



# 2025 ANNUAL MEETING OF STOCKHOLDERS



# NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

## 15 MAY 2025

Notice is hereby given that the Annual Meeting of the Stockholders of UNIVERSAL ROBINA CORPORATION (the "Corporation") will be held on May 15, 2025 at 1:00 P.M. via remote communication at <https://bit.ly/URCASM2025>. For smooth sign-in, it is recommended to download the Microsoft Teams app.

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 Stockholders held on June 3, 2024.
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, its committees, officers and management.
8. Consideration of such other matters as may properly come during the meeting.
9. 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 details regarding the rationale and explanation for each agenda item.

Stockholders intending to participate via remote communication must notify the Corporation by e-mail to [corporate.secretary@urc.com.ph](mailto:corporate.secretary@urc.com.ph) on or before May 5, 2025.

Stockholders who wish to cast their votes may do so voting *in absentia*, accomplishing the attached proxy form or voting live during the Annual Stockholders' Meeting. The procedures for attending the meeting via remote communication and for casting votes live and *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 9, Article II of the Amended By-Laws of the Corporation, proxies must be received by the Corporate Secretary for inspection and recording no later than five (5) working days before the time set for the meeting, or not later than May 9, 2025. Validation of proxies shall be held on May 9, 2025 at 5:00 p.m. **URC is not soliciting proxies.**

Only stockholders of record as of April 8, 2025 shall be entitled to vote.

By Authority of the Chairman



MARIA CELIA H. FERNANDEZ-ESTAVILLO  
Corporate Secretary



# EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

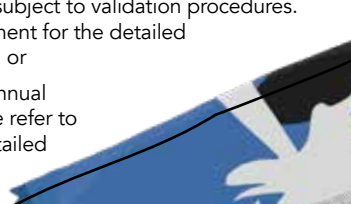
## Proof of notice of the meeting and existence of a quorum.

The Chairman will formally open the meeting at around 1:00 P.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.

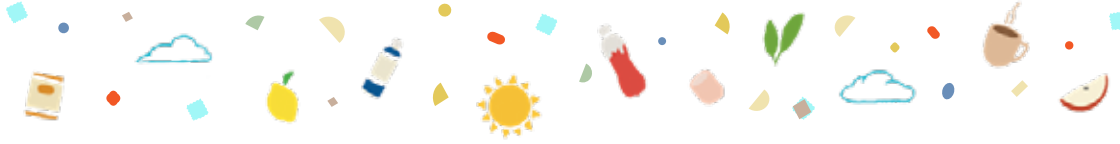
The Corporation has established a procedure for the registration of stockholders and how to vote *in absentia* or vote live (electronically) at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code. A stockholder who participates through remote communication or votes *in absentia* or live (electronically) 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/URC2025ASM>. The meeting will be held at the Crowne Plaza Manila Galleria for Board Members and executive officers, and a livestream of the meeting shall be broadcasted via Microsoft Teams. **For smooth sign in, please download the Microsoft Teams app prior to the meeting.** Please refer to Annex E of the Information Statement for the detailed guidelines for participation via remote communication.<sup>1</sup>
  - 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 8, 2025, 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 5, 2025.


Questions or comments received on or before May 5, 2025 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.olders' meeting up to the current stockholders' meeting, as duly recorded in the corporate books and records of the Corporation.
  - iv. Stockholders may cast their votes on any item in the agenda for approval via the following modes:
    - a. By sending their proxies appointing the Chairman of the meeting to the Corporate Secretary on or before May 5, 2025;
    - b. By voting *in absentia* on or before May 5, 2025, subject to validation procedures. Please refer to Annex E of the Information Statement for the detailed procedure for registration and voting *in absentia*; or
    - c. By live (electronic) voting during the day of the annual meeting, subject to validation procedures. Please refer to Annex E of the Information Statement for the detailed procedure for registration and live (electronic) voting at the day of the annual meeting.
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<sup>1</sup> 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

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- v. **SUBMISSION OF PROXIES.** **SUBMISSION OF PROXIES.** 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 5, 2025.
- 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. **VOTE IN ABSENTIA.** Stockholders intending to vote *in absentia* must notify the Corporation by filling out the form which can be accessed in this link ([HERE](#)) on or before May 5, 2025 in order to be counted for quorum.
- Stockholders will be asked to submit the following for validation:
- 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. **VOTE ELECTRONICALLY.** Stockholders intending to participate via remote communication and vote electronically must notify the Corporation by filling out the form which can be accessed in this link ([HERE](#)) on or before May 5, 2025 in order to be counted for quorum. Stockholders will be asked to submit the following for validation:
- 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;
- viii. Government-issued identification (ID) of the Stockholder.

