officers and management**

Ratification of the acts of the Board of Directors and its committees, officers and management of the Corporation since the last annual stockholders' meeting up to the current stockholders' meeting, as duly recorded in the corporate books and records of the Corporation, will be requested.

#### **Consideration of such other matters as may properly come during the meeting**

The Chairman will open the floor for comments and questions by the stockholders. The Chairman will decide whether matters raised by the stockholders may be properly taken up in the meeting or in another proper forum.

# WE ARE NOT SOLICITING YOUR PROXY

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Stockholders who wish to cast their votes may do so via the method provided for voting in *absentia*, or by accomplishing the proxy form provided below. The detailed procedure for casting votes in *absentia* is attached as Annex E of the Information Statement.

Stockholders who wish to vote by proxy shall send the proxies via email to [corporate.secretary@urc.com.ph](mailto:corporate.secretary@urc.com.ph) or hard copies to the Office of the Corporate Secretary, 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City not later than **May 6, 2021**.

## P R O X Y

The undersigned stockholder of **UNIVERSAL ROBINA CORPORATION** (the "Corporation"), hereby appoints the Chairman of the meeting, as attorney-in-fact and proxy, to represent and vote all shares registered in his/her/its name at the Annual Meeting of the Stockholders of the Corporation to be held on **May 13, 2021** and adjournments and postponements thereof, for the purpose of acting on the following matters as fully to all intents and purposes as she/he/it might do if present and acting in person, and hereby ratifying and confirming all that the said attorney shall lawfully do or cause to be done by virtue of these presents:

1. Approval of the Minutes of the Annual Meeting of the Stockholders held on May 14, 2020.

Yes  No  Abstain

2. Approval of the financial statements for the preceding year.

Yes  No  Abstain

3. Approval to amend Article Second of the Articles of Incorporation of the Corporation in order to include additional clauses in the Corporation's primary and secondary purposes

Yes  No  Abstain

4. Election of Board of Directors.

	Yes	No	Abstain
1. James L. Go	_____	_____	_____
2. Lance Y. Gokongwei	_____	_____	_____
3. Patrick Henry C. Go	_____	_____	_____
4. Johnson Robert G. Go, Jr.	_____	_____	_____
5. Irwin C. Lee	_____	_____	_____
Independent Directors			
6. Cesar V. Purisima	_____	_____	_____
7. Rizalina G. Mantaring	_____	_____	_____
8. Christine Marie B. Angco	_____	_____	_____
9. Antonio Jose U. Periquet Jr.	_____	_____	_____

5. Appointment of SyCip Gorres Velayo & Co. as external auditor.

Yes  No  Abstain

6. Ratification of the acts of the Board of Directors and its committees, officers and management.

Yes  No  Abstain

7. At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come during the meeting.

Yes  No  Abstain

\_\_\_\_\_  
PRINTED NAME OF STOCKHOLDER

\_\_\_\_\_  
SIGNATURE OF STOCKHOLDER /  
AUTHORIZED SIGNATORY

\_\_\_\_\_  
ADDRESS OF STOCKHOLDER

\_\_\_\_\_  
CONTACT TELEPHONE NUMBER

\_\_\_\_\_  
DATE

This proxy shall continue until such time as the same is withdrawn by me through notice in writing delivered to the Corporate Secretary at least three (3) working days before the scheduled meeting on **May 13, 2021**

A PROXY SUBMITTED BY A CORPORATION SHOULD BE ACCOMPANIED BY A CORPORATE SECRETARY'S CERTIFICATE QUOTING THE BOARD RESOLUTION DESIGNATING A CORPORATE OFFICER TO EXECUTE THE PROXY. IN ADDITION TO THE ABOVE REQUIREMENT FOR CORPORATIONS, A PROXY FORM GIVEN BY A BROKER OR CUSTODIAN BANK IN RESPECT OF SHARES OF STOCK CARRIED BY SUCH BROKER OR CUSTODIAN BANK FOR THE ACCOUNT OF THE BENEFICIAL OWNER MUST BE ACCOMPANIED BY A CERTIFICATION UNDER OATH STATING THAT THE BROKER OR CUSTODIAN BANK HAS OBTAINED THE WRITTEN CONSENT OF THE ACCOUNT HOLDER.

Dear Shareholder:

Please access or download the 2021 Definitive Information Statement (SEC Form 20-IS) and Annual Report of Universal Robina Corporation (URC) (collectively referred to as “Annual Meeting Reports”) at <https://www.urc.com.ph/annualreport2020>.

To access or view the 2021 Definitive Information Statement of URC (“2021 DIS”), the following options are available to you:

1. View/download the 2021 DIS on our website through the following link:  
<https://www.urc.com.ph/DIS2021>.

2. View/download the 2021 DIS by scanning the following QR code<sup>101</sup>:



- a. Search for and download a QR code scanning application (“app”) on your smartphone for free on the App Store for iOS or Play Store for Android. Newer smartphone models will be able to scan the QR code using the Camera app;
- b. Upon installation, open the QR code scanning app or the Camera app and point the camera towards the QR code and scan it;
- c. Once the QR code has been successfully scanned, the app will automatically connect to the website for viewing/downloading the Annual Meeting Reports.

To request for soft copies of the 2021 DIS to be sent to your email address, you may send a request to the following email address: [corporate.secretary@urc.com.ph](mailto:corporate.secretary@urc.com.ph).

Should there be any concerns, you may email us at [corporate.secretary@urc.com.ph](mailto:corporate.secretary@urc.com.ph).

<sup>101</sup>The use of the QR code was approved by the Securities and Exchange Commission on February 7, 2019.