

COVER SHEET

1 5 1 3 0 9

S.E.C. Registration Number

R L C O M M E R C I A L R E I T , I N C .

[Empty boxes for company name]

(Company's Full Name)

2 5 F R O B I N S O N S C Y B E R S C A P E A L P

H A , S A P P H I R E A N D G A R N E T R O A D

S B R G Y . S A N A N T O N I O , P A S I G C

I T Y

(Business Address: No. Street City/Town/Province)

MATIAS G. RAYMUNDO JR. Compliance Officer

Contact Person

8397-1888

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

[Empty boxes for form type]

FORM TYPE

First Wednesday of May

Month Day Annual Meeting

MATERIAL RELATED PARTY TRANSACTIONS POLICY

Issuer of Securities under SEC-BED Order No. 125, Series of 1989; SEC-BED Order No. 435, Series of 1989; SEC-BED Order No. 523, Series of 1993; SEC-BED Order No. 524, Series of 1993; SEC-BED Order No. 572, Series of 1995; SEC-BED Order No. 057, Series of 1997; and SEC-CFD Order No. 128, Series of 2006

Secondary License Type, If Applicable

[Empty boxes for department]

Dept. Requiring this Doc.

[Empty box for amended articles]

Amended Articles Number/Section

[Empty box for stockholders]

Total No. of Stockholders

Total Amount of Borrowings

[Empty box for domestic borrowings]

Domestic

[Empty box for foreign borrowings]

Foreign

To be accomplished by SEC Personnel concerned

[Empty boxes for file number]

File Number

LCU

[Empty boxes for document I.D.]

Document I.D.

Cashier

STAMPS

Remarks: pls. use blank ink for scanning purposes

RCREIT

A ROBINSONS LAND COMPANY

25th Floor, Robinsons Cyberspace Alpha, Sapphire and Garnet Roads. Brgy. San Antonio, Ortigas Center, Pasig City

March 02, 2022

SECURITIES AND EXCHANGE COMMISSION

G/F Secretariat building

PICC Complex, Roxas Boulevard, Pasay City

Attention: **Atty. Rachel Esther J. Gumtang-Remalante**
OIC, Corporate Governance and Finance Department

THE PHILIPPINE STOCK EXCHANGE, INC.

6/F PSE Tower

5th Avenue corner 28th Street

Bonifacio Global City, Taguig City

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Re: **Submission of the Material Related Party Transactions Policy**

Madame:

In compliance with the SEC Memorandum Circular No. 19, Series of 2016, on the submission of the Material Related Party Transactions (MRPT) Policy, we submit the Commission the approved policy of RL Commercial REIT Inc. (RCR).

Thank you.



MATIAS G. RAYMUNDO JR.
COMPLIANCE OFFICER
TIN # 239-060-123

POLICY STATEMENT

The Company shall conduct all Material Related Party Transactions (MRPT) on an arm’s length basis, on fair and reasonable terms and conditions no less favorable than any such terms available to unrelated third parties under the same or similar circumstances.

OBJECTIVES

The purpose of this policy is to protect the Company from conflict of interest by instituting the proper review, approval and reporting of transactions which may be entered in between or among the Company or any of its subsidiaries, associates, affiliates, joint venture, directors and officers.

SCOPE AND COVERAGE

This policy shall cover the review, approval and reporting of transactions which may be entered into between or among the Company or any of its subsidiaries, associates, affiliates, joint venture, directors and officers and the general guidelines to be observed in relation to MRPTs.

DEFINITION OF TERMS

1. Abusive Material Related Party Transaction (Abusive MRPT) – refer to MRPT that are not entered at arm’s length and unduly favor a related party.
2. Affiliate – refers to an entity linked directly or indirectly to the Company through any one or a combination of any of the following:
 - 2.1. Ownership, control or power to vote, whether by permanent or temporary proxy or voting trust, or other similar contracts by a company of at least ten percent (10%) or more of the outstanding voting stock of the Company or vice-versa;
 - 2.2. Interlocking directorship or officership, except in cases involving independent directors as defined under existing regulations;
 - 2.3. Common stockholders owning at least ten percent (10%) of the outstanding voting stock of the Company and the entity;
 - 2.4. Management contract or any arrangement granting power to the Company to direct or cause the direction of management and policies of the entity, or vice-versa.
3. Arm’s Length Principle – refers to the principle that requires the transaction with a Related Party be made under comparable conditions and circumstances as a transaction with an independent party. It is founded on the premise that if market forces drive the terms and conditions agreed upon in an independent party transaction, the pricing of the transaction would reflect the true economic value of the contributions made by each entity in that transaction.
4. Associate – refers to an entity over which the Company holds twenty percent (20%) or more of the voting power, directly or indirectly, or which the reporting PLC has significant influence.

