



# RCREIT

A ROBINSONS LAND COMPANY

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

26 May 2023

## SECURITIES AND EXCHANGE COMMISSION

G/F Secretariat Building  
PICC Complex, Roxas Boulevard, Pasay City

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

## THE PHILIPPINE STOCK EXCHANGE, INC.

6/F PSE Tower  
5<sup>th</sup> Avenue corner 28<sup>th</sup> Street  
Bonifacio Global City, Taguig City

Attention: **Ms. France Alexandra D. Tom Wong**  
**Officer-in-Charge, Disclosure Department**

In compliance with the SEC Memorandum Circular No. 15, Series of 2017 on the submission of the Integrated Annual Corporate Governance Report (I-ACGR), we submit to the Commission the fully accomplished I-ACGR of RL Commercial REIT, Inc. (RCR) covering the year 2022.



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



## SEC FORM – I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

- |    |                                                                                          |                                        |
|----|------------------------------------------------------------------------------------------|----------------------------------------|
| 1. | For the calendar year ended                                                              | 2022                                   |
| 2. | SEC Identification Number SEC Registration No.                                           | 151309                                 |
| 3. | BIR Tax Identification No. TIN No.                                                       | 004-707-597-000                        |
| 4. | Exact name of issuer as specified in its charter                                         | RL COMMERCIAL REIT, INC.               |
| 5. | Pasig City, Philippines                                                                  | 6. <input type="text"/> (SEC Use Only) |
|    | Province, Country or other jurisdiction of incorporation or organization                 | Industry Classification Code:          |
|    | 25F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Brgy. San Antonio, Pasig City | 1600                                   |
| 7. | Address of principal office                                                              | Postal Code                            |
|    | Not applicable                                                                           |                                        |
| 8. | Issuer's telephone number, including area code                                           |                                        |
|    | Robinsons Realty and Management Corporation                                              |                                        |
| 9. | Former name,                                                                             |                                        |
|    | Level 2 Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City               |                                        |
|    | former address                                                                           |                                        |
|    | Not applicable                                                                           |                                        |
|    | former fiscal year, if changed since last report.                                        |                                        |



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT  
AS OF DECEMBER 31, 2022**

## INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
<b>Principle 1:</b> The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors of the Directors are disclosed in the following:  <b>PSE Edge</b> <b>Definitive Information Statement</b> Profiles of the Nominees for Election to the Board of Directors for the Year 2022, page 8-10 Part III Control and Compensation Information Item 14 Directors and Executive Officers of the Registrant; pages 84-87 <a href="https://www.rlcommercialreit.com.ph/Definitive%20Information%20Statement%20for%202022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a>  <b>Annual Report SEC Form 17A</b> Part III Control and Compensation Information Item 14 Directors and Executive Officers of the Registrant; Pages 52-55 <a href="https://www.rlcommercialreit.com.ph/Annual%20Report">https://www.rlcommercialreit.com.ph/Annual Report</a>	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and	Compliant	2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
respond to the needs of the organization		<p>its performance are provided in the Company's Revised Corporate Governance Manual.</p> <p><b>Revised Corporate Governance Manual</b></p> <p>Article III Governance Structure</p> <p>2. Qualifications for or Disqualification from Directorship; page 10</p> <p><b>2.1. Qualifications of a Director</b></p> <p>In addition to the applicable provisions of the Revised Corporation Code, Securities Regulation Code, and other relevant laws the Articles of Incorporation and By-Laws of the Corporation, the following general guidelines shall be observed in the initial evaluation of Director-nominees to the Board:</p> <p>2.1.1. He should own at least one (1) share of stock of the Corporation;</p> <p>2.1.2. He must have a practical understanding of the business of the Corporation;</p> <p>2.1.3. He shall have been proven to possess integrity and probity.</p> <p>The Corporate Governance Committee, as defined under Article III-B (3), may consider and recommend to the Board other qualifications which are now or may hereafter be provided in the relevant existing laws or any amendments thereto or new law applicable to the Corporation.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
Recommendation 1.2			

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																																																												
1. Board is composed of a majority of nonexecutive directors.	Compliant	<p>The directors and the type of their directorships are disclosed in the following:</p> <p><b>Definitive Information Statement</b> Part III Control and Compensation Information Item 14 Directors and Executive Officers of the Registrant; pages 84-87 <a href="https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p> <p>There were 7 elected Board of Directors during the 2022 Annual Stockholders’ Meeting. As of year ended 2022, there were 7 incumbent Board of Directors, 5 of these directors are Non-Executive, of which three (3) are independent directors.</p> <table><tr><th>No.</th><th colspan="2">RCR</th><th colspan="3">Type of Directorship</th></tr><tr><th></th><th>Name</th><th>Position</th><th>ED</th><th>NED</th><th>ID</th></tr><tr><td>1</td><td>Frederick D. Go</td><td>Director and Chairman</td><td></td><td>✓</td><td></td></tr><tr><td>2</td><td>Jericho P. Go</td><td>Director, President and CEO</td><td>✓</td><td></td><td></td></tr><tr><td>3</td><td>Lance Y. Gokongwei</td><td>Director</td><td></td><td>✓</td><td></td></tr><tr><td>4</td><td>Kerwin Max S. Tan</td><td>Director and Treasurer</td><td>✓</td><td></td><td></td></tr><tr><td>5</td><td>Artemio V. Panganiban</td><td>Independent Director</td><td></td><td></td><td>✓</td></tr><tr><td>6</td><td>Wilfredo A. Paras</td><td>Independent Director</td><td></td><td></td><td>✓</td></tr><tr><td>7</td><td>Cesar Luis F. Bate</td><td>Independent Director</td><td></td><td></td><td>✓</td></tr><tr><td colspan="3">Total</td><td>2</td><td>2</td><td>3</td></tr></table> <p><b>Company Website</b> <a href="https://www.rlcommercialreit.com.ph/our-team">https://www.rlcommercialreit.com.ph/our-team</a></p> <p><b>Annual Report</b>, pages 52-55 <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	No.	RCR		Type of Directorship				Name	Position	ED	NED	ID	1	Frederick D. Go	Director and Chairman		✓		2	Jericho P. Go	Director, President and CEO	✓			3	Lance Y. Gokongwei	Director		✓		4	Kerwin Max S. Tan	Director and Treasurer	✓			5	Artemio V. Panganiban	Independent Director			✓	6	Wilfredo A. Paras	Independent Director			✓	7	Cesar Luis F. Bate	Independent Director			✓	Total			2	2	3	
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# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>The company's Board Charter and Manual on Corporate Governance relating to its policy on training of director are found in:</p> <p><b>Revised Corporate Governance Manual</b> Article IX Communication, Education and Training; page 38</p> <p><b>B. EDUCATION AND TRAINING</b></p> <p>Every Director shall receive appropriate orientation when he is first appointed to the Board of Directors, in order to ensure that incoming Directors are appropriately apprised of their duties and responsibilities before beginning their Directorships. The orientation program shall include SEC-mandated topics on Corporation Governance and an introduction to the Company's business, Articles of Incorporation, and Code of Business Conduct and Ethics.</p> <p>Likewise, Management Officers shall receive appropriate orientation on his duties as a management executive and how to discharge these duties when he is first appointed to the Corporation. This will ensure that incoming Senior Management Officers are familiar with the Corporation's business and governance processes.</p> <p>Each Director and key Officer shall be required to attend a training program on Corporate Governance and relevant topics every year. The training program shall ensure that Directors and key Officers are continuously informed of the developments in the business and regulatory environments, including emerging risks relevant to the Company as well as Corporate Governance matters including audit, internal controls, risk management, sustainability and strategy.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
2. Company has an orientation program for first time directors.	Compliant	<p>The orientation program of directors is found in:</p> <p><b>Revised Corporate Governance Manual</b> Article IX Communication, Education and Training; pages 38</p>	
3. Company has relevant annual continuing training for all directors.	Compliant	<p><b>B. EDUCATION AND TRAINING</b></p> <p>Every Director shall receive appropriate orientation when he is first appointed to the Board of Directors, in order to ensure that incoming Directors are appropriately apprised of their duties and responsibilities before beginning their Directorships. The orientation program shall include SEC-mandated topics on Corporation Governance and an introduction to the Company's business, Articles of Incorporation, and Code of Business Conduct and Ethics.</p> <p>Likewise, Management Officers shall receive appropriate orientation on his duties as a management executive and how to discharge these duties when he is first appointed to the Corporation. This will ensure that incoming Senior Management Officers are familiar with the Corporation's business and governance processes.</p> <p>Each Director and key Officer shall be required to attend a training program on Corporate Governance and relevant topics every year. The training program shall ensure that Directors and key Officers are continuously informed of the developments in the business and regulatory environments, including emerging risks relevant to the Company as well as Corporate Governance matters including audit, internal controls, risk management, sustainability and strategy.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>In-house Corporate Governance Training for directors and executives were held via webinar on June 16, 2022 dubbed as “UNBOX EXTRA: The Gokongwei Group Innovation Festival” with a rebroadcast held on October 17, 2022.</p> <p>Other Directors<sup>[1]</sup> of the Corporation, as may be applicable, had separately attended at least four (4) hours of Corporate Governance trainings and seminars provided by other companies in which they hold office as directors, and/or provided by the SEC and the Philippine Stock Exchange.</p> <p>Refer to <b>ANNEX 1</b> for the <b>Director’s Corporate Governance Training Attendance Certificate</b> and <b>ANNEX 2</b> for the <b>SEC Corporate Governance Training Accreditation Memo</b></p>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Compliant	<p>Information on the company’s board diversity policy is disclosed in:</p> <p><b>Revised Corporate Governance Manual</b></p> <p>Article III Governance Structure;</p> <p>A.3 Responsibility, Duties and Functions of the Board; 3.2.4. page 12</p> <p>3.2.4. Adopt policies on board nomination and election that will ensure diversity in board composition in terms of knowledge, expertise and experience;</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																																																												
		<p><b>Company Website</b></p> <p>Board Diversity Policy</p> <p>The Company recognizes the benefits of having a diverse Board and its value in maintaining sound corporate governance while achieving strategic objectives and sustainable growth. The Policy establishes the approach to realize diversity of Board membership on an on-going basis.</p> <p><a href="https://www.rlcommercialreit.com.ph/Board Diversity Policy">https://www.rlcommercialreit.com.ph/Board Diversity Policy</a></p> <p>The Board is diverse in terms of expertise and professional experience. There were 7 elected Board of Directors during the 2022 Annual Stockholders’ Meeting. As of year ended 2022, there were 7 incumbent Board of Directors, 5 of these directors are Non-Executive, of which three (3) are independent directors.</p> <table><tr><th>No.</th><th colspan="2">RCR</th><th colspan="3">Type of Directorship</th></tr><tr><th></th><th>Name</th><th>Position</th><th>ED</th><th>NED</th><th>ID</th></tr><tr><td>1</td><td>Frederick D. Go</td><td>Director and Chairman</td><td></td><td>✓</td><td></td></tr><tr><td>2</td><td>Jericho P. Go</td><td>Director, President and CEO</td><td>✓</td><td></td><td></td></tr><tr><td>3</td><td>Lance Y. Gokongwei</td><td>Director</td><td></td><td>✓</td><td></td></tr><tr><td>4</td><td>Kerwin Max S. Tan</td><td>Director and Treasurer</td><td>✓</td><td></td><td></td></tr><tr><td>5</td><td>Artemio V. Panganiban</td><td>Independent Director</td><td></td><td></td><td>✓</td></tr><tr><td>6</td><td>Wilfredo A. Paras</td><td>Independent Director</td><td></td><td></td><td>✓</td></tr><tr><td>7</td><td>Cesar Luis F. Bate</td><td>Independent Director</td><td></td><td></td><td>✓</td></tr><tr><td colspan="3">Total</td><td>2</td><td>2</td><td>3</td></tr></table>	No.	RCR		Type of Directorship				Name	Position	ED	NED	ID	1	Frederick D. Go	Director and Chairman		✓		2	Jericho P. Go	Director, President and CEO	✓			3	Lance Y. Gokongwei	Director		✓		4	Kerwin Max S. Tan	Director and Treasurer	✓			5	Artemio V. Panganiban	Independent Director			✓	6	Wilfredo A. Paras	Independent Director			✓	7	Cesar Luis F. Bate	Independent Director			✓	Total			2	2	3	
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# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Optional: Recommendation 1.4</b>			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>Provide link or reference to a progress report in achieving its objectives.</p> <p><b>Company Website</b>  <b>Board Diversity Policy</b>  The Company recognizes the benefits of having a diverse Board and its value in maintaining sound corporate governance while achieving strategic objectives and sustainable growth.</p> <p>The Board Diversity Policy ("the Policy") establishes the approach to realize diversity of Board membership on an on-going basis.</p> <p><a href="https://www.rlcommercialreit.com.ph/Board Diversity Policy">https://www.rlcommercialreit.com.ph/Board Diversity Policy</a></p>	
<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary.	Compliant	Information on the Corporate Secretary, including his/her name, qualifications, duties and functions directorships are disclosed in the following:	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	<p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  E. The Corporate Secretary; page 26</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p><b>1. Qualifications of the Corporate Secretary</b></p> <p>The Corporate Secretary must be a Filipino citizen, a resident of the Philippines, is an officer of the Corporation with exemplary performance. The Corporate Secretary should:</p> <ul style="list-style-type: none"> <li>1.1. Possess appropriate administrative and interpersonal skills;</li> <li>1.2. Have a working knowledge of the operations of the Corporation;</li> <li>1.3. Be aware of the laws, rules, and regulations necessary in the performance of his duties and responsibilities; and</li> <li>1.4. Be a separate individual from the Compliance Officer and should not be a member of the Board of Directors.</li> </ul> <p><a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Annual Report SEC Form 17A</b></p> <p>Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant; page 55 <a href="https://www.rlcommercialreit.com.ph/Annual%20Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p> <p>Atty. Juan Antonio M. Evangelista, 51 is the Corporate Secretary of RCR. He is also the Corporate Secretary of Robinsons Land Corporation. He also handles various corporate secretarial functions of a number of companies within the group. He obtained his Bachelor of Laws degree from Xavier University -Ateneo de Cagayan in 1998. He was admitted to the Philippine Bar in 1998.</p> <p><b>Definitive Information Statement</b></p> <p>Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant; page 87 <a href="https://www.rlcommercialreit.com.ph/Definitive%20Information%20Statement%20for%202022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<b>Company Website</b> <a href="https://www.rlcommercialreit.com.ph/our-team">https://www.rlcommercialreit.com.ph/our-team</a>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>The Corporate Secretary attended in which:</p> <p>In-house Corporate Governance Training for directors and executives were held via webinar on June 16, 2022 dubbed as “UNBOX EXTRA: The Gokongwei Group Innovation Festival” with a rebroadcast held on October 17, 2022.</p> <p>Refer to <b>ANNEX 1</b> for the <b>Corporate Secretary’s Corporate Governance Training Attendance Certificate</b></p>	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.		The Corporate Secretary distributed the board meeting materials at least five business days before scheduled meeting:	
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	Compliant	<p>Information on the Company’s Compliance Officer, including his/her name, position, qualifications, duties and functions are disclosed in the following:</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  H. Compliance Officer; page 31  <b>1. Appointment of the Compliance Officer</b></p>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate	Compliant		

