

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 18, 2024
2. SEC Identification Number
9170
3. BIR Tax Identification No.
000-400-016-000
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 (C5Road), Ugong Norte,
Quezon City, Metro Manila
Postal Code
1110
8. Issuer's telephone number, including area code
(632) 8633-7631 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	2,171,254,518
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 7-1 - Notice of Annual or Special Stockholders' Meeting
References: SRC Rule 17 (SEC Form 17-C) and Sections 7 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Notice of the 2024 Annual Meeting of the Stockholders of Universal Robina Corporation ("URC")

Background/Description of the Disclosure

The Annual Meeting of the Stockholders of URC shall be held on June 3, 2024, Monday, at 11 a.m. This is in accordance with the relevant provisions of the By-Laws of URC, subject to such guidelines as may be promulgated by the Securities and Exchange Commission.

Type of Meeting

Annual

Special

Date of Approval by Board of Directors	Mar 14, 2024
Date of Stockholders' Meeting	Jun 3, 2024
Time	11 a.m.
Venue	Crowne Plaza Manila Galleria for presiding officers and Board Members and virtually for stockholders via Microsoft Teams Live at https://bit.ly/URCASM2024
Record Date	Apr 30, 2024

Agenda

The Agenda for the Annual Meeting of Stockholders 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 15, 2023.
3. Presentation of annual report and approval of the financial statements for the preceding year.
4. Election of Board of Directors.
5. Appointment of External Auditor.
6. Ratification of the acts of the Board of Directors and its committees, officers and management.
7. Consideration of such other matters as may properly come during the meeting.
8. Adjournment.

EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 15, 2023

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

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 and Sustainability 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.

Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End Date	N/A

Other Relevant Information

This disclosure is being amended to provide the following:

- a. the venue for presiding officers and Board Members and the meeting link for stockholders where the live broadcast can be viewed; and
- b. the updated explanation of the agenda items attached.

Please find attached SEC Form 17-C Current Report.

Filed on behalf by:

Name	Maria Celia Fernandez-Estavillo
Designation	Corporate Secretary

ANNUAL MEETING OF STOCKHOLDERS

JUNE 3, 2024
11:00 A.M.

EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

* * *

Proof of notice of the meeting and existence of a quorum.

The Chairman will formally open the meeting at around 11:00 A.M. The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

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 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/URCASM2024>. The meeting will be held at the Ruby Room B Function Room of the Crowne Plaza Manila Galleria for presiding officers and Board Members and a livestream of the meeting shall be broadcasted 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. Stockholders of record as of April 30, 2024, owning the required percentage of the total outstanding capital stock of the Corporation according to relevant laws, regulations and the internal policy of the Corporation may submit proposals on items for inclusion in the agenda on or before May 27, 2024.¹

Questions or comments received on or before May 24, 2024 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via e-mail.

- (iii) Each item in the agenda for approval of the stockholders will be shown on the screen during the livestream 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 24, 2024:
 - 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*.

¹ Please see Securities and Exchange Commission (SEC) Circular No. 14 series of 2020 on shareholders' right to put items on the Agenda for Regular/ Special Stockholders' meetings

- (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 e-mail to corporate.secretary@urc.com.ph; or send 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 24, 2024.
 - 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 with 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 e-mail to corporate.secretary@urc.com.ph on or before May 24, 2024 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) In the election of directors, each common and preferred voting stockholder may vote such number of shares for as many persons as there are directors to be elected, or s/he may cumulate said shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or by distributing such votes as the same principle among any number of candidates.
- (ix) The Office of the Corporate Secretary shall tabulate all votes received and the results of the tabulation shall be validated by SyCip Gorres Velayo & Co. Validation of proxies is set for May 27, 2024 at 5:00 p.m. 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. The final tally of the votes will be reflected in the Minutes of the meeting.

Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 15, 2023

Copies of the minutes will be distributed to the stockholders before the meeting. The Minutes of the Annual Meeting of Stockholders held on May 15, 2023 is also available in the Corporation’s website and shall be presented to the stockholders for approval. Below is the proposed resolution for approval of the stockholders:

“RESOLVED, that the stockholders of the Corporation hereby approve the Minutes of the Annual Meeting of the Stockholders dated May 15, 2023.”

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

Copies of the Annual Report and financial statements is included in the Information Statement sent to the stockholders prior to the meeting and is likewise available in the Corporation’s website. The annual report and the financial statements for the preceding fiscal year, will be presented to the stockholders for approval. Below is the proposed resolution for approval of the stockholders:

“RESOLVED, that the stockholders of the Corporation hereby approve the Corporation’s Audited Financial Statements for the year ended December 31, 2023.”

Election of Board of Directors

The Corporation has a policy to engage professional search firms or use other external sources to search for new candidates to the Board of Directors. All nominees undergo a nomination process conducted by Corporation’s Corporate Governance and Sustainability Committee in accordance with Corporation’s Corporate Governance Committee Charter. A copy of the policy is available in the Corporation’s website.