5. Control – refers to the control of a person or an entity over the Company if and only the person or entity possesses all of the following:
 - 5.1. power over the Company;
 - 5.2. exposure or rights to variable returns from its involvement with the Company; and
 - 5.3. the ability to use power over the company to effect the amount of the company's returns.
6. Independent Director – refers to any of the Company's Independent Director.
7. Material Related Party Transaction (MRPT) – refers to any related party transaction/s, either individually, or in aggregate over a twelve (12) – month period with the same related party, amounting to ten percent (10%) or higher of the Company's total consolidated assets based on its latest audited financial statements.
8. Materiality Threshold – refers to ten percent (10%) of the Company's total consolidated assets based on its latest audited financial statements.
9. Related Interests – refers to:
 - 9.1. any person related to a party within the fourth civil degree of consanguinity or affinity, whether legitimate or common-law;
 - 9.2. any corporation, partnership, trust or other entity which a party controls, whether directly or indirectly.
10. Related Party or Related Parties – refer to and include any of:
 - 10.1. the Company's parent, subsidiary, fellow subsidiary, associate, affiliate, joint venture or an entity that is controlled, jointly controlled or significantly influenced or managed by a person who is a related party;
 - 10.2. the Company's directors, officers, and substantial shareholders and their spouses and relatives within the fourth civil degree of consanguinity or affinity, legitimate or common-law, who have control, joint control or significant influence over the Company.
11. Related Party Registry – refers to the record of the organizational and structural composition, including any change thereon, of the Company and its related parties.
12. Related Party Transaction – refers to a transfer of resources, services, or obligations between the Company and a Related Party, regardless of whether a price is charged. It should be interpreted broadly to include not only transaction entered into with Related Parties, but also outstanding transactions entered with an unrelated party that subsequently becomes a Related Party.
13. Related Party Transaction Committee or RPT Committee – refers to the Company's Board RPT Committee.
14. Significant Influence – refers to the power to participate in the financial and operating policy decisions of the Company but has no control or joint control of those policies.

RESPONSIBILITIES

Board of Directors

15. Substantial Shareholder – refers to any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

1. The Board of Directors shall be responsible for:
 - 1.1. Ensuring that transactions with related parties are handled in a sound and prudent manner, with integrity, and compliant with applicable laws and regulations;
 - 1.2. Institutionalizing an overarching policy on the management of MRPTs to ensure that MRPTs are conducted on an arm’s length basis, and that no shareholder or stakeholder is unduly disadvantaged;
 - 1.3. Approving all MRPTs that meet or breach the materiality threshold, write-off of material exposures to related parties, and any renewal or material changes in the terms and conditions of previously approved MRPTs in accordance with the policy;
 - 1.4. Establishing an effective audit, risk and compliance system;
 - 1.5. Overseeing the integrity, independence, and effectiveness of the policies and procedures for whistleblowing and ensuring that whistleblowers are protected against any form of retaliation.

RPT Committee

2. The RPT Committee shall be responsible for reviewing and evaluating all MRPTs before the transaction is executed and commenced prior endorsing the same to the Board for approval.

Chief Financial Officer

3. The Chief Financial Officer (CFO) shall be responsible for:
 - 3.1. Implementing appropriate systems and controls to effectively manage and monitor MRPTs on a per transaction and aggregate basis;
 - 3.2. Ensuring that MRPTs are reviewed, reported and approved in accordance with this Policy;
 - 3.3. Setting-up Group protocols and practices to ensure that the Finance Officers or Controllers of the Business Units and employees who are responsible for the identification and monitoring of existing and potential MRPTs are reporting the same to the CFO.

Directors, Executives and Corporate Officers

4. Directors, Executives and Corporate Officers shall be responsible for promptly notifying the Corporate Secretary as soon as he becomes aware of actual or potential conflict of interest.

Corporate Secretary

5. The Corporate Secretary shall be responsible for:
 - 5.1. Reporting to the RPT Committee all material facts related to a disclosure made by a Director on any RPT as well as their direct or indirect financial interest in any matter that affects or is affecting the Company;
 - 5.2. Ensuring full and timely disclosure of MRPTs to the relevant government agencies as required by the applicable laws, rules and regulations;
 - 5.3. Maintaining and updating the Related Party Registry.

