

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)
Mar 14, 2025
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	2,140,197,748

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 4-4 - Amendments to By-Laws
*References: SRC Rule 17 (SEC Form 17-C) and
 Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Amendments to the Corporation's By-Laws

Background/Description of the Disclosure

Approval by the Board of Directors of the amendments to the following provisions of the By-Laws of Universal Robina Corporation ("URC") in order to align with the current organizational structure of URC:

- a. Article III, Section 4
- b. Article III, Section 7
- c. Article IV, Section 1
- d. Article IV, Section 3
- e. Article IV, Section 6
- f. Article IV, Section 7

Appurtenant paragraph numbers will likewise be amended.

Date of Approval by Board of Directors	Mar 14, 2025
Date of Approval by Stockholders	N/A
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	N/A
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
Article III, Section 4	Please see attached.	Please see attached.
Article III, Section 7	Please see attached.	Please see attached.
Article IV, Section 1	Please see attached.	Please see attached.
Article IV, Section 3	Please see attached.	Please see attached.

Article IV, Section 6	Please see attached.	Please see attached.	
Article IV, Section 7	Please see attached.	Please see attached.	

Rationale for the amendment(s)

To align the By-Laws with the current organizational structure of URC.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	May 15, 2025
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

The proposed amendments to the By-Laws are not expected to have any adverse effect on the business, operations and/or capital structure of URC.

Other Relevant Information

Please refer to the attached Amendments to the By-Laws approved by the Board of Directors on March 14, 2025.

In separate resolutions passed by stockholders representing more than 2/3 of the outstanding capital stock on May 5, 2005 and by more than majority of the Board of Directors on March 8, 2005, the By-Laws of URC was amended such that the Board of Directors may, in any regular or special meeting, amend or repeal the By-Laws of URC provided that, such power delegated to the Board of Directors shall be considered revoked whenever stockholders representing majority of the outstanding capital stock of URC shall so vote at a regular or special meeting called for the purpose.

Filed on behalf by:

Name	Maria Celia Fernandez-Estavillo
Designation	Corporate Secretary

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. **March 14, 2025**
(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

2,140,197,748

SEC FORM 17-C

UNIVERSAL ROBINA CORPORATION

11. Item 9 – Other Events

The Board of Directors of Universal Robina Corporation (“URC”) approved on March 14, 2025, the amendments to the following provisions of the By-Laws of URC in order to align with the current organizational structure:

- a. Article III, Section 4
- b. Article III, Section 7
- c. Article IV, Section 1
- d. Article IV, Section 3
- e. Article IV, Section 6
- f. Article IV, Section 7

Appurtenant paragraph numbers will likewise be amended.

The proposed amendments to the By-Laws are not expected to have any adverse effect on the business, operations and/or capital structure of URC.

Please refer to the attached Amendments to the By-Laws approved by the Board of Directors on March 14, 2025.


In separate resolutions passed by stockholders representing more than 2/3 of the outstanding capital stock on May 5, 2005 and by more than majority of the Board of Directors on March 8, 2005, the By-Laws of URC was amended such that the Board of Directors may, in any regular or special meeting, amend or repeal the By-Laws of URC provided that, such power delegated to the Board of Directors shall be considered revoked whenever stockholders representing majority of the outstanding capital stock of URC shall so vote at a regular or special meeting called for the purpose.

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)

March 14, 2025
(Date)


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

UNIVERSAL ROBINA CORPORATION
Proposed Amendments to the By-Laws
Approved by the Board of Directors on March 14, 2025

