

ROBINSONS RETAIL HOLDINGS, INC.

CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE

This Corporate Governance and Sustainability Committee Charter (this “Charter”) establishes the purpose, qualifications and membership, structure and operations, duties and responsibilities of the Corporate Governance and Sustainability Committee (the “Committee”) of Robinsons Retail Holdings, Inc. (the “Company”), and the procedures which guide the conduct of its functions.

1. PURPOSE

The purpose of the Corporate Governance and Sustainability Committee is to oversee the development and implementation of Corporate Governance principles and policies and perform oversight functions on the Economic, Environment, Social and Governance aspects of sustainability. The Corporate Governance and Sustainability Committee shall recommend a formal framework on the nomination, and evaluation of the performance of the Directors Officers and Senior Management to ensure that this framework is consistent with the Company’s culture, strategies and the business environment.

2. ORGANIZATION

- 2.1. **Reporting Responsibility.** The Corporate Governance and Sustainability Committee shall report directly to the Board.
- 2.2. **Composition.** The Corporate Governance and Sustainability Committee shall be composed of at least three (3) directors, one (1) of whom shall be an Independent Director. The Board may consider Independent Directors to comprise the membership of the Corporate Governance and Sustainability Committee.
- 2.3. **Committee Membership.** The Board shall annually appoint the members of the Corporate Governance and Sustainability Committee.
- 2.4. **Committee Members Qualifications.** Each member of the Committee shall have the qualifications and none of the disqualifications of a Director, as set out in the Corporate Governance Manual. The Board shall ensure that the members of the Corporate Governance and Sustainability Committee are appropriately qualified to discharge their responsibilities.
- 2.5. **Committee Chairmanship.** The Board shall appoint the Corporate Governance and Sustainability Committee Chairman and may consider appointing an Independent Director as the Committee Chairman.

3. STRUCTURE AND OPERATIONS

- 3.1. **Meetings.** The Committee shall meet twice a year or as may be necessary.

- 3.2. **Notice of Meeting.** The notice and agenda for each meeting shall be circulated to all Corporate Governance and Sustainability Committee members at least three (3) business days before each meeting.
- 3.3. **Chairman.** The Committee Chairman shall preside in all meetings of the Committee. In case of the absence of the Chairman, the Vice Chairman, if one has been appointed, shall preside at the particular meeting. In the event that the Committee has no Vice Chairman, then the members present shall select from among themselves an Acting Chairman to preside at the said meeting.
- 3.4. **Quorum.** A quorum shall be present if at least a majority of the members of the Corporate Governance and Sustainability Committee is present. No business shall be transacted at any meeting unless a quorum is present.
- 3.5. **Record of Meetings.** The Corporate Governance and Sustainability Committee shall cause proper records of its proceedings to be kept. The Members shall nominate the Committee Secretary who shall prepare and keep the minutes of meetings and other proceedings.
- 3.6. **Other Attendees.** The Corporate Governance and Sustainability Committee may invite other Directors, Officers and Management to attend any meeting.

4. **DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Committee are as follows:

- 4.1 Oversee the implementation of a Corporate Governance framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the Company's size, complexity and business strategy, as well as the business and regulatory environment;
- 4.2 Oversee the formulation and implementation of a Code of Business Conduct and Ethics and internal policies and monitor compliance with such code and policies by the Company through communication and awareness campaign, continuous training and setting a proper forum where issues may be addressed;
- 4.3 Oversee the performance evaluation of the Board and its Committees and Management, and conduct an annual self-evaluation of its performance;
- 4.4 Recommend continuing education/training programs for Directors, assignment of tasks/projects to Board Committees, succession planning for the Board members and senior Officers;
- 4.5 Determine the nomination and election process for the Company's Directors and define the general profile of the Board members;
- 4.6 Provide guidance on the strategies, reports and initiatives on sustainability;
- 4.7 Establish efficient communication channels which aid and encourage employees, customers, suppliers, creditors and other Stakeholders to raise concerns on potential unethical or unlawful behavior without fear of retribution; and

- 4.8 Review recommendations concerning policies on conflict of interest, promotion and career advancement directives.

5. REPORTING PROCESS

- 5.1. The Chairman of the Committee shall render a report apprising the Board of Directors of the results of the Committee's activities following each meeting
- 5.2. The Committee shall prepare an annual report of its activities to the Board for inclusion in the Company's annual report.

6. PERFORMANCE ASSESSMENT

- 6.1. The members of the Committee shall evaluate its performance based on best practices and expectations set-out in this Charter and in related SEC Memorandum Circulars and the ASEAN Corporate Governance Scorecard concerning Corporate Governance Committees.
- 6.2. The Committee shall obtain and subject itself to an independent assessment by the Board of Directors based on best practices and relative to its performance in the discharge of its responsibilities as set out in this charter.
- 6.3. Based on the results of the performance assessment, the Committee shall formulate and implement plans to improve its performance. These may include the identification of relevant training needs intended to keep the members up to date with corporate governance best practices, accounting and auditing standards, as well as specific areas of concern.

7. AMENDMENT

This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by the Board.

Approved by the Board of Directors on August 13, 2021.