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
stature and authority in the corporation.		The Board shall ensure that it is assisted in its duties by a Compliance Officer. The Board may consider appointing a Compliance Officer with a rank of Senior Vice President or an equivalent position with adequate stature and authority in the Corporation. The Compliance Officer should not be a member of the Board of Directors and shall have direct reporting responsibilities to the Chairman of the Board. The Compliance Officer shall annually attend a training on Corporate Governance. <a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>	
3. Compliance Officer is not a member of the board.	Compliant	<p><b>Definitive Information Statement</b></p> <p>Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant; page 86 <a href="https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p> <p>Matias G. Raymundo Jr., 37, is the Chief Financial Officer and Compliance Officer of the Company. Presently, Mr. Raymundo is also the Financial Planning and Analysis Director of Robinsons Land Corporation. He was part of the Robinsons Hotels and Resorts Group of Robinsons Land Corporation as Manager-Revenue Management from 2010-2016, Manager-Revenue and Risk Management from 2017 to 2018, and Officer-in Charge for Corporate Affairs from 2018 to 2019. He obtained his Bachelor of Science in Commerce, major in Management Accounting from the Central Philippine University in 2005.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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		<b>Annual Report SEC Form 17A</b> Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant; page 52 <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	The Compliance Officer attended the following corporate governance trainings/seminars in which:  In-house Corporate Governance Training for directors and executives were held via webinar on June 16, 2022 dubbed as “UNBOX EXTRA: The Gokongwei Group Innovation Festival” with a rebroadcast held on October 17, 2022.  Refer to <b>ANNEX 1</b> for the <b>Compliance Officer’s Corporate Governance Training Attendance Certificate</b>	
<b>Principle 2:</b> The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company’s articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
<b>Recommendation 2.1</b>			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	The following contains the information on how the directors performed their duties:  <b>Revised Corporate Governance Manual</b> Article III Governance Structure A.4. Specific Duties and Responsibilities of a Director, 4.3; page 13 <b>4. Specific Duties and Responsibilities of a Director</b>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
		<p>A Director shall endeavor to act in the best interest of the Corporation, its shareholders and stakeholders in a manner characterized by fairness, accountability, and transparency.</p> <p>A Director shall observe the following norms of conduct:</p> <p>4.1. Conduct fair and impartial business transactions with the Corporation, and ensure that his personal interest does not conflict with the interests of the Corporation;</p> <p>4.2. Devote the time and attention necessary to properly and effectively perform his duties and responsibilities;</p> <p>4.3. Act judiciously. Before deciding on any matter brought before the Board, a Director should carefully evaluate the issues and, if necessary, make inquiries and request clarification;</p> <p>4.4. Exercise independent judgment. A Director should view each problem or situation objectively;</p> <p>4.5. Have a working knowledge of the statutory and regulatory requirements that affect the Corporation, including its Articles of Incorporation and By-Laws, the rules and regulations of the SEC and, where applicable, the requirements of relevant regulatory agencies;</p> <p>4.6. Observe confidentiality. A Director should keep secure and confidential all nonpublic information he may acquire or learn by reason of his position as Director;</p> <p>4.7. Have a working knowledge of the Corporation's control systems. A Director shall ensure the continuing soundness, effectiveness and adequacy of the Corporation's control environment; and</p> <p>4.8. Disclose to the Philippine Stock Exchange (PSE) and the SEC the trading of the Corporation's shares by Directors, Officers (or persons performing similar functions) and controlling Shareholders. This shall also include the disclosure of the</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Corporation's purchase of its shares from the market (e.g. share buy-back program).</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Definitive Information Statement</b>  Item 5. Directors and Executive Officers  (b) Board Nomination and Election Policy, page 18</p> <p>The Corporate Governance Committee shall oversee the process for the nomination and election of the Board of Directors.</p> <p>The Corporate Governance Committee shall pre-screen and shortlist all candidates nominated to become members of the Board of Directors in accordance with the list of qualifications and disqualifications as defined in the Corporation's Revised Corporate Governance Manual with due consideration of the requirements of the Revised Corporation Code, the Securities Regulation Code ("SRC"), the Revised Code of Corporate Governance and relevant SEC Circulars such as the SEC Memorandum Circular No. 16, Series of 2002, the SEC Memorandum Circular No. 19, Series of 2016, as may be amended, relating to the Board of Directors.</p> <p>Part III Control and Compensation Information  Item 14 Directors and Executive Officers of the Registrant;  pages 88-91  <a href="https://www.rlcommercialreit.com.ph/Definitive%20Information%20Statement%20for%202022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p> <p><b>Minutes of Annual Stockholders' Meeting</b>  <a href="https://www.edge.pse.com.ph/Minutes%20of%20Annual%20Stockholders%20Meeting">https://www.edge.pse.com.ph/Minutes of Annual Stockholders Meeting</a></p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The following contains the information on how the directors performed this function:  <b>Revised Corporate Governance Manual</b> Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.2; page 12 3.2.2 Oversee the development of and approve the Company's business objectives and strategy, and monitor their implementation, in order to sustain the Company's long-term viability and strength. The Board shall review and guide corporate strategy, major plans of action, risk management policies and procedures, annual budgets and business plans; set performance objectives; monitor implementation and corporate performance; and oversee major capital expenditures, acquisitions and divestitures <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	Business objective and strategy are reviewed and approved annually.  <b>Minutes of Annual Stockholders' Meeting</b> <a href="https://www.edge.pse.com.ph/Minutes of Annual Stockholders Meeting">https://www.edge.pse.com.ph/Minutes of Annual Stockholders Meeting</a>	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	The company's vision, mission and core values can be found in:  <b>Company Website</b> <a href="https://www.rlcommercialreit.com.ph/mission-vision-and-core-values">https://www.rlcommercialreit.com.ph/mission-vision-and-core-values</a>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>VISION</b> To be the top of mind real estate investment trust in the Philippines with premium and top-notch office assets providing solid returns to investors and enriching lives of our stakeholders.</p> <p><b>MISSION</b> To create value for shareholders by providing high quality real estate spaces that enable our stakeholders to prosper in a sustainable way.</p> <p><b>CORE VALUES</b></p> <ul style="list-style-type: none"> <li>• We aim to promote sustainability in our projects</li> <li>• We aim to uphold our relationship with our investors</li> <li>• We commit to consistently deliver quality products and services</li> <li>• We are leaders in the real estate industry.</li> </ul> <p>The Company's vision, mission and core values are reviewed annually.</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.8; page 13 3.2.8. Annually review, together with Management, the Company's vision and mission <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the	Compliant	<p>The following contains information on the strategy execution process:</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.2; page 12 3.2.2. Oversee the development of and approve the Company's business objectives and strategy, and monitor their</p>	

## INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
company's business environment, and culture.		<p>implementation, in order to sustain the Company's long-term viability and strength. The Board shall review and guide corporate strategy, major plans of action, risk management policies and procedures, annual budgets and business plans; set performance objectives; monitor implementation and corporate performance; and oversee major capital expenditures, acquisitions and divestitures;</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Annual Report SEC Form 17A</b>  <b>Part 1, Business and General Information; pages 7-37</b>  <a href="https://www.rlcommercialreit.com.ph/Annual_Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	
<b>Recommendation 2.3</b>			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>The following contains the information on the Chairperson, including his/her name and qualifications:</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  C. Chairman; page 24-25  <a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Definitive Information Statement</b>  Profiles of the Nominees for Election to the Board of Directors for the Year 2022, page 8  Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant; page 84-85  <a href="https://www.rlcommercialreit.com.ph/Definitive_Information_Statement_for_2022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Frederick D. Go is the Chairman of RCR. He concurrently serves as the President and Chief Executive Officer of Robinsons Land Corporation and Altus Property Ventures, Inc. and the President of Universal Hotels and Resorts, Inc. He is also the Chairman of Luzon International Premier Airport Development Corporation. He is a Trustee and the President of Robinsons Land Foundation, Inc. and Universal Cultural Foundation, Inc. He is the Group General Manager of Shanghai Ding Feng Real Estate Development Company Limited, Xiamen Pacific Estate Investment Company Limited, Chengdu Ding Feng Real Estate Development Company Limited, Taicang Ding Feng Real Estate Development Company Limited, Taicang Ding Sheng Real Estate Development Company Limited, Chongqing Robinsons Land Real Estate Company Limited, and Chongqing Ding Hong Real Estate Development Company Limited. He is the Vice Chairman of the Board of Directors of Robinsons Bank Corporation and also serves as the Vice Chairman of the Executive Committee of the said bank. He is a Director of Cebu Air, Inc., Manila Electric Company, JG Summit Olefins Corporation, and Cebu Light Industrial Park. He also serves as the Vice Chairman of the Philippine Retailers Association. He received a Bachelor of Science degree in Management Engineering from the Ateneo de Manila University.</p>	
<b>Recommendation 2.4</b>			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>The company's succession planning policies and programs and its implementation are disclosed in:</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.3; page 12 3.2.3. Oversee the adoption of an effective succession planning program and remuneration policies;</p>	
2. Board adopts a policy on the retirement for	Compliant		

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
directors and key officers.		<p>A.5. Internal Controls and Responsibilities of the Board, 5.1.5; page 14  5.1.5. Review of the Corporation's human resource policies, conflict of interest situations, compensation program for employees and management succession plan.</p> <p>B.3. Corporate Governance Committee, 3.3. Functions, 3.3.4; page 19  3.3.4. Recommend continuing education/training programs for Directors, assignment of tasks/projects to Board Committees, succession planning for the Board members and senior Officers, and levels of remuneration for corporate and individual performance;  <a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Company Website</b>  Succession Planning and Remuneration Policy  The Company shall ensure the Company's effective performance and sustained growth through leadership continuity for the benefit of all its stakeholders.</p> <p>The objectives of the Succession Planning Programme are:</p> <ol style="list-style-type: none"> <li>1. To identify and nominate suitable candidates for the Board's approval to fill the vacancies that arise from time to time.</li> <li>2. To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned developments and learning initiatives.</li> <li>3. To identify the key job incumbents in Senior Managerial positions and recommend whether the concerned individual may be granted an extension of term/service, or be replaced with an identified</li> </ol>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>internal or external candidate or there is a need to recruit suitable candidate/s;</p> <p>4. To ensure the systematic and long-term development of individuals in the senior management level as ready replacement when the need arises due to deaths, disabilities, retirements and other unexpected occurrence.</p> <p><a href="https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy">https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy</a></p>	
<b>Recommendation 2.5</b>			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>The following contains information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.</p> <p><b>Revised Corporate Governance Manual</b></p> <p>Article III Governance Structure</p> <p>B.3. Corporation Governance Committee; page 19</p> <p>The Corporate Governance Committee shall have the following functions:</p> <p>3.3.6. Establish a formal procedure to develop a policy for determining the remuneration of Directors and Officers that is consistent with the Corporation's culture and strategy as well as the business environment in which it operates, including disallowing any Director to decide his remuneration;</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		



# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>Company Website</b></p> <p>Succession Planning and Remuneration Policy, page 3</p> <p>12. The Corporate Governance Committee shall recommend and the Board of Directors shall approve the remuneration of Executive and Non-Executive Directors.</p> <p>12.1. Fixed remuneration for Non-Executive directors (including Independent Directors) shall reflect the time commitment and responsibilities of the role.</p> <p>12.2. The remuneration of Executive Directors may be a combination of fixed monthly salary in terms of their appointment as approved by the Board and variable pay based on the Company's and individual performance. The Corporate Governance Committee shall determine and decide the performance parameters and/or measurable standards applicable to the Executive Directors that will serve as the basis for the variable pay.</p> <p>12.3. The Corporate Governance Committee may consider aligning Key Executives and Board remuneration with the longer-term interests of the company and its shareholders.</p> <p>13. The compensation structure for Key Management Personnel and Senior Management Team members may consist of fixed salary component and variable performance-based compensation. The compensation structure shall be devised to help the Company attract and retain top talents to efficiently run the Company with a long-term perspective.</p> <p><a href="https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy">https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.		Provide proof of board approval	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.		Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant	The following contains information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders; proof that minority shareholders have a right to nominate candidates to the board; information that there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	
2. Board nomination and election policy is disclosed in the company's Manual on	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Corporate Governance.		<b>Revised Corporate Governance Manual</b> Article III Governance Structure, A. 3.2. Duties and Functions of the Board, 3.2.4; page 12 3.2.4. Adopt policies on board nomination and election that will ensure diversity in board composition in terms of knowledge, expertise and experience;  B.3. Corporate Governance Committee, 3.3.5; page 19 3.3.5. Determine the nomination and election process for the Corporation's Directors and define the general profile of the Board members that the Company may need and ensure appropriate knowledge, competencies and expertise that complement the existing skills of the Board; <a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>  <b>Notice of Annual Stockholders' Meeting</b> <a href="https://www.edge.pse.com.ph/Notice%20of%20Annual%20Stockholders%20Meeting">https://www.edge.pse.com.ph/Notice of Annual Stockholders Meeting</a>  <b>Company Website</b> Board Nomination and Election Policy The Board recognizes the importance of having a qualified and competent Board to achieve Company objectives as well as to protect the interest of all its stakeholders and shall ensure that proper nomination and election process is in place to attain this. <a href="https://www.rlcommercialreit.com.ph/Board%20Nomination%20and%20Election%20Policy">https://www.rlcommercialreit.com.ph/Board Nomination and Election Policy</a>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
<b>Optional: Recommendation to 2.6</b>			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.		Identify the professional search firm used or other external sources of candidates	
<b>Recommendation 2.7</b>			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or	Compliant	<p>The following contains the company's policy on related party transaction, including policy on review and approval of significant RPTs:</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  A.3 Responsibilities, Duties and Functions of the Board  3.2. Duties and Functions of the Board, 3.2.5; page 12  3.2.5. Oversee the implementation of a policy and system on RPTs which shall include the review and approval of material or</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
infrequently occurring transactions.		significant RPTs and ensure fairness and transparency of the transactions;	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	<p>B.5 Related Party Transaction Committee</p> <p>5.3. Functions of the Related Party Transactions Committee; pages 23-24</p> <p>The Related Party Transaction Committee shall have the following functions:</p> <p>5.3.1. Establish policy on MRPTs that promotes transparency and ensure that transactions occur under conditions that protect the rights of all stakeholders.</p> <p>5.3.2. Evaluate on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, MRPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, MRPTs and changes in relationships should be reflected in the relevant reports to the Board and regulators/supervisors;</p>	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<p>5.3.3. Evaluate all MRPTs to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirements) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate business resources of the Company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating MRPTs, the Committee takes into account, among others, the following:</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• The related party's relationship to the company and interest in the transaction;</li> <li>• The material facts of the proposed MRPT, including the proposed aggregate value of such transaction;</li> <li>• The benefits to the corporation of the proposed MRPT;</li> <li>• The availability of the other sources of comparable products or services; and</li> <li>• An assessment of whether the proposed MRPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The Company shall have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs;</li> </ul> <p>5.3.4. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating the company's MRPT exposures reviewed and approved during the year including unusual or infrequently occurring transactions, and policies on conflicts of interest or potential conflicts of interest. The disclosure shall include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of the company's affiliation or transactions with other related parties;</p> <p>5.3.5. Report to the Board of Directors on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>5.3.6. Ensure that transactions with related parties, including write-off of exposures are subject to periodic independent review or audit process; and</p> <p>5.3.7. Oversee the implementation of the system for identifying, monitoring, measuring, controlling and reporting MRPTs, including periodic review of RPT policies and procedures.</p> <p>5.3.8. If needed, appoint an independent party to evaluate the fairness of the transaction price on the acquisition and disposal of assets, particularly those passing a materiality threshold determined by the RPT Committee.</p> <p>5.3.9. For transaction involving sale of Corporation assets, review results of the appraisal, valuation methodology used as well as alternative approaches to valuation;</p> <p>5.3.10. Endorse MRPTs to the Board for approval and shareholders, as may be required under the relevant and existing laws, rules and regulations;</p> <p>5.3.11. Annually review the Committee's own performance; and</p> <p>5.3.12. Ensure that reviews of MRPTs are compliant with the rules pertaining to MRPTs set forth in the REIT Law or its successor documents.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Annual Report SEC Form 17A</b>  <b>Part III – Control and Compensation Information</b>  Item 16. Certain Relationships and Related Party Transactions  Related Party Transactions; page 56-57  Notes to Consolidated Financial Statements, Note 13, page 133-135  <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>Company Website</b></p> <p><b>Material Related Party Transaction Policy</b></p> <p>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.</p> <p>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.</p> <p>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.</p> <p><a href="https://www.rlcommercialreit.com.ph/MRPT Policy">https://www.rlcommercialreit.com.ph/MRPT Policy</a></p> <p>Identify transactions that were approved pursuant to the policy.</p> <p><b>All related party transactions for the financial year are related to the regular business operations consummated on an arms-length basis.</b></p>	
<b>Supplement to Recommendations 2.7</b>			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such	Compliant	<p><b>Provide information on a materiality threshold for RPT disclosure and approval, if any.</b></p> <p><b>Provide information on RPT categories</b></p>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
<p>transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>		<p><b>Company Website</b></p> <p><b>Material Related Party Transaction Policy</b></p> <p>Materiality Threshold refers to ten percent (10%) of the Company's total consolidated assets based on its latest audited financial statements. 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. Aggregate RPT transactions within a twelve (12) – month period that meet or breach the materiality threshold shall require the same Board approval in the item above.</p> <p><a href="https://www.rlcommercialreit.com.ph/MRPT Policy">https://www.rlcommercialreit.com.ph/MRPT Policy</a></p>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during</p>	Compliant	<p>Provide information on voting system, if any.</p> <p><b>Definitive Information Statement</b></p> <p>Item 4. Submission of Matters to a Vote of Security Holders, page 56</p> <p>There were no matters submitted to a vote of security holders during the fourth quarter of the calendar year covered by this report.</p> <p><a href="https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
shareholders' meetings.		<b>Amended By-Laws</b> Article II Meetings of Stockholders Section 7. Manner of Voting; page 3 <a href="https://www.rlcommercialreit.com.ph/Amended-By-Laws">https://www.rlcommercialreit.com.ph/Amended-By-Laws</a>	
<b>Recommendation 2.8</b>			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>The following contains the Board's policy and responsibility for approving the selection of management:</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  A.3. Responsibilities, Duties and Functions of the Board, 3.2.6; page 12  3.2.6. Oversee the adoption of policies on the selection of Management and Key Officers and the assessment of their performance;  <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Company Website</b>  Succession Planning and Remuneration Policy</p> <p>3. All appointments, re-appointments, removal and tenure of the Directors shall be governed by the provisions of the Company's Nomination and Election Policy.</p> <p>4. All hiring and appointments of Senior Managerial Personnel with the rank of AVP and up (equivalent of Job Grades 16 and up) shall be presented, deliberated and approved by the Executive Committee. The ranks (officer title) and position or functional titles of Senior Managerial Personnel shall be conferred by the Corporate Governance</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Committee. Corporate Human Resources (CHR) shall facilitate the presentation and deliberation process.</p> <p><a href="https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy">https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy</a></p> <p><b>In accordance with its By-Laws, Company formed an Executive Committee that acts based on the majority vote of its members on the normal business decision requirements of the Company.</b></p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>The following contains the Board's policy and responsibility for assessing the performance of management:</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.6; page 12 3.2.6. Oversee the adoption of policies on the selection of Management and Key Officers and the assessment of their performance;</p> <p>Article VII Corporate Governance Monitoring and Self-Assessment; pages 36-37 A. The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairman, individual members and Committees. Every three (3) years, the assessment may be supported by an external facilitator. B. The Board shall have in place a system that provides the criteria and process to determine the performance of the Board, the individual Directors, and Committees including feedback from Shareholders.</p>	

## INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>C. The Corporate Governance Committee shall oversee the evaluation process.</p> <p>D. The Corporation shall ensure that its business processes and practices are consistent with the provisions of this Manual.</p> <p>This Manual shall be subject to review as the need arises in order to take into account the Corporation's changing needs, business, technological and environmental conditions, and regulatory requirements. Any recommended changes to the Manual shall be subject to approval by the Board.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Company Website</b></p> <p><b>Succession Planning and Remuneration Policy</b></p> <p>6. The Corporate Governance Committee shall periodically review the list of senior managerial personnel due for retirement/attrition within the year with due consideration of possible new vacancies that may arise from business needs and/or up-gradation and shall assess the availability of suitable candidates. Based on the recommendation of the Chief Executive Officer, President and CHR Head, the Committee:</p> <p>6.1. Shall recommend to the Board the retention or replacement of incumbents after due evaluation using the following criteria:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> 50% Performance: Consistent Demonstration of Competencies and Impact to the Business Results that can be validated on the Advancement Planning ratings.</li> <li><input type="checkbox"/> 50% Demonstration of Leadership Attributes that can be validated through critical incidents and vouching of critical</li> </ul>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>stakeholders on consistent demonstration of the 6 Leadership attributes:</p> <ul style="list-style-type: none"> <li>▪ Competent;</li> <li>▪ Strategic</li> <li>▪ Innovative;</li> <li>▪ Passionate;</li> <li>▪ Entrepreneurial; and</li> <li>▪ Team Player</li> </ul> <p><a href="https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy">https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy</a></p> <p><b>Provide information on the assessment process and indicate frequency of assessment of performance.</b></p> <p>Senior Executive's performance is assessed annually after the end of the Financial Year.</p>	
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>The following contains the Board's performance management framework for management and personnel:</p> <p><b>Revised Corporate Governance Manual</b></p> <p>Article III Governance Structure</p> <p>A.3. Responsibilities, Duties and Functions of the Board, 3.2.6 and 3.2.7; pages 12-13</p> <p>3.2.6. Oversee the adoption of policies on the selection of Management and Key Officers and the assessment of their performance;</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>3.2.7. Oversee the establishment of an internal control system to monitor and manage potential conflicts of interest and an ERM framework to identify, monitor, assess and manage key business risks;</p> <p>Article VII Corporate Governance Monitoring and Self-Assessment; pages 36-37</p> <p>A. The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairman, individual members and Committees. Every three (3) years, the assessment may be supported by an external facilitator.</p> <p>B. The Board shall have in place a system that provides the criteria and process to determine the performance of the Board, the individual Directors, and Committees including feedback from Shareholders.</p> <p>C. The Corporate Governance Committee shall oversee the evaluation process.</p> <p>D. The Corporation shall ensure that its business processes and practices are consistent with the provisions of this Manual.</p> <p>This Manual shall be subject to review as the need arises in order to take into account the Corporation's changing needs, business, technological and environmental conditions, and regulatory requirements. Any recommended changes to the Manual shall be subject to approval by the Board.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Company Website</b> <b>Succession Planning and Remuneration Policy</b></p> <p>6. The Corporate Governance Committee shall periodically review the list of senior managerial personnel due for retirement/attrition within the</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>year with due consideration of possible new vacancies that may arise from business needs and/or up-gradation and shall assess the availability of suitable candidates. Based on the recommendation of the Chief Executive Officer, President and CHR Head, the Committee:</p> <p>6.1. Shall recommend to the Board the retention or replacement of incumbents after due evaluation using the following criteria:</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> 50% Performance: Consistent Demonstration of Competencies and Impact to the Business Results that can be validated on the Advancement Planning ratings.</li> <li><input type="checkbox"/> 50% Demonstration of Leadership Attributes that can be validated through critical incidents and vouching of critical stakeholders on consistent demonstration of the 6 Leadership attributes: <ul style="list-style-type: none"> <li>▪ Competent;</li> <li>▪ Strategic</li> <li>▪ Innovative;</li> <li>▪ Passionate;</li> <li>▪ Entrepreneurial; and</li> <li>▪ Team Player</li> </ul> </li> </ul> <p><a href="https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy">https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy</a></p> <p>Senior Executive's performance is assessed annually after the end of the Financial Year.</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		In accordance with its By-Laws, Company formed an Executive Committee that acts based on the majority vote of its members on the normal business decision requirements of the Company.	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	The following provide information on the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system:  <b>Revised Corporate Governance Manual</b> Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.7 and 3.2.14; page 13	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>3.2.7. Oversee the establishment of an internal control system to monitor and manage potential conflicts of interest and an ERM framework to identify, monitor, assess and manage key business risks;</p> <p>3.2.14.Ensure that the Corporation establishes appropriate Corporate Governance policies and procedures pursuant to this Manual and the Governance Code, including but not limited to, policies on conflict of interest, and oversee the effective implementation thereof;</p> <p>5. Internal Control Responsibilities of the Board; page 14</p> <p>5.1. The internal control mechanisms for the performance of the Board's oversight responsibility may include:</p> <p>5.1.1.Definition of the duties and responsibilities of the CEO;</p> <p>5.1.2.Selection of the person who possesses the ability, integrity and expertise essential for the position of CEO;</p>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>5.1.3.Evaluation of proposed Senior Management appointments;</p> <p>5.1.4.Evaluation of appointments of Management Officers; and</p> <p>5.1.5.Review of the Corporation's human resource policies, conflict of interest situations, compensation program for employees and management succession plan.</p> <p>B. Board Committees, 2. Audit Committee; page 16</p> <p><b>2.1. Role of the Audit Committee</b></p> <p>The role of the Audit Committee is to provide oversight over the Company's financial reporting, Internal Control System, Internal and External Audit processes, and monitor compliance with applicable laws and regulations. It shall ensure that systems and processes are put in place to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of business operations, and proper safeguarding and use of the Corporation's resources and assets.</p> <p>F. Internal Audit; pages 28-29</p> <p><b>4. Responsibilities of Internal Audit</b></p> <p>Internal Audit shall be solely responsible for the planning, implementation, and reporting of its results. For this purpose, Internal Audit shall:</p> <p>4.1. Periodically review the Internal Audit charter and present it to the Senior Management and the Audit Committee for approval;</p> <p>4.2. Establish and implement risk-based Internal Audit Plan, including policies and procedures, to determine the priorities of the Internal Audit activity, consistent with the Corporation's goals;</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
		<p>4.3. Present the Internal Audit Plan and its performance, resource requirement and impact of resource limitations, as well as significant interim changes, to Senior Management and the Audit Committee for review and approval;</p> <p>4.4. Spearhead the performance of the Internal Audit activity to ensure it adds value to the Corporation;</p> <p>4.5. Prepare a forward Strategic Audit Plan to set the direction and approach of audits in the long-term;</p> <p>4.6. Perform regular and special audit as contained in the Annual Audit Plan and/or based on the Company's risk assessment;</p> <p>4.7. Perform consulting and advisory services related to governance and control as appropriate for the Corporation;</p> <p>4.8. Perform compliance audit of relevant laws, rules and regulations, contractual obligations and other commitments, that could have a significant impact on the Corporation;</p> <p>4.9. Review, audit and assess the efficiency and effectiveness of the internal control system of all areas of the Company;</p> <p>4.10. Evaluate operations or programs to ascertain whether results are consistent with established objectives and goals, and whether the operations or programs are being carried out as planned;</p> <p>4.11. Evaluate specific operations at the request of the Board or Management, as appropriate;</p> <p>4.12. Monitor and evaluate governance processes;</p> <p>4.13. Report in a timely manner significant issues noted during the audit relating to the adequacy, efficiency, and effectiveness of policies, controls, processes, and activities of the Corporation. As directed by or under the policies of the Audit Committee, furnishes auditees and/or any other member of Management copies of the reports;</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>4.14. Recommend any improvement in policies and procedures, systems of controls, processes, and other financial and operational matters to assist Management in the effective discharge of their responsibilities, in order to minimize or prevent waste, extravagance, negative image, and fraud. Management is responsible to implement specific recommendations;</p> <p>4.15. Coordinate with External Auditors and ensure that the audit works are complementary to optimize coverage at a reasonable cost; and</p> <p>4.16. Comply with standards that are promulgated by the relevant professional and regulatory bodies.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
3. Board approves the Internal Audit Charter.	Compliant	<p>The following are the links to the company's Internal Audit Charter:</p> <p><b>Revised Corporate Governance Manual</b></p> <p>Article III Governance Structure</p> <p>B. Board Committees, 2 Audit Committee; page 16</p> <p><b>2.1. Role of the Audit Committee</b></p> <p>The role of the Audit Committee is to provide oversight over the Company's financial reporting, Internal Control System, Internal and External Audit processes, and monitor compliance with applicable laws and regulations. It shall ensure that systems and processes are put in place to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of business operations, and proper safeguarding and use of the Corporation's resources and assets.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>F. Internal Audit, 4. Responsibilities of Internal Audit, 4.1; page 28 Internal Audit shall be solely responsible for the planning, implementation, and reporting of its results. For this purpose, Internal Audit shall:</p> <p>4.1. Periodically review the Internal Audit charter and present it to the Senior Management and the Audit Committee for approval;  <a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Company Website</b>  <b>Audit Committee Charter</b>  <a href="https://www.rlcommercialreit.com.ph/Audit Committee Charter">https://www.rlcommercialreit.com.ph/Audit Committee Charter</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<p>The following shows the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.7; page 13 3.2.7. Oversee the establishment of an internal control system to monitor and manage potential conflicts of interest and an ERM framework to identify, monitor, assess and manage key business risks;</p> <p>4. Board Risk Oversight Committee, Role of the BROCC, 4.1; page 20 <b>4.1. Role of the BROCC</b> The role of the BROCC is to oversee the establishment of ERM framework that will effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. The BROCC shall be responsible for defining the Company's level of risk tolerance and providing oversight over its risk management policies and procedures to anticipate, minimize, control or manage risks or possible threats to its operational and financial viability.</p> <p>G. Enterprise Risk Management, pages 29-30 <b>1. Role of ERM</b> The role of ERM is to oversee that a sound ERM framework is in place to effectively identify, monitor, assess and manage key business</p>	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant		

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise level risk exposures, as well as the effectiveness of risk management strategies.</p> <p><b>2. Appointment of an ERM Head</b> The Board shall appoint an ERM Head, a Chief Risk Officer or its equivalent position, who shall oversee the entire ERM process and spearhead the development, implementation, maintenance and continuous improvement of ERM processes and documentation. The ERM Head reports functionally to the BROCC and administratively to the CEO.</p> <p><b>3. Functions and Responsibilities of ERM</b> ERM shall have the following functions and responsibilities:</p> <ol style="list-style-type: none"> <li>3.1. Define a risk management strategy;</li> <li>3.2. Identify and analyzing key risk exposures relating to Economic, Environmental, Social and Governance (“EESG”) factors and the achievement of the Corporation’s strategic objectives;</li> <li>3.3. Evaluate and categorize each identified risk using the Company’s predefined risk categories and parameters;</li> <li>3.4. Establish a risk register with clearly defined, prioritized and residual risks;</li> <li>3.5. Develop risk mitigation plan for the most important risks to the Company, as defined by the risk management strategy;</li> <li>3.6. Communicate and report significant risk exposures including business risks (e.g. strategic, compliance, operational, financial and reputational risks), control issues and risk mitigation plan to the BROCC;</li> <li>3.7. Collaborate with the CEO in updating and making recommendations to the BROCC;</li> </ol>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>3.8. Coordinate, monitor, and facilitate compliance with laws, rules, and regulations; and</p> <p>3.9. Suggest ERM policies and related guidance, as may be needed.</p> <p><b>4. Authority of ERM</b>  Subject to the approval of the BROC, the ERM is authorized to:</p> <ul style="list-style-type: none"> <li>a. Allocate resources and apply different techniques required to accomplish ERM objectives;</li> <li>b. Assess and recruit personnel with sufficient knowledge, skills, experience, and professional certifications to meet the requirements of this charter provided within policy and approved budget;</li> <li>c. Have discussions with Management and employees of the Corporation at any reasonable time;</li> <li>d. Attend or participate in meetings relating to the Board's oversight responsibilities for ERM;</li> <li>e. Have full and free access to the BROC; and</li> <li>f. Obtain the necessary assistance of Business Unit or Corporate Center Unit, as well as other specialized services from within or outside the Corporation.</li> </ul> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Definitive Information Statement</b>  20. Financial Risk Management Objectives and Policies  Risk Management Structure; pages 169-170  <a href="https://www.rlcommercialreit.com.ph/Definitive_Information_Statement_for_2022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Provide link to the company's website where the Board Charter is disclosed.  <b>Revised Corporate Governance Manual</b> B. Board Committees; page 16 To aid in the optimal performance of its roles and responsibilities and ensure compliance with the principles of Corporate Governance, the Board shall form the following Board Committees: (a) Audit Committee (b) Corporate Governance Committee (c) Board Risk Oversight Committee (BROC) and (d) Related Party Transaction Committee.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	<b>1. Appointment of Members and Adoption of Committee Charter</b> <b>1.1. Appointment of Members of the Board Committees</b> The Board shall appoint the members and chairman (from among the members) of each Board Committee annually. <b>1.2 Charter of the Board Committees</b> 1.2.1. Each Board Committee shall have a Charter which shall define and govern, among other matters, its purposes, composition, membership and duties and responsibilities, conduct of meetings, and reporting processes. 1.2.2. The respective Charters of the Board Committee shall be approved by the Board and shall not be amended, altered, or varied unless the Board shall have approved such amendment, alteration or variation. <a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>	
3. Board Charter is publicly available and posted on the company's website.	Compliant		



INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<b>Company Website</b> <b>Board Committee Charter</b> <a href="https://www.rlcommercialreit.com.ph/governance/board-committees">https://www.rlcommercialreit.com.ph/governance/board-committees</a>	
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	<p>Information on or link/reference to a document showing company's insider trading policy is found in:</p> <p><b>Company Website</b>  <b>Insider Trading Policy</b></p> <p>The Company shall abide by the provisions of law set forth in the Securities Regulation Code and shall implement policies and procedures to prevent the unauthorized disclosure or misuse of material, non-public information in securities trading to preserve the reputation and integrity of the Company.</p> <p><a href="https://www.rlcommercialreit.com.ph/Insider Trading Policy">https://www.rlcommercialreit.com.ph/Insider Trading Policy</a></p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Optional: Principle 2</b>			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	<p><b>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</b></p> <p><b>Company Website</b>  <b>Directors, Officers, Stockholders and Related Interests (DOSRI)</b>                      The dealings of the Company with any of its Directors, Officers, Stockholders and Related Interests (DOSRI) and Related Parties shall be in the regular course of business and upon terms not less favorable to the Company than those offered to others. Related Party Transactions (RPTs) are generally allowed, provided they are done on an arm's length basis.</p> <p><a href="https://www.rlcommercialreit.com.ph/governance/company-policies">https://www.rlcommercialreit.com.ph/governance/company-policies</a></p>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p><b>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</b></p> <p><b>Company Website</b>  <b>By-Laws</b>  <b>Article III-Board of Directors</b>  <b>Section 5: Powers of the Board of Directors</b>                      The Board of Directors shall have the following functions, duties, powers and attributes, in addition to those assigned to it by the Corporate Code, the REIT Act, and other sections of these By-Laws:</p> <p>(a) Exercise the functions, powers, duties and attributes of the Corporation as a real estate investment trust under the REIT Act</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>and other applicable laws, rules and regulations subject to the approval by the stockholders if such approval is required by law;</p> <p>(b) Determine the period, manner and conditions under which the Corporation shall engage in the kinds of business comprised in Article II of the Articles of Incorporation;</p> <p>(c) Determine the manner in which the corporate capital shall be invested, subject to the provisions of the REIT Act;</p> <p>(d) Create committees and other bodies it may deem advantageous or necessary in running the affairs of the Corporation, as well as appoint, as it may deem advantageous or necessary in running the affairs of the Corporation, advisory directors who can participate in deliberations of the Board of Directors but whose functions shall strictly be advisory and are non-voting; appoint/elect the Chairman of the Board of Directors, President, Chief Executive Officer, Chief Operating Officer, Corporate Secretary, Assistant Corporate Secretary, Treasurer, Chief Financial Officer and Compliance Officer of the Corporation; create positions such as Executive Vice Presidents or Executive Managing Directors, Senior Vice Presidents or Senior Managing Directors, Vice Presidents or Managing Directors and Assistant Vice Presidents or Associate Directors, who need not be members of the Board of Directors, Attorneys-in-Fact, Managers, Assistant Managers, Assistant Secretaries and Legal Counsel for the Corporation, and such other positions as the Board of Directors deems necessary or advantageous, fix their duties and powers, and appoint individuals to these positions; provided that, any two (2) or more compatible positions may be held</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
		<p>concurrently by the same person, except that no one shall act as a President and Treasurer or Secretary at the same time;</p> <p>(e) Adopt rules for the internal regulation of the Corporation, including a Manual on Corporate Governance, in accordance with applicable laws and rules;</p> <p>(f) Determine the creation of branches, agencies, office departments of any class, under the conditions it may deem convenient;</p> <p>(g) Carry out the functions relating to the responsibility over the title and custody of the assets and property of the Corporation; decide as to the safekeeping of the funds of the Corporation, open current accounts, fixed deposit accounts and savings accounts with any bank authorized to operate in the Philippines and/or abroad;</p> <p>(h) Approve the budget and general expense account of the Corporation each year;</p> <p>(i) Fix annually the percentage to be written off on all capital expenditures of the Corporation such as buildings, furniture and fixtures, etc.;</p> <p>(j) Submit to the stockholders during the annual stockholders' meeting the Balance Sheet, Profit and Income Statement and Annual Report on the condition of the Corporation;</p> <p>(k) Call special meetings;</p> <p>(l) Authorize any other person or persons it may deem fit to purchase, sell, or mortgage the real or personal properties of the Corporation;</p> <p>(m) Authorize any other person or persons it may deem fit to cancel mortgages or pledges executed as securities for loans and bonds</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>when the mortgages have been repaid to the Corporation and when the bonds have been cancelled;</p> <p>(n) Determine the time and manner of issuance of unissued stocks of the Corporation;</p> <p>(o) Fix the budget of administration expenses;</p> <p>(p) Determine the manner and conditions under which employees of the Corporation shall be granted pensions, retirement gratuity or life insurance protection</p> <p>(q) Institute, maintain, defend, compromise or drop any litigation in which the Corporation or its officers may be interested in as plaintiff or defendant in connection with the property and business of the Corporation and grant extension of time for the payment or settlement of any indebtedness in favor of the Corporation;</p> <p>(r) Settle any doubts that may arise relative to the interpretation of these By-Laws supply any omissions, reporting such action as it may seem fit to take to the stockholders during the annual stockholders' meeting;</p> <p>(s) To delegate, from time to time, any of the powers of the Board of Directors which may lawfully be delegated in the course of the current business or business of the Corporation to any standing or special committee or to any officer or agent, and to appoint any persons to be agents of the Corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit;</p> <p>(t) To implement these By-Laws and to act on any matter not covered by these By-Laws; provided that such matter does not</p>	

## INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>require the approval or consent of the stockholders under any applicable law, rules or regulation.</p> <p><a href="https://www.rlcommercialreit.com.ph/Amended By-Laws">https://www.rlcommercialreit.com.ph/Amended By-Laws</a></p>	
<p><b>Principle 3:</b> Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.</p>			
<p><b>Recommendation 3.1</b></p>			
<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	Compliant	<p>Information on all the board committees established by the company are disclosed in:</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure B. Board Committee, pages 16-24</p> <p>To aid in the optimal performance of its roles and responsibilities and ensure compliance with the principles of Corporate Governance, the Board shall form the following Board Committees: (a) Audit Committee (b) Corporate Governance Committee (c) Board Risk Oversight Committee (BROC) and (d) Related Party Transaction Committee.</p> <p><b>1. Appointment of Members and Adoption of Committee Charter</b> <b>1.1. Appointment of Members of the Board Committees</b> The Board shall appoint the members and chairman (from among the members) of each Board Committee annually. <b>1.2 Charter of the Board Committees</b></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>1.2.1 Each Board Committee shall have a Charter which shall define and govern, among other matters, its purposes, composition, membership and duties and responsibilities, conduct of meetings, and reporting processes.</p> <p>1.2.2 The respective Charters of the Board Committee shall be approved by the Board and shall not be amended, altered, or varied unless the Board shall have approved such amendment, alteration or variation.</p> <p><b>2. Audit Committee</b></p> <p><b>2.1. Role of the Audit Committee</b></p> <p>The role of the Audit Committee is to provide oversight over the Company's financial reporting, Internal Control System, Internal and External Audit processes, and monitor compliance with applicable laws and regulations. It shall ensure that systems and processes are put in place to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of business operations, and proper safeguarding and use of the Corporation's resources and assets.</p> <p><b>2.2. Organization of the Audit Committee</b></p> <p>2.2.1. The Audit Committee reports functionally to the Board.</p> <p>2.2.2. The Audit Committee shall be composed of at least three (3) Non-Executive Directors, at least one (1) of whom shall always be an Independent Director. The Board may consider Independent Directors to comprise majority membership of the Audit Committee. All members must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>2.2.3. The Board shall appoint an Independent Director as Chairman, of the Audit Committee.</p> <p><b>2.3. Functions of the Audit Committee</b>  The Audit Committee shall have the following functions:</p> <p>2.3.1. Oversee the Internal Audit Department, and recommend the appointment and/or grounds for approval of the Internal Audit Head. The Audit Committee shall also approve the terms and conditions for the outsourcing of Internal Audit services if applicable;</p> <p>2.3.2. Through the Internal Audit Department, monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system, integrity of financial reporting, and security of physical and information assets;</p> <p>2.3.3. Review the Annual Internal Audit Plan to ensure its conformity with the objectives of the Corporation. The Plan shall include the audit scope, resources, and budget necessary to implement it;</p> <p>2.3.4. Review the reports submitted by the Internal and External Auditors;</p> <p>2.3.5. Review and monitor Management's responsiveness to Internal Audit's findings and recommendations;</p> <p>2.3.6. Prior to the commencement of the audit, discuss with the External Auditor the nature, scope and expenses of the audit, and ensure the proper coordination, if more than one audit firm is involved in the activity, to secure proper coverage and minimize duplication of efforts;</p> <p>2.3.7. Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically review the proportion</p>	



# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>of non-audit fees paid to the External Auditor to the Corporation's overall consultancy expenses. The Committee shall evaluate if the non-audit work will create a potential conflict of interest and shall disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. If the non-audit work is allowed, this shall be disclosed in the Corporation's Annual Corporate Governance Report;</p> <p>2.3.8. Review and approve the interim and Annual Financial Statements before their submission to the Board, with particular focus on the following:</p> <ul style="list-style-type: none"> <li>• Any change/s in accounting policies and practices;</li> <li>• Areas where significant amount of judgment has been exercised;</li> <li>• Significant adjustments resulting from the audit;</li> <li>• Going concern assumptions;</li> <li>• Compliance with accounting standards; and</li> <li>• Compliance with tax, legal, and regulatory requirements.</li> </ul> <p>2.3.9. Review the disposition of the recommendations in the External Auditor's management letter;</p> <p>2.3.10. Perform oversight functions over the Corporation's Internal and External Auditors. It shall ensure the independence of Internal and External Auditors, and that both auditors are given reasonable access to all material records, properties and personnel to enable them to perform their respective audit functions;</p> <p>2.3.11. Recommend the appointment, re-appointment, removal and fees of the External Auditor; and</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>2.3.12. Assist the Board in the performance of its oversight responsibility for the financial reporting process, system of internal controls, audit process and monitoring of compliance with applicable laws, rules and regulations.</p> <p><b>2.4. Meetings of the Audit Committee</b></p> <p>2.4.1. The Audit Committee shall meet quarterly and as often as may be necessary. The Audit Committee may opt to meet without the presence of the CEO or other management team members, and periodically meet with the Internal Audit Head.</p> <p>2.4.2. The notice and agenda for each meeting shall be circulated to all Audit Committee members at least five (5) business days before each meeting.</p> <p>2.4.3. The Audit Committee may invite other Directors and Management Officers to attend any meeting.</p> <p>2.4.4. The Audit Committee Chairman shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting.</p> <p>2.4.5. A quorum shall be present as long as an Independent Director is present or if at least a majority of the members of the Audit Committee is present. No business shall be transacted at any meeting unless a quorum is present.</p> <p>2.4.6. The Audit Committee shall cause proper records of its proceedings to be kept. Members may nominate a member or some other person to be the Committee Secretary to record and keep minutes of meetings and other proceedings.</p>	

## INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>3. Corporate Governance Committee</b></p> <p><b>3.1. Role of the Corporate Governance Committee</b></p> <p>The role of the Corporate Governance Committee is to oversee the development and implementation of Corporate Governance principles and policies. The Corporate Governance Committee shall recommend a formal framework on the nomination, remuneration and evaluation of the performance of the Directors and key Management Officers to ensure that this framework is consistent with the Corporation's culture, strategies and the business environment.</p> <p><b>3.2. Organization of the Corporate Governance Committee</b></p> <p>3.2.1. The Corporate Governance Committee shall report directly to the Board.</p> <p>3.2.2. The Corporate Governance 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 Committee, including the Chairman. The Board shall ensure that the members of the Corporate Governance Committee are appropriately qualified to discharge their responsibilities.</p> <p>3.2.3. The Board shall appoint one of the members of the Corporate Governance Committee to be the Committee Chairman.</p> <p><b>3.3. Functions of the Corporate Governance Committee</b></p> <p>The Corporate Governance Committee shall have the following functions:</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>3.3.1. 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 Corporation's size, complexity and business strategy, as well as the business and regulatory environment;</p> <p>3.3.2. 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 Corporation through communication and awareness campaign, continuous training and setting a proper forum where issues may be addressed;</p> <p>3.3.3. Oversee the performance evaluation of the Board and its Committees and Management, and conduct an annual self-evaluation of its performance;</p> <p>3.3.4. Recommend continuing education/training programs for Directors, assignment of tasks/projects to Board Committees, succession planning for the Board members and senior Officers, and levels of remuneration for corporate and individual performance;</p> <p>3.3.5. Determine the nomination and election process for the Corporation's Directors and define the general profile of the Board members that the Company may need and ensure appropriate knowledge, competencies and expertise that complement the existing skills of the Board;</p> <p>3.3.6. Establish a formal procedure to develop a policy for determining the remuneration of Directors and Officers that is consistent with the Corporation's culture and strategy as well as the business environment in which it</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>operates, including disallowing any Director to decide his remuneration;</p> <p>3.3.7. 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</p> <p>3.3.8. Review recommendations concerning policies on conflict of interest, salaries and benefits policies, promotion and career advancement directives, and compliance with all statutory requirements.</p> <p><b>3.4. Meetings of the Corporate Governance Committee</b></p> <p>3.4.1. The Corporate Governance Committee shall meet twice a year or as may be necessary.</p> <p>3.4.2. The notice and agenda for each meeting shall be circulated to all Corporate Governance Committee members at least five (5) business days before each meeting.</p> <p>3.4.3. The Corporate Governance Committee may invite other Directors and Management Officers to attend any meeting.</p> <p>3.4.4. The Corporate Governance Committee Chairman shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting.</p> <p>3.4.5. A quorum shall be present if at least a majority of the members of the Corporate Governance Committee is</p>	

## INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>present. No business shall be transacted at any meeting unless a quorum is present.</p> <p>3.4.6. The Corporate Governance Committee shall cause proper records of its proceedings to be kept. Members may nominate a member or some other person to be the Committee Secretary to record and keep minutes of meetings and other proceedings.</p> <p><b>4. Board Risk Oversight Committee</b></p> <p><b>4.1. Role of the BROC</b></p> <p>The role of the BROC is to oversee the establishment of ERM framework that will effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. The BROC shall be responsible for defining the Company's level of risk tolerance and providing oversight over its risk management policies and procedures to anticipate, minimize, control or manage risks or possible threats to its operational and financial viability.</p> <p><b>4.2. Organization of the BROC</b></p> <p>4.2.1. The Board Risk Oversight Committee shall be composed of at least three (3) directors, at least one (1) of whom shall always be an Independent Director. The Board may consider Independent Directors to comprise majority membership of the BROC. At least one member of the committee must have relevant knowledge and experience on risk and risk management.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>4.2.2. The Board shall appoint one of the members of the BROCC to be the Committee Chairman.</p> <p><b>4.3. Functions of the BROCC</b></p> <p>The BROCC shall have the following functions:</p> <p>4.3.1. Oversee the development and implementation of a formal ERM Plan that contains the following elements:</p> <ul style="list-style-type: none"> <li>• Common language or register of risks;</li> <li>• Well-defined risk management goals, objectives and oversight;</li> <li>• Uniform processes of identifying, assessing, evaluating and measuring risks as well developing strategies to manage and mitigate prioritized risks;</li> <li>• Designing and implementing risk management strategies; and</li> <li>• Continuing assessments and monitoring to improve risk strategies, processes and measures;</li> </ul> <p>4.3.2. Evaluate the ERM Plan to ensure its continued relevance, comprehensiveness and effectiveness. The BROCC shall revisit defined risk management strategies, look for emerging or changing material exposures, and stays abreast of significant developments that may seriously impact the likelihood of harm or loss;</p> <p>4.3.3. Review the Corporation's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and occurrence of major events that may have a major impact on the Company;</p> <p>4.3.4. Assess the probability of each identified risk becoming a reality and estimate its possible significant financial</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the Corporation and its Stakeholders;</p> <p>4.3.5. Provide oversight over Management’s activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Corporation. This function includes regularly receiving information on risk exposures and risk management activities from Management; and</p> <p>4.3.6. Report to the Board on a regular basis, or as deemed necessary, the Company’s risk, material risk exposures, the actions taken to reduce the risks, and recommends appetite levels, risk tolerance limits, further action or plans, as necessary.</p> <p><b>4.4. Meetings of the BROC</b></p> <p>4.4.1. The BROC shall meet twice a year or as may be necessary. The BROC may opt to meet without the presence of the CEO or other management team members, and periodically meets with the ERM Head.</p> <p>4.4.2. The notice and agenda for each meeting shall be circulated to all BROC members at least five (5) business days before each meeting.</p> <p>4.4.3. The BROC may invite other Directors and Management Officers to attend any meeting.</p> <p>4.4.4. The BROC Chairman shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting.</p>	



## INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>4.4.5. A quorum shall be present as long as an Independent Director is present or if at least a majority of the members of the BROCC is present. No business shall be transacted at any meeting unless a quorum is present.</p> <p>4.4.6. The BROCC shall cause proper records of its proceedings to be kept. Members may nominate a member or some other person to be the Committee Secretary to record and keep minutes of meetings and other proceedings.</p> <p><b>5. Related Party Transactions Committee</b></p> <p><b>5.1. Mission of the Related Party Transaction (RPT) Committee</b></p> <p>The mission of the RPT Committee is to ensure that there is group-wide policy and system governing Material Related Party Transactions (MRPTs), particularly those that breach the materiality threshold. The policy shall include the appropriate review and approval of MRPTs, which guarantee fairness and transparency of the transactions.</p> <p><b>5.2. Organization of the Related Party Transaction Committee</b></p> <p>5.2.1. The RPT Committee reports functionally to the Board.</p> <p>5.2.2. The RPT Committee shall be composed of at least three (3) Non-Executive Directors, at least one (1) of whom shall always be an Independent Director. The Board may consider Independent Directors to comprise majority membership of the RPT Committee. The Board shall ensure that the members of the RPT Committee are appropriately qualified to discharge their responsibilities.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>5.2.3. The Board shall appoint an Independent Director as Chairman, of the RPT Committee.</p> <p><b>5.3. Functions of the Related Party Transaction Committee</b> The Related Party Transaction Committee shall have the following functions:</p> <p>5.3.1. Establish policy on MRPTs that promotes transparency and ensure that transactions occur under conditions that protect the rights of all stakeholders.</p> <p>5.3.2. Evaluate on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, MRPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, MRPTs and changes in relationships should be reflected in the relevant reports to the Board and regulators/supervisors;</p> <p>5.3.3. Evaluate all MRPTs to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirements) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate business resources of the Company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating MRPTs, the Committee takes into account, among others, the following:</p> <ul style="list-style-type: none"> <li>• The related party's relationship to the company and interest in the transaction;</li> </ul>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• The material facts of the proposed MRPT, including the proposed aggregate value of such transaction;</li> <li>• The benefits to the corporation of the proposed MRPT;</li> <li>• The availability of the other sources of comparable products or services; and</li> <li>• An assessment of whether the proposed MRPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The Company shall have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs;</li> </ul> <p>5.3.4. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating the company's MRPT exposures reviewed and approved during the year including unusual or infrequently occurring transactions, and policies on conflicts of interest or potential conflicts of interest. The disclosure shall include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of the company's affiliation or transactions with other related parties;</p> <p>5.3.5. Report to the Board of Directors on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>5.3.6. Ensure that transactions with related parties, including write-off of exposures are subject to periodic independent review or audit process; and</p> <p>5.3.7. Oversee the implementation of the system for identifying, monitoring, measuring, controlling and reporting MRPTs, including periodic review of RPT policies and procedures.</p> <p>5.3.8. If needed, appoint an independent party to evaluate the fairness of the transaction price on the acquisition and disposal of assets, particularly those passing a materiality threshold determined by the RPT Committee.</p> <p><b>5.4. Meetings of the Related Party Transaction Committee</b></p> <p>5.4.1. The RPT Committee shall meet as many times as the Committee deems necessary.</p> <p>5.4.2. The notice and agenda for each meeting shall be circulated to all RPT Committee members at least five (5) business days before each meeting.</p> <p>5.4.3. The RPT Committee may invite other Directors and Management Officers to attend any meeting.</p> <p>5.4.4. The RPT Committee Chairman shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting.</p> <p>5.4.5. A quorum shall be present as long as an Independent Director is present. No business shall be transacted at any meeting unless a quorum is present.</p> <p>5.4.6. Voting on all RPT Committee resolutions shall be carried consistent with Material Related Party Transaction Policy.</p>	

## INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>5.4.7. The RPT Committee shall cause proper records of its proceedings to be kept. Members may nominate a person to be the Committee Secretary to record and keep minutes of meetings and other proceedings, and to circulate the same to the RPT Committee members for approval.</p> <p>5.4.8. The RPT Committee may make further rules of procedures or vary or amend existing ones from time to time as the Committee deems fit.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
<b>Recommendation 3.2</b>			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Information regarding the Company's Audit Committee, including its functions are disclosed in:</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure B.2. Audit Committee, pages 16-18</p> <p><b>2.1. Role of the Audit Committee</b> The role of the Audit Committee is to provide oversight over the Company's financial reporting, Internal Control System, Internal and External Audit processes, and monitor compliance with applicable laws and regulations. It shall ensure that systems and processes are put in place to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of business operations, and proper safeguarding and use of the Corporation's resources and assets.</p> <p><b>2.2. Organization of the Audit Committee</b> 2.2.1. The Audit Committee reports functionally to the Board.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>2.2.2. The Audit Committee shall be composed of at least three (3) non-executive directors, at least one (1) of whom shall always be an Independent Director. The Board may consider Independent Directors to comprise majority membership of the Audit Committee. All members must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p> <p>2.2.3. The Board shall appoint an Independent Director as Chairman, of the Audit Committee.</p> <p><b>2.3. Functions of the Audit Committee</b></p> <p>The Audit Committee shall have the following functions:</p> <p>2.3.1. Oversee the Internal Audit Department, and recommend the appointment and/or grounds for approval of the Internal Audit Head. The Audit Committee shall also approve the terms and conditions for the outsourcing of Internal Audit services if applicable;</p> <p>2.3.2. Through the Internal Audit Department, monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system, integrity of financial reporting, and security of physical and information assets;</p> <p>2.3.3. Review the Annual Internal Audit Plan to ensure its conformity with the objectives of the Corporation. The Plan shall include the audit scope, resources, and budget necessary to implement it;</p> <p>2.3.4. Review the reports submitted by the Internal and External Auditors;</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>2.3.5. Review and monitor Management’s responsiveness to Internal Audit’s findings and recommendations;</p> <p>2.3.6. Prior to the commencement of the audit, discuss with the External Auditor the nature, scope and expenses of the audit, and ensure the proper coordination, if more than one audit firm is involved in the activity, to secure proper coverage and minimize duplication of efforts;</p> <p>2.3.7. Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically review the proportion of non-audit fees paid to the External Auditor to the Corporation’s overall consultancy expenses. The Committee shall evaluate if the non-audit work will create a potential conflict of interest and shall disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. If the non-audit work is allowed, this shall be disclosed in the Corporation’s Annual Corporate Governance Report;</p> <p>2.3.8. Review and approve the interim and Annual Financial Statements before their submission to the Board, with particular focus on the following:</p> <ul style="list-style-type: none"> <li>• Any change/s in accounting policies and practices;</li> <li>• Areas where significant amount of judgment has been exercised;</li> <li>• Significant adjustments resulting from the audit;</li> <li>• Going concern assumptions;</li> <li>• Compliance with accounting standards; and</li> <li>• Compliance with tax, legal, and regulatory requirements.</li> </ul>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>2.3.9. Review the disposition of the recommendations in the External Auditor's management letter;</p> <p>2.3.10. Perform oversight functions over the Corporation's Internal and External Auditors. It shall ensure the independence of Internal and External Auditors, and that both auditors are given reasonable access to all material records, properties and personnel to enable them to perform their respective audit functions;</p> <p>2.3.11. Recommend the appointment, re-appointment, removal and fees of the External Auditor; and</p> <p>2.3.12. Assist the Board in the performance of its oversight responsibility for the financial reporting process, system of internal controls, audit process and monitoring of compliance with applicable laws, rules and regulations.</p> <p><b>2.4. Meetings of the Audit Committee</b></p> <p>2.4.1. The Audit Committee shall meet quarterly and as often as may be necessary. The Audit Committee may opt to meet without the presence of the CEO or other management team members, and periodically meet with the Internal Audit Head.</p> <p>2.4.2. The notice and agenda for each meeting shall be circulated to all Audit Committee members at least five (5) business days before each meeting.</p> <p>2.4.3. The Audit Committee may invite other Directors and Management Officers to attend any meeting.</p> <p>2.4.4. The Audit Committee Chairman shall preside in all meetings of the Committee. In his absence, the</p>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