Present provisions in the By-laws	Proposed amendments to the By-laws
<p style="text-align: center;">ARTICLE III BOARD OF DIRECTORS</p> <p style="text-align: center;">[x x x]</p> <p>SECTION 4. REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Directors shall be held every quarter on such due date and time, and at such place as may be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman of the Board, the Vice-Chairman, the President, or a majority of the Board of Directors of the Corporation.</p>	<p style="text-align: center;">ARTICLE III BOARD OF DIRECTORS</p> <p style="text-align: center;">[x x x]</p> <p>SECTION 4. REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Directors shall be held every quarter on such due date and time, and at such place as may be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, or a majority of the Board of Directors of the Corporation.</p>
<p>SECTION 7. CONDUCT OF THE MEETINGS. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the Vice-Chairman, or in the absence of the latter, the President, or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, and if he is unable to do so, the chairman of the meeting shall appoint a secretary of the meeting.</p>	<p>SECTION 7. CONDUCT OF THE MEETINGS. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is present and acting, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, and if he is unable to do so, the chairman of the meeting shall appoint a secretary of the meeting.</p>
<p style="text-align: center;">ARTICLE IV OFFICERS</p> <p>SECTION 1. ELECTION, TERM OF OFFICE AND QUALIFICATIONS. At the organizational meeting referred to in Article III, Section 3 of these By-Laws, the Board of Directors shall elect a Chairman of the Board, a Vice Chairman, a President and Chief Executive Officer, Chief Financial Officer, one or more Executive Vice-Presidents, one or more Senior Vice Presidents, one or more Vice-Presidents, a Treasurer, a Controller and a Secretary and may also from time to time appoint such other officers and agents as it may deem proper. The Board of Directors may create such other additional positions as it may consider proper. The Chairman of the Board, the Vice-Chairman and the President shall be stockholders and Directors. Neither the Chairman of the Board, the Vice-Chairman, nor the President may concurrently act as Secretary or Treasurer of the</p>	<p style="text-align: center;">ARTICLE IV OFFICERS</p> <p>SECTION 1. ELECTION, TERM OF OFFICE AND QUALIFICATIONS. At the organizational meeting referred to in Article III, Section 3 of these By-Laws, the Board of Directors shall elect a Chairman of the Board, a President and Chief Executive Officer, Chief Financial Officer, one or more Executive Vice-Presidents, a Treasurer, a Controller and a Secretary and may also from time to time appoint such other officers and agents as it may deem proper. The Board of Directors may create such other additional positions as it may consider proper. The Chairman of the Board and the President shall be stockholders and Directors. Neither the Chairman of the Board nor the President may concurrently act as Secretary or Treasurer of the Corporation. The Secretary shall be a resident and a citizen of the Philippines. Every officer shall hold office</p>

Present provisions in the By-laws	Proposed amendments to the By-laws
<p>Corporation. The Secretary shall be a resident and a citizen of the Philippines. Every officer shall hold office only during the pleasure of the Board of Directors, and all vacancies occurring among such officers by death, removal, resignation or disability shall be filled by the Board of Directors. Any such resignation-shall take effect upon acceptance thereof by the Board of Directors. In case of temporary absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to another qualified person.</p> <p>The Board of Directors may appoint such subordinate officers, agents and employees as it may deem advisable or convenient.</p> <p>The Board of Directors, and the President and Chief Executive Officer, from time to time shall prescribe the duties of the officers, agents and employees of the Corporation, and all officers and employees of the Corporation shall be subject to immediate removal by the Board of Directors with or without cause.</p>	<p>only during the pleasure of the Board of Directors, and all vacancies occurring among such officers by death, removal, resignation or disability shall be filled by the Board of Directors. Any such resignation-shall take effect upon acceptance thereof by the Board of Directors. In case of temporary absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to another qualified person.</p> <p>The Board of Directors may appoint such subordinate officers, agents and employees as it may deem advisable or convenient.</p> <p>The Board of Directors, and the President and Chief Executive Officer, from time to time shall prescribe the duties of the officers, agents and employees of the Corporation, and all officers and employees of the Corporation shall be subject to immediate removal by the Board of Directors with or without cause.</p>
<p>SECTION 3. VICE-CHAIRMAN OF THE BOARD. The Vice-Chairman of the Board shall preside at all meetings of the stockholders and the Board of Directors in the absence of the Chairman. He shall perform such other functions as may from time to time be delegated to him by the Board of Directors.</p>	<p>Paragraph deleted.</p>
<p>SECTION 4. PRESIDENT. The President shall be the Chief Executive Officer and shall have administration and direction of the day-to-day business affairs of the Corporation. He shall exercise the following functions:</p> <ol style="list-style-type: none"> a) To preside at the meetings of the Board of Directors and of the Stockholders in the absence of the Chairman or the Vice-Chairman; b) To sign certificates of stock along with the Secretary; c) To have general supervision and management of 	<p>SECTION 3. PRESIDENT. The President shall be the Chief Executive Officer and shall have administration and direction of the day-to-day business affairs of the Corporation. He shall exercise the following functions:</p> <ol style="list-style-type: none"> a) To preside at the meetings of the Board of Directors and of the Stockholders in the absence of the Chairman; b) To sign certificates of stock along with the Secretary;