The nominees for election as members of the Board of Directors for the ensuing year, 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 the Stockholders and may be accessed through the Corporation’s website for examination. The Corporation respects and recognizes the right of minority shareholders to nominate directors in accordance with Article II, Section 8(b) of the Corporation’s Amended By-Laws. The members of the Board of Directors of the Corporation shall be elected individually and by plurality vote. Below is the proposed resolution for approval of the stockholders:

“RESOLVED, that the stockholders of the Corporation hereby elect the following as directors for the ensuing year until their successors are duly elected and qualified:

1. xxx
2. xxx
3. xxx
4. xxx
5. xxx
6. xxx
7. xxx
8. xxx
9. xxx

Appointment of External Auditor

The Corporation's external auditor is SyCip Gorres Velayo & Co. and will be nominated for reappointment for the fiscal year 2024. Below is the proposed resolution for approval of the stockholders:

“RESOLVED, that the stockholders of the Corporation hereby appoint SyCip Gorres Velayo & Co. as the Corporation's External Auditor for the ensuing 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. Below is the proposed resolution for approval of the stockholders:

“RESOLVED, that the stockholders of the Corporation hereby ratify all 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.”

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

The Chairman will take up agenda items received from stockholders on or before May 27, 2024, in accordance with existing laws, rules and regulations of the Securities and Exchange Commission, and the Corporation's internal guidelines.

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.

COVER SHEET

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SEC Registration Number

U	N	I	V	E	R	S	A	L		R	O	B	I	N	A		C	O	R	P	O	R	A	T	I	O	N											

(Company's Full Name)

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E	.	R	o	d	r	i	g	u	e	z	,	J	r	.	A	v	e	n	u	e		(C	5		R	o	a	d)	,							
U	g	o	n	g		N	o	r	t	e	,	Q	u	e	z	o	n		C	i	t	y	,	M	e	t	r	o										
M	a	n	i	l	a																																	

(Business Address: No. Street City/Town/Province)

Atty. Maria Celia H. Fernandez-Estavillo Corporate Secretary (Contact Person)

8633-7631 to 40 (Company Telephone Number)
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1	2	3	1
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Month Day
(Fiscal Year)

1	7	-	C	
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(Form Type)

last Wednesday of May Month Day (Annual Meeting)

[Amended-1] PSE Disclosure Form 7-1 - Notice of Annual or Special Stockholders' Meeting

Issuer of Securities under SEC-BED Order No. 235, Series of 1994 and SEC-CFD Order No. 015, Series of 2006 (Secondary License Type, If Applicable)
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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Total Amount of Borrowings

Domestic Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document ID

_____ Cashier

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STAMPS

Remarks: Please use BLACK ink for scanning purposes.

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. **April 18, 2024**
(Date of Report)

2. SEC Identification No. **9170**
3. BIR TIN: **040-000-400-016**

4. **UNIVERSAL ROBINA CORPORATION**
(Exact name of issuer as specified in its charter)

5. **Philippines**
(Province, country or other jurisdiction of incorporation)
6. (SEC Use Only)
Industry Classification Code:

7. **8th Floor, Tera Tower, Bridgetowne, E. Rodriguez, Jr. Avenue (C5 Road), Ugong Norte, Quezon City, Metro Manila**
(Address of principal office)
8. **1110**
(Postal Code)

8. **(632) 8633-7631 to 40**
(Issuer's Tel. No., including area code)

9. **NA**
(Former name or former address, if changed since last report)

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

2,171,254,518

SEC FORM 17-C

UNIVERSAL ROBINA CORPORATION

11. Item 9 – Other Events

The Annual Meeting of the Stockholders of URC shall be held on June 3, 2024, Monday, at 11 a.m. This is in accordance with the relevant provisions of the By-Laws of URC, subject to such guidelines as may be promulgated by the Securities and Exchange Commission.

Date of Approval by Board of Directors	:	March 14, 2024
Date of Stockholder’s Meeting	:	June 3, 2024
Time	:	11:00 A.M.
Venue	:	Crowne Plaza Manila Galleria for presiding officers and board members and virtually for stockholders via Microsoft Teams Live at https://bit.ly/URCASM2024
Record Date	:	April 30, 2024

The Agenda for the Annual Meeting of Stockholders 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 15, 2023.
3. Presentation of annual report and approval of the financial statements for the preceding year.
4. Election of Board of Directors.
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6. Ratification of the acts of the Board of Directors and its committees, officers and management.
7. Consideration of such other matters as may properly come during the meeting.
8. Adjournment.

This disclosure is being amended to provide the following:


- a. the venue for presiding officers and Board Members and the meeting link for stockholders where the live broadcast can be viewed; and
- b. the updated explanation of the agenda items attached.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Universal Robina Corporation
(Issuer)

April 18, 2024
(Date)


MARIA CELIA H. FERNANDEZ-ESTAVILLO
Corporate Secretary
(Signature and Title)