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		<p>members present shall elect from among themselves one member to preside over the particular meeting.</p> <p>2.4.5. A quorum shall be present as long as an Independent Director is present or if at least a majority of the members of the Audit Committee is present. No business shall be transacted at any meeting unless a quorum is present.</p> <p>2.4.6. The Audit Committee shall cause proper records of its proceedings to be kept. Members may nominate a member or some other person to be the Committee Secretary to record and keep minutes of meetings and other proceedings.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Company Website</b>  <b>Board Committees' Charter</b>  <a href="https://www.rlcommercialreit.com.ph/board-committees">https://www.rlcommercialreit.com.ph/board-committees</a></p> <p>The Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor is documented and can be found in:</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  B.1. Audit Committee, Functions of the Audit Committee, 2.3.11; page 18  2.3.11. Recommend the appointment, re-appointment, removal and fees of the External Auditor;  Article V. Accountability and Audit, B; page 33</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>B. The Board, after consultations with the Audit Committee, shall recommend to the Shareholders an External Auditor duly accredited by the SEC who shall undertake an independent audit of the Corporation, and shall provide an objective assurance on the matter by which the financial statements shall be prepared and presented to the Shareholders. The External Auditor shall not, at the same time, provide Internal Audit services to the Corporation. Non-audit work may be given to the External Auditor, provided it does not conflict with his duties as an independent External Auditor, or does not pose a threat to his independence.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Company Website</b>  <a href="https://www.rlcommercialreit.com.ph/board-committees">https://www.rlcommercialreit.com.ph/board-committees</a></p>	
2. Audit Committee is composed of at least three appropriately qualified nonexecutive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>Information on the members of the Audit Committee, including their qualifications and type of directorship are disclosed and can be found in:</p> <p>The Audit Committee is composed of majority of Non-Executive Directors and headed by an Independent Director.</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  B.1. Audit Committee, Organization of the Audit Committee, 2.2.2; page 16</p> <p>2.2.2. The Audit Committee shall be composed of at least three (3) Non-Executive Directors, at least one (1) of whom shall always be an Independent Director. The Board may consider Independent Directors to comprise majority membership of</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION						
		<p>the Audit Committee. All members must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised">https://www.rlcommercialreit.com.ph/Revised</a> <a href="#">Corporate Governance Manual</a></p> <p>The incumbent members of the Audit Committee of the Corporation are the following:</p> <table><tr><th>Position</th><th>Name of Director</th></tr><tr><td>Chairman</td><td>Artemio V. Panganiban (ID)</td></tr><tr><td>Members</td><td>Wilfredo A. Paras (ID) Cesar Luis F. Bate (ID) Kerwin Max S. Tan (ED) Frederick D. Go (NED)</td></tr></table> <p><b>Company Website</b> Board Committees <a href="https://www.rlcommercialreit.com.ph/board-committees">https://www.rlcommercialreit.com.ph/board-committees</a></p> <p><b>Definitive Information Statement</b> Part III Control and Compensation Information, Item14. Directors and Executive Officers of the Registrant; pages 84-87 <a href="https://www.rlcommercial.com.ph/Definitive Information Statement for 2022">https://www.rlcommercial.com.ph/Definitive Information Statement for 2022</a></p>	Position	Name of Director	Chairman	Artemio V. Panganiban (ID)	Members	Wilfredo A. Paras (ID) Cesar Luis F. Bate (ID) Kerwin Max S. Tan (ED) Frederick D. Go (NED)	
Position	Name of Director								
Chairman	Artemio V. Panganiban (ID)								
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**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION						
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>Information on the background, knowledge, skills, and/or experience of the members of the Audit Committee are disclosed and can be found in:</p> <p><b>Definitive Information Statement</b> Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant; pages 84-87 <a href="https://www.rlcommercial.com.ph/Definitive Information Statement for 2022">https://www.rlcommercial.com.ph/Definitive Information Statement for 2022</a></p> <p>The members of the Audit Committee of the Corporation are the following:</p> <table><tr><th>Position</th><th>Name of Director</th></tr><tr><td>Chairman</td><td>Artemio V. Panganiban (ID)</td></tr><tr><td>Members</td><td>Wilfredo A. Paras (ID) Cesar Luis F. Bate (ID) Kerwin Max S. Tan (ED) Frederick D. Go (NED)</td></tr></table> <p><b>Company Website</b> Board Committees <a href="https://www.rlcommercialreit.com.ph/board-committees">https://www.rlcommercialreit.com.ph/board-committees</a></p>	Position	Name of Director	Chairman	Artemio V. Panganiban (ID)	Members	Wilfredo A. Paras (ID) Cesar Luis F. Bate (ID) Kerwin Max S. Tan (ED) Frederick D. Go (NED)	
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Chairman	Artemio V. Panganiban (ID)								
Members	Wilfredo A. Paras (ID) Cesar Luis F. Bate (ID) Kerwin Max S. Tan (ED) Frederick D. Go (NED)								
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	<p>Information on the Chairman of the Audit Committee is disclosed in and can be found in:</p> <p><b>Definitive Information Statement</b> Part III Control and Compensation Information Item14. Directors and Executive Officers of the Registrant; page 86</p>							

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION												
		<p><a href="https://www.rlcommercialreit.com.ph/Definitive_Information_Statement_for_2022">https://www.rlcommercialreit.com.ph/Definitive_Information_Statement_for_2022</a></p> <p>The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p> <table><tr><th>Position</th><th>Name of Director</th></tr><tr><td>Chairman of the Audit Committee</td><td>Artemio V. Panganiban (ID)</td></tr><tr><td>Chairman of the Corporate Governance Committee</td><td>Cesar Luis F. Bate (ID)</td></tr><tr><td>Chairman of the Board Risk Oversight Committee</td><td>Wilfredo A. Paras (ID)</td></tr><tr><td>Chairman of the Related Party Transactions Committee</td><td>Cesar Luis F. Bate (ID)</td></tr><tr><td>Chairman of the Board</td><td>Frederick D. Go (NED)</td></tr></table> <p><b>PSE EDGE</b> <b>Minutes of Annual Stockholders’ Meeting</b> <a href="https://www.edge.pse.com.ph/Minutes of Annual Stockholders Meeting">https://www.edge.pse.com.ph/Minutes of Annual Stockholders Meeting</a></p>	Position	Name of Director	Chairman of the Audit Committee	Artemio V. Panganiban (ID)	Chairman of the Corporate Governance Committee	Cesar Luis F. Bate (ID)	Chairman of the Board Risk Oversight Committee	Wilfredo A. Paras (ID)	Chairman of the Related Party Transactions Committee	Cesar Luis F. Bate (ID)	Chairman of the Board	Frederick D. Go (NED)	
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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>Proof that the Audit Committee approved all non-audit services conducted by the external auditor is disclosed and can be found in:</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  B.2. Audit Committee, Functions of the Audit Committee, 2.3.7; page 17  2.3.7. Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically review the proportion of non-audit fees paid to the External Auditor to the Corporation's overall consultancy expenses. The Committee shall evaluate if the non-audit work will create a potential conflict of interest and shall disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. If the non-audit work is allowed, this shall be disclosed in the Corporation's Annual Corporate Governance Report;  <a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non-Compliant	<b>Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.</b>	The Audit Committee met four (4) times for 2022 (March 8, May 10, August 9, and November 8). Mr. Kerwin Tan, Treasurer were present during all meetings.

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<p>The Revised Corporate Governance Manual states that, “The Audit Committee <u>may</u> opt to meet without the presence of the CEO or other management team members, and periodically meet with the Internal Audit Head. For the past Financial Year, the Committee has not seen yet the need for this separate meeting.</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  B. Board Committees  2. Audit Committee; page 18  -  <a href="https://www.rlcommercialreit.com/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com/Revised_Corporate_Governance_Manual</a></p>
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	Compliant	The Audit Committee had 4 meetings during the year as documented in:  Refer to <b>Annex 5</b> for the Corporate Secretary Certification on the number of meetings held in 2022.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Audit Committee approves the appointment and removal of the internal auditor.		Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.	
<b>Recommendation 3.3</b>			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	<p>Information on the Corporate Governance Committee, including its functions is disclosed and can be found in:</p> <p><b>Revised Corporate Governance Manual</b></p> <p>Article III Governance Structure,</p> <p>B. Corporate Governance Committee; pages 18-19</p> <p><b>3.1. Role of the Corporate Governance Committee</b></p> <p>The role of the Corporate Governance Committee is to oversee the development and implementation of Corporate Governance principles and policies. The Corporate Governance Committee shall recommend a formal framework on the nomination, remuneration and evaluation of the performance of the Directors and key Management Officers to ensure that this framework is consistent with the Corporation's culture, strategies and the business environment.</p> <p><b>3.2. Organization of the Corporate Governance Committee</b></p> <p>3.2.1. The Corporate Governance Committee shall report directly to the Board.</p> <p>3.2.2. The Corporate Governance Committee shall be composed of at least three (3) directors, one (1) of whom shall be an Independent Director.</p>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
		<p>The Board may consider Independent Directors to comprise the membership of the Corporate Governance Committee, including the Chairman. The Board shall ensure that the members of the Corporate Governance Committee are appropriately qualified to discharge their responsibilities.</p> <p>3.2.3. The Board shall appoint one of the members of the Corporate Governance Committee to be the Committee Chairman.</p> <p><b>3.3. Functions of the Corporate Governance Committee</b></p> <p>The Corporate Governance Committee shall have the following functions:</p> <p>3.3.1. 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 Corporation's size, complexity and business strategy, as well as the business and regulatory environment;</p> <p>3.3.2. 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 Corporation through communication and awareness campaign, continuous training and setting a proper forum where issues may be addressed;</p> <p>3.3.3. Oversee the performance evaluation of the Board and its Committees and Management, and conduct an annual self-evaluation of its performance;</p> <p>3.3.4. Recommend continuing education/training programs for Directors, assignment of tasks/projects to Board Committees, succession planning for the Board</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>members and senior Officers, and levels of remuneration for corporate and individual performance;</p> <p>3.3.5. Determine the nomination and election process for the Corporation's Directors and define the general profile of the Board members that the Company may need and ensure appropriate knowledge, competencies and expertise that complement the existing skills of the Board;</p> <p>3.3.6. Establish a formal procedure to develop a policy for determining the remuneration of Directors and Officers that is consistent with the Corporation's culture and strategy as well as the business environment in which it operates, including disallowing any Director to decide his remuneration;</p> <p>3.3.7. 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</p> <p>3.3.8. Review recommendations concerning policies on conflict of interest, salaries and benefits policies, promotion and career advancement directives, and compliance with all statutory requirements.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Company Website</b>  <a href="https://www.rlcommercialreit.com.ph/board-committees">https://www.rlcommercialreit.com.ph/board-committees</a></p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION						
		<p>The Committee’s process of identifying the quality of directors aligned with the company’s strategic direction is disclosed and can be found in:</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure A. Board of Directors, 3.2. Duties and Function of the Board, 3.2.4; page 12 <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Company Website</b> Board Nomination and Election Policy <a href="https://www.rlcommercialreit.com.ph/Board Nomination and Election Policy">https://www.rlcommercialreit.com.ph/Board Nomination and Election Policy</a></p>							
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	<p>Information on the members of the Corporate Governance Committee, including their qualifications and type of directorship are disclosed and can be found in:</p> <p>The Corporate Governance Committee is composed of at least three independent directors, including the Chairman.</p> <table><tr><th>Position</th><th>Name of Director</th></tr><tr><td>Chairman</td><td>Cesar Luis F. Bate (ID)</td></tr><tr><td>Members</td><td>Artemio V. Panganiban (ID) Wilfredo A. Paras (ID) Kerwin Max S. Tan (ED) Frederick D. Go (NED)</td></tr></table>	Position	Name of Director	Chairman	Cesar Luis F. Bate (ID)	Members	Artemio V. Panganiban (ID) Wilfredo A. Paras (ID) Kerwin Max S. Tan (ED) Frederick D. Go (NED)	
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# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>PSE EDGE</b></p> <p><b>Results of the Organizational Meeting of Board of Directors</b>  <a href="https://www.edge.pse.com.ph/Results of the Organizational Meeting of Board of Directors">https://www.edge.pse.com.ph/Results of the Organizational Meeting of Board of Directors</a></p> <p><b>Definitive Information Statement</b>  Part III Control and Compensation Information, Item14. Directors and Executive Officers of the Registrant  <a href="https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p> <p><b>Board Committee</b>  Corporate Governance Committee  <a href="https://www.rlcommercialreit.com.ph/board-committees">https://www.rlcommercialreit.com.ph/board-committees</a></p> <p>The Corporate Governance Committee is composed of majority of Non-Executive Directors and is headed by an Independent Director.</p> <p><b>Revised Corporate Governance Manual</b>  <b>Article III Governance Structure</b>  B.3. Corporate Governance Committee, Organization of the Corporate Governance Committee, 3.2.2; page 18</p> <p>3.2.2. The Corporate Governance 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 Committee,</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		including the Chairman. The Board shall ensure that the members of the Corporate Governance Committee are appropriately qualified to discharge their responsibilities.	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>Information on the Chairman of the Corporate Governance Committee is disclosed and can be found in:</p> <p>The Chairman of the Corporate Governance Committee is Mr. Cesar Luis F. Bate, an Independent Director.</p> <p><b>PSE EDGE</b>  <b>Results of the Organizational Meeting of Board of Directors</b>  <a href="https://edge.pse.com.ph/Results of the Organizational Meeting of Board of Directors">https://edge.pse.com.ph/Results of the Organizational Meeting of Board of Directors</a></p> <p><b>Board Committee</b>  Corporate Governance Committee  <a href="https://www.rlcommercialreit.com.ph/governance/board-committees">https://www.rlcommercialreit.com.ph/governance/board-committees</a></p>	
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year.		The Corporate Governance Committee had ____ meetings during the year as documented in:	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 3.4</b>			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	<p>Information on the Board Risk Oversight Committee (BROC), including its functions is disclosed and can be found in:</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure, B. Board Committee 4. Board Risk Oversight Committee; pages 20-22</p> <p><b>4. Board Risk Oversight Committee</b></p> <p><b>4.1. Role of the BROC</b></p> <p>The role of the BROC is to oversee the establishment of ERM framework that will effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. The BROC shall be responsible for defining the Company's level of risk tolerance and providing oversight over its risk management policies and procedures to anticipate, minimize, control or manage risks or possible threats to its operational and financial viability.</p> <p><b>4.2. Organization of the BROC</b></p> <p>4.2.1. The Board Risk Oversight Committee shall be composed of at least three (3) directors, at least one (1) of whom shall always be an Independent Director. The Board may consider Independent Directors to comprise majority membership of the BROC. At least one member of the committee must have relevant knowledge and experience on risk and risk management.</p> <p>4.2.2. The Board shall appoint one of the members of the BROC to be the Committee Chairman.</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>4.3. Functions of the BROC</b></p> <p>The BROC shall have the following functions:</p> <p>4.3.1. Oversee the development and implementation of a formal ERM Plan that contains the following elements:</p> <ul style="list-style-type: none"> <li>▪ Common language or register of risks;</li> <li>▪ Well-defined risk management goals, objectives and oversight;</li> <li>▪ Uniform processes of identifying, assessing, evaluating and measuring risks as well developing strategies to manage and mitigate prioritized risks;</li> <li>▪ Designing and implementing risk management strategies; and</li> <li>▪ Continuing assessments and monitoring to improve risk strategies, processes and measures;</li> </ul> <p>4.3.2. Evaluate the ERM Plan to ensure its continued relevance, comprehensiveness and effectiveness. The BROC shall revisit defined risk management strategies, look for emerging or changing material exposures, and stays abreast of significant developments that may seriously impact the likelihood of harm or loss;</p> <p>4.3.3. Review the Corporation's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and occurrence of major events that may have a major impact on the Company;</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

