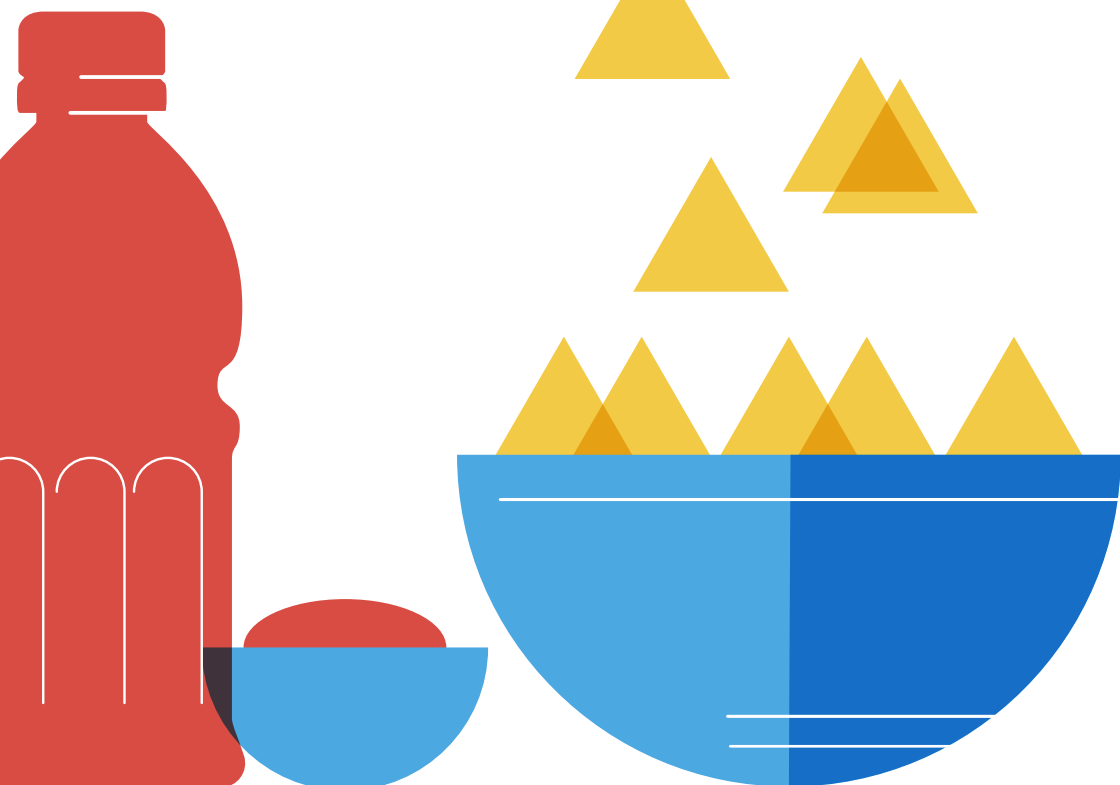


# 2024 ANNUAL MEETING OF STOCKHOLDERS



# NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

JUNE 3, 2024

Notice is hereby given that the Annual Meeting of the Stockholders of UNIVERSAL ROBINA CORPORATION (the "Corporation") will be held on June 3, 2024 at 11:00 A.M. via remote communication at <https://bit.ly/URCASM2024>.

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 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.

A brief explanation of each agenda item which requires 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 agenda item.

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 24, 2024.

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.

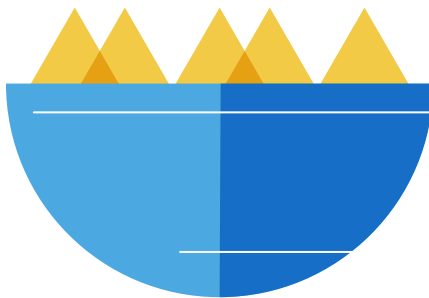
Stockholders who wish to vote by proxy shall send the proxies via email to [corporate.secretary@urc.com.ph](mailto:corporate.secretary@urc.com.ph) or hard copies to the Office of the Corporate Secretary, 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City. Pursuant to Section 8, Article VI of the Amended By-Laws of the 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 27, 2024. Validation of proxies shall be held on May 27, 2024. We are not soliciting proxies.

Only stockholders of record as of April 30, 2024 shall be entitled to vote.

By Authority of the Chairman



MARIA CELIA H. FERNANDEZ-ESTAVILLO  
Corporate Secretary



# 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.

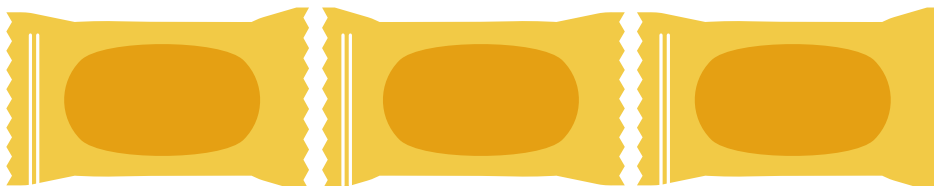
The following is a summary of the guidelines for voting and participation in the meeting:

- 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](mailto: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.

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.
- 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](mailto: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](mailto: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.



**WE ARE NOT SOLICITING YOUR PROXY**

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, or send 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 24, 2024.

**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 June 3, 2024 at 11:00 a.m. by remote communication and at any of the adjournments and postponements thereof, for the purpose of acting on the following matters stated below 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-in-fact 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 15, 2023.  
☐ Yes    ☐ No    ☐ Abstain

2. Approval of the financial statements for the preceding year.  
☐ Yes    ☐ No    ☐ Abstain

3. Election of Board of Directors.  

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

4. Appointment of SyCip Gorres Velayo & Co. as external auditor for the fiscal year 2024.  
☐ Yes    ☐ No    ☐ Abstain

5. Ratification of the acts of the Board of Directors and its committees, officers and management.  
☐ Yes    ☐ No    ☐ Abstain

6. 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) business days before the scheduled meeting or on May 29, 2024.
- 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 Stockholder:

To access or view the 2024 Definitive Information Statement of URC (“2024 DIS”), the following options are available to you:

1. View/download the 2024 DIS on our website through the following link:

<https://www.urc.com.ph/DIS2024>

2. View/download the 2024 DIS by scanning the QR code below<sup>[1]</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;
- b. Upon installation, open the 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 2024 DIS.

To request for soft copies of the 2024 DIS to be sent to your email address, you may send a request to [corporate.secretary@urc.com.ph](mailto:corporate.secretary@urc.com.ph).

The Annual Report of Universal Robina Corporation will be accessible for viewing or downloading on June 3, 2024 at <https://www.urc.com.ph/annualreport2023>.

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

<sup>[1]</sup> The use of the QR code was approved by the Securities and Exchange Commission (“SEC”) on February 7, 2019. In accordance with the SEC approval dated February 7, 2019, a notification letter was sent to the SEC on January 17, 2023.

