

CERTIFICATION

I, **KERWIN MAX S. TAN**, Treasurer of RL Commercial REIT, Inc., (the "Corporation") with SEC registration number 151309 and with principal office address at 25F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Brgy. San Antonio, Ortigas Center, Pasig City, hereby state under oath that:

1. On behalf of the Corporation, I have caused this SEC Form 17-C to be prepared;
2. I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
3. The Corporation will comply with the requirements set forth in SEC Notice dated June 24, 2020 for the complete and official submission of reports and/or documents through electronic mail; and
4. I am fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.


IN WITNESS WHEREOF, I have hereunto set my hand this AUG 17 2022 at City of Pasig.


KERWIN MAX S. TAN
Treasurer

AUG 17 2022 City of Pasig

SUBSCRIBED AND SWORN to before me this ___ day of ___, 2022 at ___ affiant exhibiting to me his Driver's License with no. N01-88-084971.

Doc No. 177 ;
Page No. 37 ;
Book No. 11 ;
Series of 2022.


ATTY. IRIS FATIMA V. CERO
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 137; until Dec. 31, 2023
12F Cyberscape Alpha, Sapphire &
Garnet Roads, Ortigas Center, Pasig City
Roll of Attorneys No. 65837; June 21, 2016
PTR No. 8207774; January 24, 2022; Pasig City
IBP No. 171119; December 21, 2021; RSM Chapter
MCLE Compliance No. VII-0014637; April 14, 2025

COVER SHEET

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SEC Registration Number

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M	a	n	a	g	e	m	e	n	t		C	o	r	p	o	r	a	t	i	o	n										

(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	,		
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P	a	s	i	g		C	i	t	y																							

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

Kerwin Max S. Tan Treasurer
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(Contact Person)

8397 1888

(Company Telephone Number)

1	2	3	1
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Month Day
(Fiscal Year)

1	7	-	C
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(Form Type)

First Wednesday of May

Month Day
(Annual Meeting)

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)

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

_____ LCU

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Document ID

_____ Cashier

STAMPS

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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. **August 17, 2022**
(Date of Report)
2. SEC Identification No. **151309** 3. BIR TIN: **004-707-597-000**
4. **RL COMMERCIAL REIT, INC. (Formerly: Robinsons Realty and Management Corporation)**
(Exact name of issuer as specified in its charter)
5. **Metro Manila, Philippines** 6. (SEC Use Only)
(Province, country or other jurisdiction of Industry Classification Code:
incorporation)
7. **25F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Brgy. San Antonio, Ortigas Center, Pasig City** **1605**
(Address of principal office) (Postal Code)
8. **(02) 8397-1888**
(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 Stock	9,948,997,197

RL Commercial REIT, Inc.

11. Item 9. Other Matters

Subject of the Disclosure

RL Commercial REIT, Inc. (“RCR”) expands its portfolio thru the infusion of Php5,888 million Robinsons Cyberscape Gamma from Robinsons Land Corporation (“RLC”) via Property-for-Share Swap.

Background/Description of the Disclosure

On 20 Apr 2022, the second Property-for-Share Swap transaction of RCR with its Sponsor, RLC, has been consummated through the execution of a Deed of Assignment for the infusion of Robinsons Cyberscape Gamma (the “Property”) subject to the approval of the Securities and Exchange Commission (“SEC”). The Property is a Grade-A asset valued at Php5,888 million which will be in exchange for 777,807,133 primary common shares of RCR (the “Shares”). Valuation reports were prepared by Santos Knight Frank, Inc. (“SKF”) and FTI Consulting Philippines, Inc. (“FTI”). The valuation has been supported by a third-party fairness opinion issued by FTI.

This transaction has been approved by the Board of Directors of RL Fund Management, Inc. and RCR, as well as the Related Party Transactions Committee, and is subject to the approval of pertinent regulatory bodies, such as The Philippine Stock Exchange, Inc. (“PSE”) and the SEC.

Material Update or Status of the Transaction

Today, August 17, 2022, RCR received the Certificate of Approval of Valuation dated August 15, 2022 from the SEC for the Property-for-Share Swap certifying that the valuation of the Property in the amount of Php5,888 million be applied as payment for the additional issuance of 777,807,133 common shares of RCR.

With the approval, RCR will have a total of 10,726,804,330 common shares issued and outstanding. The public ownership of RCR will be 33.86% of the enlarged total shares. This is still higher than the Minimum Public Ownership (MPO) of 33.33% as mandated by the REIT Implementing Rules and Regulations.

SIGNATURE

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.

RL Commercial REIT, Inc.
(Registrant)

A handwritten signature in black ink, appearing to read "Kerwin Max S. Tan".

Kerwin Max S. Tan
Treasurer
(Signature and Title)

August 17, 2022
(Date)