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		<p>4.3.4. Assess the probability of each identified risk becoming a reality and estimate its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the Corporation and its Stakeholders;</p> <p>4.3.5. Provide oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Corporation. This function includes regularly receiving information on risk exposures and risk management activities from Management; and</p> <p>4.3.6. Report to the Board on a regular basis, or as deemed necessary, the Company's risk, material risk exposures, the actions taken to reduce the risks, and recommends appetite levels, risk tolerance limits, further action or plans, as necessary.</p> <p><b>4.4. Meetings of the BROC</b></p> <p>4.4.1. The BROC shall meet twice a year or as may be necessary. The BROC may opt to meet without the presence of the CEO or other management team members, and periodically meets with the ERM Head.</p> <p>4.4.2. The notice and agenda for each meeting shall be circulated to all BROC members at least five (5) business days before each meeting.</p> <p>4.4.3. The BROC may invite other Directors and Management Officers to attend any meeting.</p>	



# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

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		<p>4.4.4. The BROC Chairman shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting.</p> <p>4.4.5. A quorum shall be present as long as an Independent Director is present or if at least a majority of the members of the BROC is present. No business shall be transacted at any meeting unless a quorum is present.</p> <p>4.4.6. The BROC shall cause proper records of its proceedings to be kept. Members may nominate a member or some other person to be the Committee Secretary to record and keep minutes of meetings and other proceedings.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION						
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	<p>Information on the members of the BROC, including their qualifications and type of directorship are disclosed and found in:</p> <p>The BROC is composed of three members, the majority of whom are independent directors, including the Chairman.</p> <table><tr><th>Position</th><th>Name of Director</th></tr><tr><td>Chairman</td><td>Wilfredo A. Paras (ID)</td></tr><tr><td>Members</td><td>Artemio V. Panganiban (ID) Cesar Luis F. Bate (ID) Kerwin Max S. Tan (ED) Frederick D. Go (NED)</td></tr></table> <p><b>PSE EDGE</b> <b>Results of the Organizational Meeting of Board of Directors</b> <a href="https://edge.pse.com.ph/Results of the Organizational Meeting of Board of Directors">https://edge.pse.com.ph/Results of the Organizational Meeting of Board of Directors</a></p> <p><b>Board Committee</b> Corporate Governance Committee <a href="https://www.rlcommercialreit.com.ph/board-committees">https://www.rlcommercialreit.com.ph/board-committees</a></p>	Position	Name of Director	Chairman	Wilfredo A. Paras (ID)	Members	Artemio V. Panganiban (ID) Cesar Luis F. Bate (ID) Kerwin Max S. Tan (ED) Frederick D. Go (NED)	
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3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	<p>Information on the Chairman of the BROC is disclosed and can be found in:</p> <p>The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>							

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**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION						
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>Information on the background, skills, and/or experience of the members of the BROC.</p> <p><b>Company Website</b> <b>Board Risk Oversight Committee</b> <a href="https://www.rlcommercialreit.com.ph/governance/board-committees">https://www.rlcommercialreit.com.ph/governance/board-committees</a></p> <table><tr><th>Position</th><th>Name of Director</th></tr><tr><td>Chairman</td><td>Wilfredo A. Paras (ID)</td></tr><tr><td>Members</td><td>Artemio V. Panganiban (ID) Cesar Luis F. Bate (ID) Kerwin Max S. Tan Frederick D. Go (NED)</td></tr></table> <p><b>Definitive Information Statement</b> Part III Control and Compensation Information, Item14. Directors and Executive Officers of the Registrant; pages 84-86 <a href="https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p>	Position	Name of Director	Chairman	Wilfredo A. Paras (ID)	Members	Artemio V. Panganiban (ID) Cesar Luis F. Bate (ID) Kerwin Max S. Tan Frederick D. Go (NED)	
Position	Name of Director								
Chairman	Wilfredo A. Paras (ID)								
Members	Artemio V. Panganiban (ID) Cesar Luis F. Bate (ID) Kerwin Max S. Tan Frederick D. Go (NED)								
Recommendation 3.5									
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party	Compliant	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p> <p><b>Revised Corporate Governance Manual</b> Article III. Governance Structure, B.5 Related Party Transaction Committee, pages 22-24 <b>5. Related Party Transaction Committee</b></p>							

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
transactions of the company.		<p><b>5.1. Mission of the Related Party Transaction (RPT) Committee</b> The mission of the RPT Committee is to ensure that there is group-wide policy and system governing Material Related Party Transactions (MRPTs), particularly those that breach the materiality threshold. The policy shall include the appropriate review and approval of MRPTs, which guarantee fairness and transparency of the transactions.</p> <p><b>5.2. Organization of the Related Party Transaction Committee</b>                      5.2.1. The RPT Committee reports functionally to the Board.                      5.2.2. The RPT Committee shall be composed of at least three (3) Non-Executive Directors, at least one (1) of whom shall always be an Independent Director. The Board may consider Independent Directors to comprise majority membership of the RPT Committee. The Board shall ensure that the members of the RPT Committee are appropriately qualified to discharge their responsibilities.                      5.2.3. The Board shall appoint an Independent Director as Chairman, of the RPT Committee.</p> <p><b>5.3. Functions of the Related Party Transaction Committee</b> The Related Party Transaction Committee shall have the following functions:                      5.3.1. Establish policy on MRPTs that promotes transparency and ensure that transactions occur under conditions that protect the rights of all stakeholders.                      5.3.2. Evaluate on an ongoing basis existing relations between and among businesses and counterparties to</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>ensure that all related parties are continuously identified, MRPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, MRPTs and changes in relationships should be reflected in the relevant reports to the Board and regulators/supervisors;</p> <p>5.3.3. Evaluate all MRPTs to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirements) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate business resources of the Company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating MRPTs, the Committee takes into account, among others, the following:</p> <ul style="list-style-type: none"> <li>• The related party's relationship to the company and interest in the transaction;</li> <li>• The material facts of the proposed MRPT, including the proposed aggregate value of such transaction;</li> <li>• The benefits to the corporation of the proposed MRPT;</li> </ul>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>• The availability of the other sources of comparable products or services; and</li> <li>• An assessment of whether the proposed MRPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The Company shall have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs.</li> </ul> <p>5.3.4. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating the company's MRPT exposures reviewed and approved during the year including unusual or infrequently occurring transactions, and policies on conflicts of interest or potential conflicts of interest. The disclosure shall include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of the company's affiliation or transactions with other related parties;</p> <p>5.3.5. Report to the Board of Directors on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;</p> <p>5.3.6. Ensure that transactions with related parties, including write-off of exposures are subject to periodic independent review or audit process; and</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>5.3.7. Oversee the implementation of the system for identifying, monitoring, measuring, controlling and reporting MRPTs, including periodic review of RPT policies and procedures;</p> <p>5.3.8. If needed, appoint an independent party to evaluate the fairness of the transaction price on the acquisition and disposal of assets, particularly those passing a materiality threshold determined by the RPT Committee.</p> <p><b>5.4. Meetings of the Related Party Transaction Committee</b></p> <p>5.4.1. The RPT Committee shall meet as many times as the Committee deems necessary.</p> <p>5.4.2. The notice and agenda for each meeting shall be circulated to all RPT Committee members at least five (5) business days before each meeting.</p> <p>5.4.3. The RPT Committee may invite other Directors and Management Officers to attend any meeting.</p> <p>5.4.4. The RPT Committee Chairman shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting.</p> <p>5.4.5. A quorum shall be present as long as an Independent Director is present. No business shall be transacted at any meeting unless a quorum is present.</p> <p>5.4.6. Voting on all RPT Committee resolutions shall be carried consistent with Material Related Party Transaction Policy.</p>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION						
		<p>5.4.7. The RPT Committee shall cause proper records of its proceedings to be kept. Members may nominate a person to be the Committee Secretary to record and keep minutes of meetings and other proceedings, and to circulate the same to the RPT Committee members for approval.</p> <p>5.4.8. The RPT Committee may make further rules of procedures or vary or amend existing ones from time to time as the Committee deems fit.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>							
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p> <p>The RPT Committee is composed of three members, the majority of whom are independent directors, including the Chairman.</p> <table><tr><th>Position</th><th>Name of Director</th></tr><tr><td>Chairman</td><td>Cesar Luis F. Bate (ID)</td></tr><tr><td>Members</td><td>Artemio V. Panganiban (ID) Wilfredo A. Paras (ID)</td></tr></table> <p><b>PSE EDGE</b> <b>Results of Organizational Meeting of Board of Directors</b> <a href="https://edge.pse.com.ph/Results of the Organizational Meeting of Board of Directors">https://edge.pse.com.ph/Results of the Organizational Meeting of Board of Directors</a></p>	Position	Name of Director	Chairman	Cesar Luis F. Bate (ID)	Members	Artemio V. Panganiban (ID) Wilfredo A. Paras (ID)	
Position	Name of Director								
Chairman	Cesar Luis F. Bate (ID)								
Members	Artemio V. Panganiban (ID) Wilfredo A. Paras (ID)								

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<b>Board Committee</b> Related Party Transactions (RPT) Committee <a href="https://www.rlcommercialreit.com.ph/governance/board-committees">https://www.rlcommercialreit.com.ph/governance/board-committees</a>	
<b>Recommendation 3.6</b>			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	The company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes, are disclosed and can be found in:  <b>Company Website</b> Board Committees' Charters <a href="https://www.rlcommercialreit.com.ph/governance/board-committees">https://www.rlcommercialreit.com.ph/governance/board-committees</a>	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant		

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p><b>Principle 4:</b> To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.</p>			
<p><b>Recommendation 4.1</b></p>			
<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele- /videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>Compliant</p>	<p>Actual Meetings are conducted instead of tele/videoconferencing.</p> <p>As a policy, members of the Board shall attend regular and special meetings in person or through video/teleconferencing conducted in accordance with the rules and regulations of the SEC except for justifiable reasons that prevent them from doing so.</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure A.6. Board Meetings and Quorum Requirement, page 15</p> <p>6.1. The Board shall schedule meetings at the beginning of the year, and hold regular meetings in accordance with its By-Laws and convene special meetings when required by business exigencies.</p> <p>6.2. The notice and agenda of the meeting and other relevant meeting materials shall be furnished to the Directors at least five (5) business days prior to each meeting, which meeting must be duly minuted.</p> <p>6.3. The members of the Board shall attend regular and special meetings in person or through video/teleconferencing conducted in accordance with the rules and regulations of the SEC except for justifiable reasons that prevent them from doing so.</p> <p>6.4. Independent Directors shall always attend Board meetings. Unless otherwise provided in the By-Laws, their absence shall not affect the quorum requirement. However, the Board may, to</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																								
		<p>promote transparency, require the presence of at least one (1) Independent Director in all its meetings. <a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p>Information on the attendance and participation of directors to Board, Committee and shareholders’ meetings are disclosed and found in:</p> <p><b>Minutes of Annual Stockholders’ Meeting</b> <a href="https://www.edge.pse.com.ph/Minutes%20of%20Annual%20Stockholder's%20Meeting">https://www.edge.pse.com.ph/Minutes of Annual Stockholder's Meeting</a></p> <p><b>Definitive Information Statement, 2023</b> Appraisals and Performance Report of the Board; page 23 <a href="https://edge.pse.com.ph/Definitive%20Information%20Statement%202023">https://edge.pse.com.ph/Definitive Information Statement 2023</a></p> <p>The attendance of the directors at the meetings of the Board of Directors held in 2022 as follows:</p> <table><tr><th>Name</th><th>No. of Meetings Attended/ Held</th><th>Attendance Percentage</th></tr><tr><td>Frederick D. Go</td><td>6/6</td><td>100%</td></tr><tr><td>Jericho P. Go</td><td>6/6</td><td>100%</td></tr><tr><td>Lance Y. Gokongwei</td><td>6/6</td><td>100%</td></tr><tr><td>Kerwin Max S. Tan</td><td>6/6</td><td>100%</td></tr><tr><td>Artemio V. Panganiban</td><td>6/6</td><td>100%</td></tr><tr><td>Cesar Luis F. Bate</td><td>6/6</td><td>100%</td></tr><tr><td>Wilfredo A. Paras</td><td>6/6</td><td>100%</td></tr></table>	Name	No. of Meetings Attended/ Held	Attendance Percentage	Frederick D. Go	6/6	100%	Jericho P. Go	6/6	100%	Lance Y. Gokongwei	6/6	100%	Kerwin Max S. Tan	6/6	100%	Artemio V. Panganiban	6/6	100%	Cesar Luis F. Bate	6/6	100%	Wilfredo A. Paras	6/6	100%	
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Cesar Luis F. Bate	6/6	100%																									
Wilfredo A. Paras	6/6	100%																									
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<p><b>Revised Corporate Governance Manual</b> Article III Governance Structure A.6. Board Meetings and Quorum Requirement, page 15</p> <p>6.1. The Board shall schedule meetings at the beginning of the year, and hold regular meetings in accordance with its By-Laws and convene special meetings when required by business exigencies.</p> <p>6.2. The notice and agenda of the meeting and other relevant meeting materials shall be furnished to the Directors at least five (5)</p>																									

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>business days prior to each meeting, which meeting must be duly minuted.</p> <p>6.3. The members of the Board shall attend regular and special meetings in person or through video/teleconferencing conducted in accordance with the rules and regulations of the SEC except for justifiable reasons that prevent them from doing so.</p> <p>6.4. Independent Directors shall always attend Board meetings. Unless otherwise provided in the By-Laws, their absence shall not affect the quorum requirement.</p> <p>However, the Board may, to promote transparency, require the presence of at least one (1) Independent Director in all its meetings.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>Information on any questions raised or clarification/explanation sought by the directors are disclosed and can be found in:</p> <p><b>Minutes of Annual Stockholders' Meeting</b></p> <p><a href="https://www.edge.pse.com.ph/Minutes of Annual Stockholders Meeting">https://www.edge.pse.com.ph/Minutes of Annual Stockholders Meeting</a></p>	
<b>Recommendation 4.2</b>			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure	Non-Compliant	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p>	The Company sees to it that the members of the board are committed to perform their roles and responsibilities regardless of the number of

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.			<p>board seats they have in other companies and in the absence of policy setting the limit of board seats that a non-executive director can hold. The Company take note of the guidelines on the number of board seats recommended by the Commission to listed companies. Based on the 2022 Board Attendance, all directors had 100% attendance.</p> <p><b>Corporate Governance Manual</b>  <b>Article III Governance Structure</b>  <b>A. Board of Directors</b>  <b>8. Directorships and Officerships in Other Corporations, page 15</b></p> <p>The Board may consider the adoption of guidelines on the number of directorships that its members can hold in publicly-listed corporation, ensuring however that the shareholders legal right to vote and be voted as</p>

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<p>directors remains inviolable.</p> <p>8.1. Any limitation in the number of directorships outside of the Company as may be adopted by Corporation shall not include directorships in the Corporation's subsidiaries, affiliates, parent Company (if any), and affiliates and subsidiaries of such parent Company;</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Definitive Information Statement</b>  Part III Controls and Compensation Information  Item 14 Directors and Executive Officers of the Registrant; pages 84-87</p>

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	
			<a href="https://www.rlcommercial.com.ph/Definitive-Information-Statement-for-2022">https://www.rlcommercial.com.ph/Definitive Information Statement for 2022</a>	
			<b>Name of Director</b>	<b>PLC with Directorship/ Designation</b>
			Frederick D. Go	1. RL Commercial REIT, Inc. – Chairman (Non-Executive Director) 2. Robinsons Land Corporation. – President and CEO 3. Altus Property Ventures, Inc. – President and CEO 4. Cebu Air, Inc. – Non-Executive Director 5. Manila Electric Company – Non-Executive Director



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<div>Lance Y. Gokongwei</div> <div>                     1. RL Commercial REIT, Inc. – (Non-Executive Director)                      2. Robinsons Land Corporation – Chairman (Non-Executive Director)                      3. Universal Robina Corporation – Chairman (Non-Executive Director)                      4. Robinsons Retail Holdings, Inc. – Chairman (Non-Executive Director)                      5. Altus Property Ventures, Inc. – (Non-Executive Director)                      6. JG Summit Holdings, Inc. – President and CEO                 </div>

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<div>7. Cebu Air, Inc. – President and CEO</div> <div>8. Oriental Petroleum and Minerals Corporation – Non-Executive Director</div> <div>9. Manila Electric Company – Vice-Chairman (Non-Executive Director)</div>
			<div>Kerwin Max S. Tan</div> <div>1. RL Commercial REIT, Inc. – Treasurer</div> <div>2. Robinsons Land Corporation – Non-Executive Director</div> <div>3. Altus Property Ventures, Inc. – Non-Executive Director</div>
			<div>Artemio V. Panganiban Jr.</div> <div>1. RL Commercial REIT, Inc. –</div>