Present provisions in the By-laws	Proposed amendments to the By-laws
<p>the business affairs and property of the Corporation;</p> <p>d) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors including those for executive training, development and compensation;</p> <p>e) To ensure that the administrative and operational policies of the Corporation are carried out under his supervision and control;</p> <p>f) Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the Corporation, prescribe their duties, and determine their salaries;</p> <p>g) To oversee the preparation of the budgets and the statements of accounts of the Corporation;</p> <p>h) To prepare such statements and reports of the Corporation as may be required of him by law;</p> <p>i) To represent the Corporation at all functions and proceedings with full powers to vote any and all shares owned by the Corporation and to appoint and/or sign proxies on behalf of the Corporation at the annual, general or any special stockholders' meeting or meetings and adjournments thereof of any corporation in which the Corporation owns stocks;</p> <p>j) To execute on behalf of the Corporation all contracts, agreements and other instruments affecting the interests of the Corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;</p> <p>k) To make reports to the Board of Directors and together with the Chairman, to the stockholders; and</p> <p>l) To perform such other duties as are incident to</p>	<p>c) To have general supervision and management of the business affairs and property of the Corporation;</p> <p>d) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors including those for executive training, development and compensation;</p> <p>e) To ensure that the administrative and operational policies of the Corporation are carried out under his supervision and control;</p> <p>f) Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the Corporation, prescribe their duties, and determine their salaries;</p> <p>g) To oversee the preparation of the budgets and the statements of accounts of the Corporation;</p> <p>h) To prepare such statements and reports of the Corporation as may be required of him by law;</p> <p>i) To represent the Corporation at all functions and proceedings with full powers to vote any and all shares owned by the Corporation and to appoint and/or sign proxies on behalf of the Corporation at the annual, general or any special stockholders' meeting or meetings and adjournments thereof of any corporation in which the Corporation owns stocks;</p> <p>j) To execute on behalf of the Corporation all contracts, agreements and other instruments affecting the interests of the Corporation which require the approval of the Board of Directors, except as otherwise directed by the Board of Directors;</p> <p>k) To make reports to the Board of Directors and together with the Chairman, to the stockholders; and</p>

Present provisions in the By-laws	Proposed amendments to the By-laws
<p>his office or are entrusted to him by the Board of Directors.</p> <p>The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s) of the Corporation, subject always to his supervision and control.</p>	<p>1) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.</p> <p>The President may assign the exercise or performance of any of the foregoing powers, duties and functions to any other officer(s) of the Corporation, subject always to his supervision and control.</p>
<p>SECTION 5. EXECUTIVE VICE-PRESIDENT(S). The Executive Vice- President(s) shall have such powers and shall perform such duties as may from time to time, be assigned to him or them by the Board of Directors or the Chairman of the Board.</p>	<p>SECTION <u>4</u>. EXECUTIVE VICE-PRESIDENT(S). The Executive Vice- President(s) shall have such powers and shall perform such duties as may from time to time, be assigned to him or them by the Board of Directors or the Chairman of the Board.</p>
<p>SECTION 6. SENIOR VICE-PRESIDENT(S). The Senior Vice-President(s) shall have such powers and shall perform such duties as may from time to time, be assigned to him or them by the Board of Directors or the Chairman of the Board.</p>	<p>Paragraph deleted</p>
<p>SECTION 7. VICE-PRESIDENT(S). The Vice-President(s) shall have such powers and shall perform such duties as may from time to time, be assigned to him or them by the Board of Directors or the Chairman of the Board.</p>	<p>Paragraph deleted</p>
<p>SECTION 8. TREASURER. The Treasurer shall deposit all money, and other valuable effects of the Corporation in such trust companies, banks or depositories as the Board of Directors shall from time to time designate. He shall have authority to receive and give receipts for all funds, or sums of money given to the Corporation from any source whatsoever and to endorse checks, drafts and warrants in its name and on its behalf, and to give full discharge, for the same. Proper accounts shall be kept in his office of all receipts and disbursements made by him for the Corporation, with the vouchers in support thereof, which shall be submitted to any auditor or auditors</p>	<p>SECTION <u>5</u>. TREASURER. The Treasurer shall deposit all money, and other valuable effects of the Corporation in such trust companies, banks or depositories as the Board of Directors shall from time to time designate. He shall have authority to receive and give receipts for all funds, or sums of money given to the Corporation from any source whatsoever and to endorse checks, drafts and warrants in its name and on its behalf, and to give full discharge, for the same. Proper accounts shall be kept in his office of all receipts and disbursements made by him for the Corporation, with the vouchers in support thereof, which shall be submitted to any auditor or auditors</p>

