

ROBINSONS LAND CORPORATION
Amendments to the By-laws
Approved on April 16, 2020

To allow for attendance, participation, and voting of shareholders via remote communication and voting <i>in absentia</i> .	
Present provisions in the By-laws	Proposed amendments to the By-laws
ARTICLE II THE BOARD OF DIRECTORS 1. Election of Directors - a. The directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors, every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of candidates. [xxx]	ARTICLE II THE BOARD OF DIRECTORS 1. Election of Directors - a. The directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors, every stockholder shall have the right to vote, in person or by proxy, <u>or via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors,</u> the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of candidates. [xxx]
ARTICLE VII STOCKHOLDERS' MEETING [xxx] 2. Proxy - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to and received by the Corporate Secretary for	ARTICLE VII STOCKHOLDERS' MEETING [xxx] 2. <u>Voting and</u> Proxy - Stockholders may vote at all meetings the number of shares registered in their respective names, either in person, <u>via remote communication or in absentia, electronically or otherwise, as may be</u>

<p>inspection and recording not later than five (5) working days before the time set for the meeting, except such period shall be reduced to one (1) working day for meetings that are adjourned due to lack of the necessary quorum. No proxy bearing a signature which is not legally acknowledged by the Corporate Secretary shall be honored at the meetings. Proxies shall be valid and effective for five (5) years, unless the proxy provides for a shorter period, and shall be suspended for any meeting wherein the stockholder appears in person.</p>	<p><u>provided for by the Board of Directors</u>, or by proxy duly given in writing and duly presented to and received by the Corporate Secretary for inspection and recording not later than five (5) working days before the time set for the meeting, except such period shall be reduced to one (1) working day for meetings that are adjourned due to lack of the necessary quorum. No proxy bearing a signature which is not legally acknowledged by the Corporate Secretary shall be honored at the meetings. Proxies shall be valid and effective for five (5) years, unless the proxy provides for a shorter period, and shall be suspended for any meeting wherein the stockholder appears in person.</p>
<p>3. Quorum - No stockholders' meeting shall be competent to decide any matter or transact any business, unless a majority of the outstanding capital stock is presented or represented thereat, except in those cases in which the Corporation law requires the affirmative vote of a greater proportion.</p>	<p>3. Quorum - No stockholders' meeting shall be competent to decide any matter or transact any business, unless a majority of the outstanding capital stock is <u>present in person, represented by proxy, or participating in the meeting via remote communication</u>, except in those cases in which the <u>Revised Corporation Code</u> requires the affirmative vote of a greater proportion. <u>Stockholders casting their votes in absentia, as may be provided for by the Board of Directors, shall also be deemed present for purposes of determining the existence of a quorum. Meetings of the stockholders may be conducted via remote communication, such as by teleconferencing or videoconferencing, subject to such guidelines as may be promulgated by the Securities and Exchange Commission.</u></p>
<p>5. Annual Meeting - The annual meeting of the stockholders shall be held on the last Wednesday of May of each year and if the same falls on a holiday, then on the next succeeding business day, unless the Board of Directors fixes a different date.</p> <p>Written notice of the annual meeting of the Company shall be sent to each registered stockholder at least ten (10) days prior to the date of such meeting. Waiver of such notice may only be made in writing.</p>	<p>5. Annual Meeting - The annual meeting of the stockholders shall be held on the last Wednesday of May of each year and if the same falls on a holiday, then on the next succeeding business day, unless the Board of Directors fixes a different date.</p> <p>Written notice of the annual meeting of the Company shall be sent by <u>personal delivery, mail, telegraph, electronic mail, facsimile or cable</u> to each registered stockholder at least ten (10) days prior to the date of such meeting.</p>

	Waiver of such notice may only be made in writing.
<p>6. Special Meeting - Special meetings of the stockholders may be called by the President at his discretion, or on the demand of the stockholders holding the majority of the subscribed capital stock of the Corporation.</p> <p>A written notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be sent to each stockholder at least five (5) days before the date of such special meeting; Provided that this requisite may be waived in writing by the stockholders.</p>	<p>6. Special Meeting - Special meetings of the stockholders may be called by the President at his discretion, or on the demand of the stockholders holding the majority of the subscribed capital stock of the Corporation.</p> <p>A written notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be sent <u>by personal delivery, mail, telegraph, electronic mail, facsimile or cable</u> to each stockholder at least five (5) days before the date of such special meeting; Provided that this requisite may be waived in writing by the stockholders.</p>
<p>7. Minutes - Minutes of all meetings of the stockholders shall be kept and carefully preserved as a record of the business transacted at such meeting. The minutes shall contain such entries as may be required by law.</p> <p>A quorum at any meeting of the stockholders shall consist of a majority of the subscribed capital stock of the company represented in person by proxy, and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters in which the laws of the Philippines require the affirmative vote of a greater proportion. [xxx]</p>	<p>7. Minutes - Minutes of all meetings of the stockholders shall be kept and carefully preserved as a record of the business transacted at such meeting. The minutes shall contain such entries as may be required by law.</p> <p>A quorum at any meeting of the stockholders shall consist of a majority of the subscribed capital stock of the company represented in person, by proxy, <u>participating via remote communication or voting in absentia, as may be provided for by the Board of Directors,</u> and a majority of such quorum shall decide any question that may come before the meeting, save and except in those several matters in which the laws of the Philippines require the affirmative vote of a greater proportion. [xxx]</p>