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	
				Independent Director
			Wilfredo A. Paras	1. RL Commercial REIT, Inc. – Independent Director
			Cesar Luis F. Bate	1. RL Commercial REIT, Inc. – Independent Director
Recommendation 4.3				
1. The directors notify the company’s board before accepting a directorship in another company.	Compliant	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p>As a policy, a Director shall notify the Board before accepting Directorship in any company.</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure A.8. Directorships and Officerships in Other Corporations; page 15 8.2. A Director shall notify the Board before accepting Directorship in another Company. <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p>The changes, if any, in the Directors’ Directorship are reflected in the Definitive Information Statement.</p>		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<b>Definitive Information Statement</b> PART III – Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, Pages 84-87 <a href="https://edge.pse.com.ph/Definitive%20Information%20Statement%20for%202023">https://edge.pse.com.ph/Definitive Information Statement for 2023</a>	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	Jericho P. Go, Director, 51, is a Director and Chief Executive Officer of RCR. He also serves as the Senior Vice President and Business Unit General Manager of Robinsons Offices in Robinsons Land Corporation. He is concurrently the President of Robinsons Double Dragon Corp. and member of the Board of Directors of Robinsons Equitable Tower Condominium Corporation, Robinsons Summit Center Condominium Corporation and Galleria Corporate Center Condominium Corporation. He has over 28 years of experience in the field of real estate and was responsible for filing and registering the Philippines' very first IT park with the Philippine Economic Zone Authority (PEZA) in 1997. Prior to joining RLC in 2019, he was Senior Vice President of Megaworld Corporation for business development & office leasing, investor relations and public relations from 1997 to 2019. He also held various positions in Greenfield Development Corporation and Ayala Land, Inc. He received a Bachelor of Arts degree in Development Studies from the University of the Philippines and graduated Magna Cum Laude and Class Salutatorian in 1993.	
2. Company schedules board of directors' meetings before the	Compliant	<b>Revised Corporate Governance Manual</b> Article III Governance Structure A.6. Board Meetings and Quorum Requirement, page 15	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT																											
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																								
start of the financial year.		6.1. The Board shall schedule meetings at the beginning of the year, and hold regular meetings in accordance with its By-Laws and convene special meetings when required by business exigencies. <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>																									
3. Board of directors meet at least six times during the year.	Compliant	<p>The Company had 6 board meetings during the year.</p> <p><b>Definitive Information Statement</b> Appraisals and Performance Report of the Board; page 23 <a href="https://edge.pse.com.ph/Definitive Information Statement 2023">https://edge.pse.com.ph/Definitive Information Statement 2023</a></p> <p>The attendance of the directors at the meetings of the Board of Directors held in 2022 as follows:</p> <table><tr><th>Name</th><th>No. of Meetings Attended/ Held</th><th>Attendance Percentage</th></tr><tr><td>Frederick D. Go</td><td>6/6</td><td>100%</td></tr><tr><td>Jericho P. Go</td><td>6/6</td><td>100%</td></tr><tr><td>Lance Y. Gokongwei</td><td>6/6</td><td>100%</td></tr><tr><td>Kerwin Max S. Tan</td><td>6/6</td><td>100%</td></tr><tr><td>Artemio V. Panganiban</td><td>6/6</td><td>100%</td></tr><tr><td>Cesar Luis F. Bate</td><td>6/6</td><td>100%</td></tr><tr><td>Wilfredo A. Paras</td><td>6/6</td><td>100%</td></tr></table>	Name	No. of Meetings Attended/ Held	Attendance Percentage	Frederick D. Go	6/6	100%	Jericho P. Go	6/6	100%	Lance Y. Gokongwei	6/6	100%	Kerwin Max S. Tan	6/6	100%	Artemio V. Panganiban	6/6	100%	Cesar Luis F. Bate	6/6	100%	Wilfredo A. Paras	6/6	100%	
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Cesar Luis F. Bate	6/6	100%																									
Wilfredo A. Paras	6/6	100%																									
2. Company requires as minimum quorum of at least 2/3 for board decisions.		Indicate the required minimum quorum for board decisions																									

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																																																												
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs																																																															
<b>Recommendation 5.1</b>																																																															
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	<p>Information on the number of independent directors in the board is disclosed and can be found in:</p> <p>The Company has 3 Independent Directors.</p> <table><tr><th>No.</th><th colspan="2">RCR</th><th colspan="3">Type of Directorship</th></tr><tr><th></th><th>Name</th><th>Position</th><th>ED</th><th>NED</th><th>ID</th></tr><tr><td>1</td><td>Frederick D. Go</td><td>Director and Chairman</td><td></td><td>✓</td><td></td></tr><tr><td>2</td><td>Jericho P. Go</td><td>Director, President and CEO</td><td>✓</td><td></td><td></td></tr><tr><td>3</td><td>Lance Y. Gokongwei</td><td>Director</td><td></td><td>✓</td><td></td></tr><tr><td>4</td><td>Kerwin Max S. Tan</td><td>Director and Treasurer</td><td>✓</td><td></td><td></td></tr><tr><td>5</td><td>Artemio V. Panganiban</td><td>Independent Director</td><td></td><td></td><td>✓</td></tr><tr><td>6</td><td>Wilfredo A. Paras</td><td>Independent Director</td><td></td><td></td><td>✓</td></tr><tr><td>7</td><td>Cesar Luis F. Bate</td><td>Independent Director</td><td></td><td></td><td>✓</td></tr><tr><td colspan="3">Total</td><td>2</td><td>2</td><td>3</td></tr></table> <p><b>Definitive Information Statement</b> Part III Control and Compensation Information Item 14 Directors and Executive Officers of the Registrant; pages 84-87 <a href="https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p> <p><b>Annual Report SEC 17A;</b> Part III Control and Compensation Information Item 14 Directors and Executive Officer of the Registrant; pages 52-55 <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	No.	RCR		Type of Directorship				Name	Position	ED	NED	ID	1	Frederick D. Go	Director and Chairman		✓		2	Jericho P. Go	Director, President and CEO	✓			3	Lance Y. Gokongwei	Director		✓		4	Kerwin Max S. Tan	Director and Treasurer	✓			5	Artemio V. Panganiban	Independent Director			✓	6	Wilfredo A. Paras	Independent Director			✓	7	Cesar Luis F. Bate	Independent Director			✓	Total			2	2	3	
No.	RCR		Type of Directorship																																																												
	Name	Position	ED	NED	ID																																																										
1	Frederick D. Go	Director and Chairman		✓																																																											
2	Jericho P. Go	Director, President and CEO	✓																																																												
3	Lance Y. Gokongwei	Director		✓																																																											
4	Kerwin Max S. Tan	Director and Treasurer	✓																																																												
5	Artemio V. Panganiban	Independent Director			✓																																																										
6	Wilfredo A. Paras	Independent Director			✓																																																										
7	Cesar Luis F. Bate	Independent Director			✓																																																										
Total			2	2	3																																																										

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 5.2</b>			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>Information on the qualifications of the independent directors is disclosed and can be found:</p> <p><b>Revised Corporate Governance Manual</b> Article I Introduction and Definition of Terms; 9. Independent Director; pages 6-7</p> <p>9. Independent Director – refers to a person who is independent of management and the controlling Shareholders, and is free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a Director. An Independent Director refers to a person who, ideally:</p> <p>9.1 Is not, or has not been a Senior Officer or employee of the covered Company unless there has been change in the controlling interest ownership of the Company;</p> <p>9.2 Is not, and has not been in the three years immediately preceding election, a Director of the covered Company, a Director, Officer, employee of the covered Company’s subsidiaries, associates, affiliates or related companies; or a Director, Officer, employee of the covered Company’s substantial Shareholders and its related companies;</p> <p>9.3 Has not been appointed in the covered Company, its subsidiaries, associates, affiliates or related companies as Chairman “Emeritus”, “Ex-Officio” Director/Officer or Member of any Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities within three years immediately preceding his election;</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
		<p>9.4 Is not an owner of more than two percent (2%) of the outstanding shares of the covered Company, its subsidiaries, associates, affiliates or related companies;</p> <p>9.5 Is not a relative of a Director, Officer, or substantial Shareholder of the covered Company or any of its related companies or of any of its substantial Shareholder. For this purpose, relatives include spouse, parent, child, brother, sister and the spouse of such child, brother or sister;</p> <p>9.6 Is not acting as a nominee or representative of any Director of the covered Company or any of its related companies;</p> <p>9.7 Is not a securities broker-dealer of listed companies and registered issuers of securities;</p> <p>9.8 Is not retained, either in his personal capacity or through a firm, as a professional adviser, auditor, consultant, agent or counsel of the covered Company, any of its related companies or substantial Shareholders, or is otherwise independent of Management and free from any business or other relationship within the three years immediately preceding the date of his election;</p> <p>9.9 Does not engage or has not engaged, whether by himself or with other persons or through a firm of which he is a partner, Director or substantial Shareholders, other than such transactions that are conducted at arm's length and could not materially interfere with or influence the exercise of his independent judgment;</p> <p>9.10 Is not affiliated with any non-profit Corporation that receives significant funding from the covered Company or any of its related companies or substantial Shareholders;</p>	



# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>9.11 Is not employed as an executive Officer of another Company where any of the covered Company's executives serve as Directors.</p> <p>9.12 As a rule, independent directors may serve for a maximum of nine (9) consecutive years starting from 2012, making sure however that the shareholders' legal right to vote and be as directors remains inviolable. If the Corporation wants to retain an independent director who has served for nine consecutive years, the Board shall provide meritorious justifications and advise the shareholders of such justification during the annual shareholders meeting.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Annual Report SEC 17-A</b> Part III Control and Compensation Information; pages 52-55 <a href="https://www.rlcommercialreit.com.ph/Annual%20Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p> <p><b>Definitive Information Statement</b> PART III – Control and Compensation Information, Item 9. Directors and Executive Officers of the Registrant, pages 84-87 <a href="https://www.rlcommercialreit.com.ph/Definitive%20Information%20Statement%20for%202022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that	Compliant	<p>Information that directors are not constrained to vote independently is disclosed and can be found in:</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure A.4. Specific Duties and Responsibilities of a Director; pages 13-14</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
constrain the directors' ability to vote independently.		<p><b>4. Specific Duties and Responsibilities of a Director</b></p> <p>A Director shall endeavor to act in the best interest of the Corporation its shareholders and stakeholders in a manner characterized by fairness, accountability, and transparency.</p> <p>A Director shall observe the following norms of conduct:</p> <p>3.1. Conduct fair and impartial business transactions with the Corporation, and ensure that his personal interest does not conflict with the interests of the Corporation;</p> <p>3.2. Devote the time and attention necessary to properly and effectively perform his duties and responsibilities;</p> <p>3.3. Act judiciously. Before deciding on any matter brought before the Board, a Director should carefully evaluate the issues and, if necessary, make inquiries and request clarification;</p> <p>3.4. Exercise independent judgment. A Director should view each problem or situation objectively;</p> <p>3.5. Have a working knowledge of the statutory and regulatory requirements that affect the Corporation, including its Articles of Incorporation and By-Laws, the rules and regulations of the SEC and, where applicable, the requirements of relevant regulatory agencies;</p> <p>3.6. Observe confidentiality. A Director should keep secure and confidential all nonpublic information he may acquire or learn by reason of his position as Director;</p> <p>3.7. Have a working knowledge of the Corporation's control systems. A Director shall ensure the continuing soundness, effectiveness and adequacy of the Corporation's control environment; and</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION														
		<p>3.8. Disclose to the Philippine Stock Exchange (PSE) and the SEC the trading of the Corporation’s shares by Directors, Officers (or persons performing similar functions) and controlling Shareholders. This shall also include the disclosure of the Corporation’s purchase of its shares from the market (e.g. share buy-back program).</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>															
Recommendation 5.3																	
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Information on the years IDs have served as such is disclosed and can be found in:</p> <p><b>Definitive Information Statement</b> PART III – Control and Compensation Information, Item 9. Directors and Executive Officers of the Registrant, pages 84-87 <a href="https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a> Annex A-C Certification of Independent Directors; pages 29-33</p> <table><tr><th rowspan="2">Director’s Name</th><th colspan="2">No. of years served as director as of 2022</th></tr><tr><th>From first election</th><th>Reckoning from 2012</th></tr><tr><td>1. Artemio V. Panganiban Jr., September 14, 2021</td><td>2</td><td>2</td></tr><tr><td>2. Wilfredo A. Paras, September 14, 2021</td><td>2</td><td>2</td></tr><tr><td>3. Cesar Luis F. Bate, September 14, 2021</td><td>2</td><td>2</td></tr></table>	Director’s Name	No. of years served as director as of 2022		From first election	Reckoning from 2012	1. Artemio V. Panganiban Jr., September 14, 2021	2	2	2. Wilfredo A. Paras, September 14, 2021	2	2	3. Cesar Luis F. Bate, September 14, 2021	2	2	
Director’s Name	No. of years served as director as of 2022																
	From first election	Reckoning from 2012															
1. Artemio V. Panganiban Jr., September 14, 2021	2	2															
2. Wilfredo A. Paras, September 14, 2021	2	2															
3. Cesar Luis F. Bate, September 14, 2021	2	2															

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION				
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Information on the company’s policy on term limits for its independent director is disclosed and can be found in:  Provide reference to the meritorious justification and proof of shareholders’ approval during the annual shareholders’ meeting.  <b>Revised Corporate Governance Manual</b> Article I Introduction and Definition of Terms B.9. Independent Director, 9.12; page 7					
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders’ approval during the annual shareholders’ meeting.	Compliant	9.12. As a rule, independent directors may serve for a maximum of nine (9) consecutive years starting from 2012, making sure however that the shareholders’ legal right to vote and be as directors remains inviolable. If the Corporation wants to retain an independent director who has served for nine consecutive years, the Board shall provide meritorious justifications and advise the shareholders of such justification during the annual shareholders meeting.  <a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>					
Recommendation 5.4							
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Following are company’s Chairman of the Board and Chief Executive Officer (CEO): <table><tr><td>Chairman</td><td>Frederick D. Go</td></tr><tr><td>Chief Executive Officer</td><td>Jericho P. Go</td></tr></table>	Chairman	Frederick D. Go	Chief Executive Officer	Jericho P. Go	
Chairman	Frederick D. Go						
Chief Executive Officer	Jericho P. Go						

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>Annual Report SEC 17-A</b> Part III Control and Compensation Information; pages 52-55 <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p> <p><b>Definitive Information Statement</b> PART III – Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, pages 84-85 <a href="https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p> <p><b>Results of the Organizational Meeting of Board of Directors</b> <a href="https://edge.pse.com.ph/Results of the Organizational Meeting of Board of Directors">https://edge.pse.com.ph/Results of the Organizational Meeting of Board of Directors</a></p>	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>Information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure C. The Chairman; pages 24-25 The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and Shareholders. The Chairman shall also assist in ensuring compliance with and performance of the Corporate Governance policies and practices.</p> <p>As needed or in accordance with applicable regulations such as the Revised Code of Corporate Governance, the roles of Chairman and the CEO may be separated in order to foster an appropriate balance of power, increased accountability, and better capacity for independent</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
		<p>decision-making by the Board. A clear delineation of functions shall be made between the roles of the Chairman and CEO.</p> <p>If the roles of Chairman and CEO are unified, the proper checks and balances shall be laid down to ensure that the Board gets the benefit of independent views and perspectives.</p> <p>The Board may consider designating a Lead Director among the Independent Directors if the Chairman of the Board is not an Independent Director and if the positions of the Chairman of the Board and CEO are held by one person. The Lead Director shall be the intermediary between the Chairman and the other Directors when necessary; convene and chair meetings of the Non-Executive Directors; and contribute to the performance evaluation of the Chairman, as required.</p> <p>The duties and responsibilities of the Chairman in relation to the Board may include, among others, the following:</p> <ol style="list-style-type: none"> <li>1. The Chairman shall supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary and Management and make certain that such agenda focuses on strategic matters, including the overall risk appetite of the Corporation, considering the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations;</li> <li>2. Guarantee that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions;</li> </ol>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>3. Facilitate discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual Directors;</p> <p>4. Ensure that the Board sufficiently challenges and inquires on reports submitted and representations made by Management;</p> <p>5. Assure the availability of proper orientation for first-time Directors and continuing training opportunities and requirements for all Directors; and</p> <p>6. Make sure that performance of the Board is evaluated at least once a year and discussed/ followed up on.</p> <p>D. The CEO; pages 25-26  <b>Duties and Responsibilities of the CEO:</b></p> <p>1. Communicate and implement the Corporation's vision, mission, values and overall strategy and promote any Corporation or Stakeholder change in relation to the same;</p> <p>2. Build the corporate culture and motivate the employees of the Corporation. Direct, evaluate and guide the work of key Officers of the Corporation;</p> <p>3. Oversee the operations of the Corporation and manage human and financial resources in accordance with the strategic plan;</p> <p>4. Serve as the link between internal operations as well as internal and external Stakeholders;</p> <p>5. Exercise general care, management and administration of the business operations of the Company. He shall ensure that: (a) the business and affairs of the Company are managed in a sound and</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION				
		<p>prudent manner; and (b) operational, financial and internal controls are adequate and effective to ensure reliability and integrity of financial and operational information, effectiveness and efficiency of operations, safeguarding of assets and compliance with laws, rules, regulations and contracts;</p> <p>6. Provide leadership for Management in determining, developing and implementing business strategies, plans and budgets to the extent approved by the Board. He shall provide the Board with a balanced and understandable account of the Company’s performance, financial condition, results of operations and prospects on a regular basis;</p> <p>7. Provide the Directors/Board with adequate and timely information about the matters to be taken up in their Board meetings and, upon the request of any Director or the Board, make presentations on specific topics and respond to further inquiries in relation thereto during Board meetings. The Directors shall have independent access to Management; and</p> <p>8. Formulate, under the oversight of the Audit Committee, financial reporting and internal control systems, rules and procedures.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p>Identify the relationship of Chairman and CEO.</p> <table><tr><td>Chairman</td><td>Frederick D. Go</td></tr><tr><td>Chief Executive Officer</td><td>Jericho P. Go</td></tr></table> <p>The Chairman and the CEO are not related.</p>	Chairman	Frederick D. Go	Chief Executive Officer	Jericho P. Go	
Chairman	Frederick D. Go						
Chief Executive Officer	Jericho P. Go						



# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non-Compliant	Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.	<p>Chairman is a Non-Executive Director.</p> <p>The <b>Revised Corporate Governance Manual</b> states that, "The Board <u>may</u> consider designating a Lead Director among the Independent Directors if the Chairman of the Board is not an Independent Director and if the position of the Chairman of the Board and CEO are held by one person. For the past Financial Year, there was no need for this designation. The Lead Director shall be the intermediary between the Chairman and the other Directors when necessary; convene and chair meetings of the Non-Executive Directors; and contribute to the performance evaluation of the Chairman, as required.</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  C. Chairman; page 24  D. CEO; page 25</p>

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>
<b>Recommendation 5.6</b>			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	Provide proof of abstention, if this was the case.  No Director had a material interest in any transaction executed by the Company during the Financial Year.	
<b>Recommendation 5.7</b>			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-Compliant	Provide proof and details of said meeting, if any.  Provide information on the frequency and attendees of meetings.	The Revised Corporate Governance Manual states that, "The Audit Committee <u>may</u> opt to meet without the presence of the CEO or other management team members, and periodically meet with the Internal Audit Head. For the past Financial Year, the Committee has not seen yet the need for this separate meeting.  <b>Revised Corporate Governance Manual</b>
2. The meetings are chaired by the lead independent director.	Non-Compliant		