Present provisions in the By-laws	Proposed amendments to the By-laws
<p>appointed by the stockholders for inspection as and when required. The Treasurer shall perform such other duties as may be assigned to him and shall report to the Chief Financial Officer or, in the absence of the Chief Financial Officer, to the Board of Directors.</p>	<p>appointed by the stockholders for inspection as and when required. The Treasurer shall perform such other duties as may be assigned to him and shall report to the Chief Financial Officer or, in the absence of the Chief Financial Officer, to the Board of Directors.</p>
<p>SECTION 9. SECRETARY. The Secretary shall issue notices of all meetings; shall keep their minutes; shall sign with the Chairman or the President the certificates of stock and such other instruments as may require such signature. He shall record all the votes and proceedings of the stockholders and of the Directors in a book kept for that purpose. He shall have charge of the corporate seal of the Corporation. He shall keep at the principal office of the Corporation the stock and transfer book and therein keep a record of all the stock, the names of stockholders alphabetically arranged with the addresses to which notices may be sent; the installments paid and unpaid on all stock for which subscription has been made and the date of payment of any installment; a statement of every alienation, sale or transfer of stock made, the date thereof and by and to whom made. He shall perform such other duties as may be properly delegated to him.</p>	<p>SECTION 6. SECRETARY. The Secretary shall issue notices of all meetings; shall keep their minutes; shall sign with the Chairman or the President the certificates of stock and such other instruments as may require such signature. He shall record all the votes and proceedings of the stockholders and of the Directors in a book kept for that purpose. He shall have charge of the corporate seal of the Corporation. He shall keep at the principal office of the Corporation the stock and transfer book and therein keep a record of all the stock, the names of stockholders alphabetically arranged with the addresses to which notices may be sent; the installments paid and unpaid on all stock for which subscription has been made and the date of payment of any installment; a statement of every alienation, sale or transfer of stock made, the date thereof and by and to whom made. He shall perform such other duties as may be properly delegated to him.</p>
<p>SECTION 10. CONTROLLER. The Controller shall handle the consolidation and evaluation of the financial statements of the Corporation and the implementation of applicable accounting standards and policies. He shall report to the Chief Financial Officer and shall have the following additional duties and responsibilities:</p> <ul style="list-style-type: none"> a) To prepare, maintain and ensure the reliability of the Corporation's financial and accounting books and records; b) To prepare and report the Corporation's financial statements, as well as its financial regulatory compliance, and to properly liaise all related concerns of the Corporation with the appropriate government and other regulatory agencies; c) To inform the Chief Financial Officer and the Board of Directors of the results of operations and financial condition of the Corporation; and 	<p>SECTION 7. CONTROLLER. The Controller shall handle the consolidation and evaluation of the financial statements of the Corporation and the implementation of applicable accounting standards and policies. He shall report to the Chief Financial Officer and shall have the following additional duties and responsibilities:</p> <ul style="list-style-type: none"> a) To prepare, maintain and ensure the reliability of the Corporation's financial and accounting books and records; b) To prepare and report the Corporation's financial statements, as well as its financial regulatory compliance, and to properly liaise all related concerns of the Corporation with the appropriate government and other regulatory agencies; c) To inform the Chief Financial Officer and the Board of Directors of the results of operations and financial condition of the Corporation; and

Present provisions in the By-laws	Proposed amendments to the By-laws
<p>d) To perform such other duties and functions as may be assigned by the Chief Financial Officer or, in the absence of a Chief Financial Officer, the Board of Directors.</p>	<p>d) To perform such other duties and functions as may be assigned by the Chief Financial Officer or, in the absence of a Chief Financial Officer, the Board of Directors.</p>
<p>SECTION 11. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall have the following functions and responsibilities:</p> <ol style="list-style-type: none"> 1. To exercise general supervision over the financial affairs of the Corporation including supervision over the Corporation's Treasurer and Controller; 2. To provide support to the President and ensure that all the areas of client, commercial and other financial controls are well-managed and investments are properly placed to maximize profit and shareholder value; and 3. To perform such duties as may be assigned, from time to time, by the Chairman, the President or the Board of Directors. 	<p>SECTION <u>8</u>. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall have the following functions and responsibilities:</p> <ol style="list-style-type: none"> 1. To exercise general supervision over the financial affairs of the Corporation including supervision over the Corporation's Treasurer and Controller; 2. To provide support to the President and ensure that all the areas of client, commercial and other financial controls are well-managed and investments are properly placed to maximize profit and shareholder value; and 3. To perform such duties as may be assigned, from time to time, by the Chairman, the President or the Board of Directors.
<p>SECTION 12. COMPENSATION. The Board of Directors shall determine the remuneration to be received by the officers designated in these By-Laws. All other officers of the Corporation shall receive such remuneration as the Board of Directors may determine, upon recommendation of the President. The fact that any officer is a director shall not preclude him from receiving a salary or bonus as officer or from voting upon the resolution fixing the same.</p>	<p>SECTION <u>9</u>. COMPENSATION. The Board of Directors shall determine the remuneration to be received by the officers designated in these By-Laws. All other officers of the Corporation shall receive such remuneration as the Board of Directors may determine, upon recommendation of the President. The fact that any officer is a director shall not preclude him from receiving a salary or bonus as officer or from voting upon the resolution fixing the same.</p>