**Compliance
Officer**

6. The Compliance Officer shall be responsible for ensuring that:
 - 6.1. The Company complies with relevant rules and regulations and is informed of regulatory developments in areas affecting related parties;
 - 6.2. The MRPT policy is kept updated and properly implemented throughout the Company.

**Company Internal
Audit**

7. Company Internal Audit shall be responsible for:
 - 7.1. Performing periodic review and assessment of the implementation of the system and internal controls governing MRPT to determine effectiveness and compliance with the board-approved policies and procedures.
 - 7.2. Reporting the result of the periodic review, including exceptions or breaches in limits, directly to the RPT Committee.

**GENERAL
POLICIES**

1. The Board of Directors shall have the overall responsibility in ensuring that transactions with related parties are handled in a sound and prudent manner, with integrity, and compliant with the Corporation Code, its Articles of Incorporation and By Laws, regulations and circulars released by the Securities and Exchanges Commission (SEC), and other related laws, rules and regulations to protect the interest of the Company's shareholders and other stakeholders. Towards this end, the Board of Directors shall:
 - 1.1. Adopt a group wide MRPT policy encompassing all entities within the company, considering the size, structure, risk profile and complexity of operations;
 - 1.2. Institutionalize an overarching policy on the management of MRPTs to ensure effective compliance with existing laws, rules and regulations and that MRPTs are conducted on an arm's length basis, and that no shareholder or stakeholder is unduly disadvantaged;
 - 1.3. Approve all MRPTs that breach the materiality threshold and write-off of material exposures to related parties, as well as any renewal or material changes in the terms and conditions (e.g. price, interest rate, maturity date, payment terms, commissions, fees, tenor and collateral requirements, etc.) of MRPTs previously approved in accordance with the policy;
 - 1.4. Establish an effective audit, risk and compliance system to:
 - 1.4.1. Determine, identify and monitor related parties and MRPTs;
 - 1.4.2. Continuously review and evaluate existing relationships between and among businesses and counterparties; and
 - 1.4.3. Identify, measure, monitor and control risks arising from MRPTs.
 - 1.5. Oversee the integrity, independence, and effectiveness of the policies and procedures for whistleblowing. The Board shall ensure that senior management addresses legitimate issues on MRPTs that are raised and that whistleblowers are protected against any form of retaliation.

***RPT Committee
Review and
Evaluation***

2. The RPT Committee shall review and evaluate all MRPTs before the transaction is executed and commenced. If not identified beforehand, the MRPT shall be immediately reviewed by the RPT Committee upon its identification. Before the endorsement and approval by the Board, the RPT Committee may:
 - 2.1. Secure the appointment of an external independent party to evaluate the fairness of the terms of the MRPTs, which may include but is not limited to auditing or accounting firms and third-party consultants and appraisers;
 - 2.2. Engage the services of an external expert as a price discovery mechanism, to ensure that transactions are at terms that shall promote the best interest of the Company.

***Actual or
Potential Conflict
of Interest***

3. A Director, Executive or Corporate Officer with an actual or potential conflict shall fully and immediately disclose the same, shall not participate in the discussion or decision-making process, and shall abstain from voting on the approval of the transaction.
 - 3.1. Directors shall disclose to the Board of Directors, through the Company's Corporate Secretary, all material facts related to any RPT as well as their direct or indirect financial interest in any matter that affect or is affecting the Company. Any changes to these disclosures must be communicated promptly to the Board of Directors through the Company's Corporate Secretary.
 - 3.2. Regardless of the amount of the transaction or contract, it is the responsibility of:
 - 3.2.1. Each Director, Executive or Corporate Officer to promptly notify the Corporate Secretary as soon as he becomes aware of any transaction with the Company or other Related Parties where such a Director, Executive or Corporate Officer or their respective related interests are a party to or stands to benefit from such transaction;
 - 3.2.2. The Corporate Secretary to report to the RPT Committee any such disclosure where the RPT will be evaluated for endorsement to the Board; and
 - 3.2.3. The Chairman of the RPT Committee to obtain approval from the Board of Directors prior the completion or execution of the RPT. For the avoidance of doubt, RPTs involving a Director, Executive or Corporate Officer shall be approved by the Board of Directors regardless of amount.