Upon validation, a unique link containing the ballot will be given to the Stockholder which may be accessed and voted upon during the broadcast of the annual meeting. Stockholders who opt for this option must attend the meeting live via remote communication in this link: <https://bit.ly/URC2025ASM>

- ix. For purposes of quorum, the following stockholders shall be deemed present:
- a. Stockholders who have registered and voted *in absentia* before the cut-off date;
  - b. Stockholders who have sent their proxies before the deadline;
  - c. Stockholders who have registered and will vote live electronically during the annual meeting; and
  - d. Stockholders who have notified the Corporation of their intention to simply attend the meeting by remote communication before the deadline.

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- ix. 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 may cumulate said shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of the shares shall equal, or by distributing such votes as the same principle among any number of candidates.
  - x. The Office of the Corporate Secretary shall tabulate all votes received and the results of the tabulation shall be validated by Punongbayan & Araullo Grant Thornton. Validation of proxies is set for May 9, 2025 at 5:00 p.m. During the meeting, the Secretary shall report the votes received and inform the stockholders if the particular agenda item were 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 to be uploaded in the Corporation's website five days from the meeting.

## Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on June 3, 2024

Copies of the minutes will be distributed to the stockholders before the meeting. The Minutes of the Annual Meeting of Stockholders held on June 3, 2024 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 June 3, 2024."*

## 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

The following amendments to Article Second of the Articles of Incorporation of the Corporation are being proposed in order to incorporate the following changes in the Corporation's primary and secondary purposes:

- a. the inclusion of selling at retail of any and all goods, commodities, wares and merchandise of every nature and description, including but not limited to, all kinds of food and food-related products in the primary purpose; and
- b. the inclusion of the business of implementing waste diversion strategies in the secondary purpose.

## Presentation of Annual Report and approval of the Financial Statements for the preceding year

Copies of the Annual Report and Financial Statements are 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, 2024."*



## Election of Board of Directors

All nominees to the Board of Directors 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 | 6. xxx |
| 2. xxx | 7. xxx |
| 3. xxx | 8. xxx |
| 4. xxx | 9. xxx |
| 5. 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 2025. 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, its committees, officers and management

Ratification of the acts of the Board of Directors, 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, 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 5, 2025, 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.





# GUIDE ON VOTING BY PROXY

## URC IS **NOT** SOLICITING PROXIES.

Stockholders who wish to cast their votes may do so via the methods provided for voting *in absentia*, live (electronically), or by accomplishing the attached proxy form. For the detailed procedure for casting votes *in absentia* and live (electronically), please refer to Annex E of the Information Statement.

For Stockholders who wish to vote by proxy on any item in the agenda, please send the attached Proxy Form appointing the Chairman of the meeting to the Office of the Corporate Secretary by e-mail: [corporate.secretary@urc.com.ph](mailto:corporate.secretary@urc.com.ph), or sending hard copies to the Office of the Corporate Secretary at 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City **on or before May 5, 2025**.

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.

Stockholders may also send their duly-executed proxies directly to the Corporate Secretary. The proxies shall be sent together with the following supporting documents:

- Government-issued identification (ID) of the Stockholder;
- For Stockholders with joint accounts: The proxy form 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.
- 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.

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.

The Office of the Corporate Secretary shall tabulate all votes received, and the results of the tabulation shall be validated by Punongbayan & Araullo Grant Thornton. Validation of proxies is set for **May 9, 2025 at 5:00 p.m.** During the Annual Stockholders' Meeting, the Secretary shall report the votes received and inform the stockholders if a particular agenda item were 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 to be uploaded in the Corporation's website five days from the meeting.



## PROXY

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 15, 2025 at 1:00 p.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 June 3, 2024.  
☐ 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	<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			
1. Cesar V. Purisima	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. Rizalina G. Mantaring	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. Christine Marie B. Angco	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4. Antonio Jose U. Periquet, Jr.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
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

This proxy shall continue until such time as the same is withdrawn or revoked by me through notice in writing delivered to the Corporate Secretary on May 9, 2025. Proxy Forms that have incomplete supporting documents will not be considered valid and will not be considered for quorum.

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.

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 PRINTED NAME OF STOCKHOLDER

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 SIGNATURE OF STOCKHOLDER / AUTHORIZED SIGNATORY

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 ADDRESS OF STOCKHOLDER

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 CONTACT/TELEPHONE NUMBER

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 DATE



## Dear Stockholder:

To access or view the 2025 Definitive Information Statement ("2025 DIS") of Universal Robina Corporation, the following options are available to you:

1. View/download the 2025 DIS on our website through the following link: <https://www.urc.com.ph/DIS2025>.
2. View/download the 2025 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 2025 DIS.

To request for soft copies of the 2025 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 download on May 15, 2025 at <https://www.urc.com.ph/annualreport2024>.

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

[1] 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 21, 2025.