***Approval of
MRPT***

4. All individual MRPTs shall be approved by the Related Party Transactions Committee which is constituted with the sole task of reviewing related party transactions. Majority of its members shall be independent directors who shall vote unanimously in approving such related party transactions.
5. Aggregate RPT transactions within a twelve (12) – month period that meet or breach the materiality threshold shall require the same Board approval in item number four (4) above.

***Certifications
and Disclaimer***

6. Prior to the execution of any contract, the Company shall require the service provider, supplier or vendor to certify or submit a certification stating that it is not a Related Party of the Company. A disclaimer that states that they are not related to the approving officer/s of the counterparties of the transaction shall likewise be required from the Company's approving officer/s and/or signatories of contracts, agreements or purchase orders.

***Abusive Related
Party
Transactions***

7. The Company encourages all stakeholders to report any abusive, illegal, unethical or questionable transactions that would include Abusive MRPT, with an assurance that such genuine concerns in good faith may be raised without fear of reprisals.
 - 7.1. Any reported Abusive MRPT shall be investigated in accordance with the Company's Whistleblowing Policy.
 - 7.2. Reported cases that merit escalation shall be forwarded to the RPT Committee for evaluation who shall report and endorse its findings to the Board for resolution.
 - 7.3. The Board resolution shall be voted upon by majority of the Board whose decision may include:
 - 7.3.1. Discontinuation of the transaction;
 - 7.3.2. Demand for restitution of losses or opportunity costs;
 - 7.3.3. Administrative, civil or criminal penalties which may be imposed upon any director, officer or party involved in the abusive RPT, as may be provided by the applicable law, rules and regulations.

***Monitoring and
Reporting of
MRPTs***

8. The Chief Financial Officer (CFO) shall implement appropriate systems and controls to effectively manage and monitor MRPTs on a per transaction and aggregate basis. The CFO shall ensure that MRPTs are reviewed, reported to the RPT Committee and approved in accordance with this Policy.
 - 8.1. The system shall be able to:
 - 8.1.1. Define the related parties' extent of relationship with the Company;
 - 8.1.2. Assess situations in which a non-related party subsequently becomes a related party and vice-versa;
 - 8.1.3. Generate information on the nature and amount of exposures of the Company to a particular related party. The system will facilitate the submission of accurate reports to the regulators/supervisors.
 - 8.2. The CFO shall set up Group protocols and practices to ensure that the Finance Officers or Controllers of the Business Units and employees who are responsible for the identification and monitoring of existing and potential RPTs are reporting the RPTs to the CFO.
 - 8.3. A summary of all MRPTs requiring approval must be submitted by the CFO to the RPT Committee. The summary may include the following details:
 - 8.3.1. The identification of the Related Party and the affiliation to the Company.
 - 8.3.2. The related person's interest in the transaction with the Company, including the related person's position(s) or relationship(s) with, or ownership in the firm, corporation, or other entity that is a party to or has an interest in the transaction;
 - 8.3.3. The nature and amount of the transaction;
 - 8.3.4. Supporting evidence to support the arm's length nature of the proposed transaction including the terms and manner of settlement had the parties not been related;
 - 8.3.5. The anticipated impact on the Company's financial statements disclosure.

***Disclosure and
Regulatory
Reporting***

8.4. The CFO shall ensure that all relevant MRPTs are identified and submitted to the RPT Committee for review and approval in accordance with this Policy.

9. The Company shall ensure the full and timely disclosure of MRPTs to the relevant government agencies as required by the applicable laws, rules and regulations.

9.1. Summary of MRPT entered into during the reporting year which shall be disclosed in the Company's Integrated Annual Corporate Governance Report (I-ACGR) to be submitted annually every May 30 or the date mandated by the SEC;

9.2. Advisement Report of any MRPT filed within three (3) calendar days from the execution date of the transaction. The Advisement Report shall be signed by the Company's Corporate Secretary or authorized representative.

9.3. The disclosures in items 9.1 and 9.2 above shall contain the following minimum information requirement set forth in SEC Memorandum Circular No. 10 (Series of 2019) or any amendments thereof:

- Complete name of the Related Party;
- Relationship of the Parties;
- Execution date of the MRPT;
- Financial or non-financial interest of the Related Parties;
- Type and nature of transactions as well as a description of assets involved;
- Total assets;
- Amount or contract price;
- Percentage of the contract price to the total assets of the Company;
- Carrying amount of collateral, if any;
- Terms and Conditions;
- Rationale for entering into the transaction; and
- The approval obtained (i.e. names of directors present, name of directors who approved the MRPT and the corresponding voting percentage obtained).

9.4. A copy of the disclosures in items 9.1 and 9.2 above shall be submitted and disclosed to the Philippine Stock Exchange (PSE) in accordance with its rules and shall be posted in the Company Website.

9.5. The Company shall keep a Related Party Registry which shall be used as reference in the preparation of its I-ACGR or as requested by the Board or the RPT Committee. The Management or the Board may review on a quarterly basis the Registry and update the same when necessary to capture organizational or structural changes in the Company and its related parties.

10. Company Internal Audit shall perform periodic review and assessment of the overarching policies and the sound implementation of the system and internal controls governing MRPT to determine effectiveness and compliance with the board-approved policies and procedures. The result of the periodic review, including exceptions or breaches in limits, shall be reported directly to the RPT Committee.

11. The Compliance Officer shall ensure that the Company complies with relevant rules and regulations and is informed of regulatory developments in areas affecting related parties and ensure that the RPT policy is kept updated and properly implemented throughout the Company.
12. The RPT Committee or the Board of Directors shall review and assess the adequacy of this policy at least annually and recommend for approval by the Board any changes it considers are needed.
13. Changes to this policy and the related procedures shall be approved by the majority of the Board of Directors and by the majority of the stockholders constituting a quorum.
14. The overarching policy and the system shall be made available to the SEC for review.


**EFFECTIVITY
CLAUSE**

This policy shall be implemented effective on _____ and shall continue to be in full force unless superseded by new policies and guidelines.

-oOo-

SIGNED:


FREDERICK D. GO
Chairman


MATIAS G. RAYMUNDO, JR.
Compliance Officer

RL COMMERCIAL REIT, INC.
(FORMERLY: ROBINSONS REALTY AND MANAGEMENT CORPORATION)

SECRETARY'S CERTIFICATE

I, ATTY. JUAN ANTONIO M. EVANGELISTA, of legal age, Filipino, with office address at the 12/F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Brgy. San Antonio, Pasig City, Metro Manila, being the duly elected Corporate Secretary of **RL COMMERCIAL REIT, INC. (FORMERLY: ROBINSONS REALTY AND MANAGEMENT CORPORATION)** (the "Corporation"), with office address at 25F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Brgy. San Antonio, Pasig City after having been duly sworn in accordance with law, hereby depose and state that the following resolutions were duly adopted by the Board of Directors of the Corporation on February 17, 2022:

"WHEREAS, in compliance with the corporate governance mandate pertaining to the submission of the Board Committee Charters, Revised Corporate Governance Manual and Corporate Governance Policies, there is a need to approve and adopt such manual, charters and policies;

RESOLVED, that the Board of Directors of RL Commercial REIT, Inc. (the "Board" and the "Corporation," respectively) approves and adopts the Revised Corporate Governance Manual, attached herein as Annex "A";

RESOLVED FURTHER, that the Board of the Corporation approves the following Board Committee Charters, attached herein as Annexes "B," "C" and "D":

- a. Audit Committee Charter
- b. Board Risk Oversight Committee Charter
- c. Corporate Governance Committee Charter
- d. Related Party Transactions Committee Charter

RESOLVED FINALLY, that the Board of the Corporation approves the following policies in support of the Integrated Annual Corporate Governance Report of the Corporation as set forth below and attached herein as Annex "E":

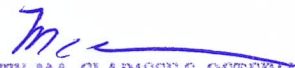
- a. Material Related Party Transactions Policy
- b. Whistleblowing Policy
- c. Board Nomination and Election Policy
- d. Policy on Insider Training
- e. Succession Planning and Remuneration Policy
- f. Board Diversity Policy."


ATTY. JUAN ANTONIO M. EVANGELISTA
Corporate Secretary

FEB 21 2022

SUBSCRIBED AND SWORN to before me this _____ at
City of Pasig, affiant exhibiting to me his Driver's License with No. K03-89-011595.

Doc No. 483 ;
Page No. 98 ;
Book No. 9 ;
Series of 2022.


ATTY. MA. CLARISSA S. OSTERIA
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 229; Extended until June 30, 2022
by virtue of Bar Matter No. 3795 dated Sept. 28, 2021
12F Cyberscape Alpha, Sapphire &
Garnet Rds. Ortigas Center, Pasig City
Roll of Attorneys No. 69885; June 1, 2017
PTR No. 8207772; January 24, 2022; Pasig City
IBR No. 171121; December 21, 2021; Makati Chapter
MCLE Compliance No. VI - 0015914; April 14, 2022