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<p>Article III Governance Structure  B. Board Committees  2.4 Meetings of the Audit Committee, 2.4.1; page 18  The Audit Committee shall meet quarterly and as often as may be necessary. The Audit Committee may opt to meet without the presence of the CEO or other management team members, and periodically meet with the Internal Audit Head.  <a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	<p>Provide name/s of company CEO for the past 2 years</p> <p>The Company's President and CEO is Mr. Jericho P. Go.  <a href="https://www.rlcommercialreit.com.ph/GIS2021">https://www.rlcommercialreit.com.ph/GIS2021</a>  <a href="https://www.rlcommercialreit.com.ph/GIS2022">https://www.rlcommercialreit.com.ph/GIS2022</a></p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Principle 6:</b> The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
<b>Recommendation 6.1</b>			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	
2. The Chairman conducts a self-assessment of his performance.	Compliant	Members of the Board conduct collective and individual annual assessment of the Board performance through a Board Assessment Review initiated by the Corporate Governance Committee. Results of the Board and Committee Assessments are presented to the Board Corporate Governance Committee and circulated to the Board for their feedback and confirmation.	
3. The individual members conduct a self-assessment of their performance.	Compliant	<b>Company Website</b> <b>Corporate Governance Company Policies</b> <a href="https://www.rlcommercialreit.com.ph/company-policies">https://www.rlcommercialreit.com.ph/company-policies</a>	
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Compliant	Identify the external facilitator and provide proof of use of an external facilitator.  The Company is in its second year of implementing Self-Assessment.	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
		The Company shall consider engaging an external facilitator every three (3) years for the year-end assessments.	
<b>Recommendation 6.2</b>			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	<p>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from Shareholders</p> <p>Members of the Board conduct collective and individual annual assessment of the Board performance through a Board Assessment Review initiated by the Corporate Governance Committee. Results of the Board and Committee Assessments are presented to the Board Corporate Governance Committee and circulated to the Board for their feedback and confirmation.</p> <p><b>Company Website</b>  <b>Corporate Governance Company Policies</b>  <a href="https://www.rlcommercialreit.com.ph/company-policies">https://www.rlcommercialreit.com.ph/company-policies</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p>Information on the feedback mechanism from shareholders is disclosed and can be found in:</p> <p><b>Revised Corporate Governance Manual</b> Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 34</p> <p><b>A. Shareholders</b>  <b>A.1. Shareholders' Rights</b>  The Board is committed to treat all Shareholders fairly and equitably, and shall recognize, protect and facilitate the exercise of their rights. These rights relate to the following among others:  1. <b>Right to vote on all matters that require their consent or approval</b></p> <p>Article VII Corporate Governance Monitoring and Self-Assessment; page 36</p> <p>B. The Board shall have in place a system that provides the criteria and process to determine the performance of the Board, the individual Directors, and Committees including feedback from Shareholders.  <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Principle 7:</b> Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
<b>Recommendation 7.1</b>			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Information on the company's <b>Code of Business Conduct and Ethics</b> is disclosed and can be found in:  <b>Company Website</b> <b>Code of Business Conduct and Ethics</b> <a href="https://www.rlcommercialreit.com.ph/code-of-business-conduct-and-ethics">https://www.rlcommercialreit.com.ph/code-of-business-conduct-and-ethics</a>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Information on how the company disseminated the Code to its Board, senior management and employees is disclosed and can be found in:  <b>Revised Corporate Governance Manual</b> Article IX Communication, Education and Training; page 38 <b>A. COMMUNICATION</b> This Corporate Governance Manual shall be posted in the Company's Website that can be readily accessed by any interested party.  The Board shall oversee the dissemination of this Corporate Governance Manual to all employees and related third parties, and to likewise enjoin compliance.	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>B. EDUCATION AND TRAINING</b></p> <p>Every Director shall receive appropriate orientation when he is first appointed to the Board of Directors, in order to ensure that incoming Directors are appropriately apprised of their duties and responsibilities before beginning their Directorships. The orientation program shall include SEC-mandated topics on Corporation Governance and an introduction to the Company's business, Articles of Incorporation, and Code of Business Conduct and Ethics.</p> <p>Likewise, Management Officers shall receive appropriate orientation on his duties as a management executive and how to discharge these duties when he is first appointed to the Corporation. This will ensure that incoming Senior Management Officers are familiar with the Corporation's business and governance processes.</p> <p>Each Director and key Officer shall be required to attend a training program on Corporate Governance and relevant topics every year. The training program shall ensure that Directors and key Officers are continuously informed of the developments in the business and regulatory environments, including emerging risks relevant to the Company as well as Corporate Governance matters including audit, internal controls, risk management, sustainability and strategy.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
3. The Code is disclosed and made available to the public through the Company Website.	Compliant	<p>The <b>Code of Business Conduct and Ethics</b> is posted/ disclosed at:</p> <p><b>Company Website</b></p> <p><b>Code of Business Conduct and Ethics</b></p> <p><a href="https://www.rlcommercialreit.com.ph/code-of-business-conduct-and-ethics">https://www.rlcommercialreit.com.ph/code-of-business-conduct-and-ethics</a></p>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Information on the company's policy and procedure on curbing and penalizing bribery is disclosed and can be found in:  <b>Company Website</b> <b>Code of Business Conduct and Ethics</b> <a href="https://www.rlcommercialreit.com.ph/code-of-business-conduct-and-ethics">https://www.rlcommercialreit.com.ph/code-of-business-conduct-and-ethics</a>	
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies is found in.  <b>Company Website</b> <b>Code of Business Conduct and Ethics</b> <a href="https://www.rlcommercialreit.com.ph/code-of-business-conduct-and-ethics">https://www.rlcommercialreit.com.ph/code-of-business-conduct-and-ethics</a>  Conflicts of Interest <a href="https://www.rlcommercialreit.com.ph/governance/company-policies">https://www.rlcommercialreit.com.ph/governance/company-policies</a>	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	The Company has an Online Self-Disclosure tool where all concerned employees are required to answer.  The following are required to comply with the Code of Business Conduct and Ethics. There are no material findings on noncompliance. <ul style="list-style-type: none"><li>• All new employees regardless of rank/position level (for pre-employment declaration/disclosure)</li><li>• All employees in the managerial and executive levels</li></ul>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<ul style="list-style-type: none"> <li>All employees with procurement, retail merchandising, CAPEX project management, and leasing functions</li> <li>Technical specialists involved in CAPEX projects</li> <li>All employees involved in engineering fabrications (whether OPEX or CAPEX)</li> <li>All employees that will be required by their Immediate Heads.</li> </ul>	
Disclosure and Transparency			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p>Information on the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders are disclosed and can be found in:</p> <p><b>Revised Corporate Governance Manual</b> Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 34</p> <p><b>A. Shareholders</b></p> <p><b>A.1. Shareholders' Rights</b> The Board is committed to treat all Shareholders fairly and equitably, and shall recognize, protect and facilitate the exercise of their rights. These rights relate to the following among others:</p> <p><b>2. Right to inspect corporate books and records</b> Any stockholder who desires to exercise his right to inspect corporate books and records of the Company must make a written request addressed to the Corporate Secretary, and stating the specific reason(s) or purpose(s) for the inspection. The exercise of such right may be denied if:</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>(i) The requesting stockholder improperly used information obtained from prior examination;</p> <p>(ii) Is not acting in good faith; or</p> <p>(iii) There is a reasonable ground to safeguard the interests of the Company, such as when the subject of inspection contains confidential or proprietary information or covered by a confidentiality or nondisclosure obligation which will be violated by the Company if inspection were allowed. In no case shall the stockholder be allowed to take corporate books and other records out of the principal office of the Company for the purpose of inspecting them. The Corporate Secretary may elevate the request for inspection for the information, approval, or other appropriate action by the Board.</p> <p><b>3. Right to information</b></p> <p>Stockholders shall be provided, upon request, with periodic reports filed by the Company with the SEC (e.g., proxy statement/information statement and annual report) which disclose personal or professional information about the Directors and Officers such as their educational and business background, holdings of the Company's shares, material transactions with the Company, relationship with other Directors and Officers and the aggregate compensation of Directors and Officers.</p> <p>Article VIII Disclosure and Transparency; page 37</p> <p>The Board shall establish policies to ensure the comprehensive, accurate, reliable and timely report to the shareholders and other stakeholders that give a fair and complete picture of Company's financial condition, results and business operations in accordance with the disclosure and reporting requirements of SEC, PSE and other regulators. This shall include material and reportable non-financial and sustainability issues related to EESG concerns of its business. The</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Company may consider adopting globally recognized standards/framework in reporting sustainability and non-financial issues. It shall cause the filing of all required information through the appropriate PSE mechanisms for listed companies and submissions to the SEC for the interest of its Shareholders and other Stakeholders.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
<b>Supplement to Recommendations 8.1</b>			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions.</p> <p>Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	Non-Compliant	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p>Annual and Quarterly Consolidated Financial Statements are submitted and published within <u>90 days</u> and <u>40 days</u>, respectively, compliant with the Philippine regulatory requirements.</p> <p>Annual Report Posting Date to PSE EDGE: April 03, 2023 (93 days) Quarterly Report Posting Date to PSE: Nov. 10, 2022 (41 days)</p> <p><a href="https://edge.pse.com.ph/company disclosures">https://edge.pse.com.ph/company disclosures</a></p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> <li>1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders;</li> <li>2. cross-holdings among company affiliates; and</li> <li>3. any imbalances between the controlling shareholders' voting power and overall equity position in the company.</li> </ol> <p><b>Annual Report SEC Form 17A</b>  Part I. Business and General Information, G. Industry Risk; Page 10-11  20. Financial Risk Management Objectives and Policies; Pages 140-143  <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	
<b>Recommendation 8.2</b>			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares	Compliant	<p>Information on the company's policy requiring directors and officers to disclose their dealings in the company's share is disclosed and found in:</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  A.4. Specific Duties and Responsibilities of a Director; page 14</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
within three business days.		4.8. Disclose to the Philippine Stock Exchange (PSE) and the SEC the trading of the Corporation's shares by Directors, Officers (or persons performing similar functions) and controlling Shareholders. This shall also include the disclosure of the Corporation's purchase of its shares from the market (e.g. share buy-back program).	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Article VIII Disclosure and Transparency; page 37</p> <p>The Company shall have a policy requiring all directors and officers to disclose/report to the Company through the Compliance Officer any dealings in the Company's shares within three business days.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <p><b>Company Website</b></p> <p><b>Insider Trading Policy</b></p> <p>The Company shall abide by the provisions of law set forth in the Securities Regulation Code and shall implement policies and procedures to prevent the unauthorized disclosure or misuse of material, non-public information in securities trading to preserve the reputation and integrity of the Company.</p> <p><a href="https://www.rlcommercialreit.com.ph/Insider Trading Policy">https://www.rlcommercialreit.com.ph/Insider Trading Policy</a></p> <p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>Definitive Information Statement</b></p> <p><b>2. Directors Disclosures on Self-Dealing and Related Party Transactions,</b> page 20</p> <p>No transaction, without proper disclosure, was undertaken by the Corporation in which any director, executive officer, or any nominee for election as director was involved or had a direct or indirect material interest.</p> <p>Directors, officers and employees of the Corporation are required to promptly disclose any business or family related transactions with the Corporation to ensure that potential conflicts of interest are surfaced and brought to the attention of management.</p> <p><a href="https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p>	
<b>Supplement to Recommendation 8.2</b>			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase	Compliant	<p>Information on the shareholdings of directors, management and top 100 shareholders are disclosed in:</p> <p><b>Revised Corporate Governance Manual</b></p> <p>Article III Governance Structure</p> <p>A.4. Specific Duties and Responsibilities of a Director; page 14</p> <p>4.8. Disclose to the Philippine Stock Exchange (PSE) and the SEC the trading of the Corporation's shares by Directors, Officers (or persons performing similar functions) and controlling Shareholders. This shall also include the disclosure of the Corporation's purchase of its shares from the market (e.g. share buy-back program).</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
of its shares from the market (e.g. share buy-back program).		<p>Article VIII Disclosure and Transparency; page 37</p> <p>The Company shall have a policy requiring all directors and officers to disclose/report to the Company through the Compliance Officer any dealings in the Company's shares within three business days.  <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Definitive Information Statement</b></p> <p><b>2. Directors Disclosures on Self-Dealing and Related Party Transactions,</b> page 20</p> <p>No transaction, without proper disclosure, was undertaken by the Corporation in which any director, executive officer, or any nominee for election as director was involved or had a direct or indirect material interest.</p> <p>Directors, officers and employees of the Corporation are required to promptly disclose any business or family related transactions with the Corporation to ensure that potential conflicts of interest are surfaced and brought to the attention of management.  <a href="https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p>	



# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Link or reference to the company's Conglomerate Map.</p> <p><b>Company Website</b>  <a href="https://www.rlcommercialreit.com.ph/corporate-structure">https://www.rlcommercialreit.com.ph/corporate-structure</a></p> <p><b>Annual Report SEC Form 17A</b>  Map of the Relationships of the Company within the Group; page 152  <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	
<b>Recommendation 8.3</b>			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Information on the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended are disclosed in:</p> <p>Information the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p><b>Definitive Information Statement</b> Part III Control and Compensation Information Item 14. Directors and Executive Officers of the Registrant; Directors' and Key Officers' Experience pages 84-87 <a href="https://www.rlcommercialreit.com.ph/Definitive%20Information%20Statement%20for%202022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p> <p><b>Annual Report SEC Form 17A</b> Part III Control and Compensation Information Item 14. Directors and Executive Officers of the Registrant; pages 52-55 <a href="https://www.rlcommercialreit.com.ph/Annual%20Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	<p>Company policy and practice for setting board remuneration is disclosed and can be found in:</p> <p>Information on the company policy and practice for determining executive remuneration is disclosed and can be found in:</p> <p><b>Revised Corporate Governance Manual</b> Article III Governance Structure A.7. Remuneration of Directors and Officers; page 15</p>	
2. Company provides a clear disclosure of its policies and procedure for setting	Compliant	<p>7.1 Formal procedures for the development of a policy on the levels of remuneration for Directors and Officers shall be established by the Corporation.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
executive remuneration, including the level and mix of the same.		<p>7.2 The levels of remuneration shall be sufficient to be able to attract and retain the services of qualified and competent Directors and Officers.</p> <p>7.3 No Director shall participate in deciding on his remuneration.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Company Website</b></p> <p>Succession Planning and Remuneration Policy</p> <p>12. The Corporate Governance Committee shall recommend and the Board of Directors shall approve the remuneration of Executive and Non-Executive Directors.</p> <p>12.1. Fixed remuneration for Non-Executive directors (including Independent Directors) shall reflect the time commitment and responsibilities of the role.</p> <p>12.2. The remuneration of Executive Directors may be a combination of fixed monthly salary in terms of their appointment as approved by the Board and variable pay based on the Company's and individual performance. The Corporate Governance Committee shall determine and decide the performance parameters and/or measurable standards applicable to the Executive Directors that will serve as the basis for the variable pay.</p> <p>12.3. The Corporate Governance Committee may consider aligning Key Executives and Board remuneration with the longer-term interests of the company and its shareholders.</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>13. The compensation structure for Key Management Personnel and Senior Management Team members may consist of fixed salary component and variable performance-based compensation. The compensation structure shall be devised to help the Company attract and retain top talents to efficiently run the Company with a long-term perspective.</p> <p><a href="https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy">https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy</a></p>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-Compliant	Breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO is disclosed in:	<p>Disclosure of the Director Remuneration and Executive Compensation in aggregate amount and can be found in the:</p> <p><b>Annual Report SEC Form 17A</b> Part III Control and Compensation Information, Item 15. Executive Compensation; page 55-56 <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<p>Item 15. Executive Compensation</p> <p>a) Compensation of Directors and Executive Officers</p> <p><u>Directors</u> The Company's By-Laws provides that each Director shall receive a reasonable per diem for his or her attendance at every meeting of the Board of Directors. Furthermore, every member of the Board shall receive such compensation for their services, as may, from time to time, be determined by the Board.</p> <p>55   Page</p> <hr/> <p>Total amount of per diem paid to the directors for the year ending December 31, 2022 and 2021 amounted to ₱6,120,000 and ₱450,000.</p> <p><u>Officers</u> The officers of the Company do not receive compensation from the Company. The compensation of these officers is paid by the Sponsor, RLC.</p> <p>There are no other executive officers other than aforementioned and there was no other compensation paid to the directors for the periods indicated.</p>
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	<p>Information of the company's RPT policies is disclosed and can be found in:</p> <p><b>Revised Corporate Governance Manual</b> Article VIII Disclosure and Transparency; page 38 The Company shall disclose its policies governing RPTs and other unusual or infrequently occurring transactions. The material or significant RPTs reviewed and approved during the year shall be disclosed in its Annual Corporate Governance Report. <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>Material Related Party Transactions Policy</b>  <a href="https://www.rlcommercialreit.com.ph/MRPT Policy">https://www.rlcommercialreit.com.ph/MRPT Policy</a></p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>For the past Financial Year, there was no transaction decided by the board involving conflict of interest with any director.</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> <li>1. name of the related counterparty;</li> <li>2. relationship with the party;</li> <li>3. transaction date;</li> <li>4. type/nature of transaction;</li> <li>5. amount or contract price;</li> <li>6. terms of the transaction;</li> <li>7. rationale for entering into the transaction;</li> <li>8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</li> <li>9. other terms and conditions</li> </ol>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>All material RPTs are disclosed in the:</p> <p><b>Annual Report SEC form 17-A</b>  <b>Part III – Control and Compensation</b>  Item 16. Certain Relationships And Related Party Transactions  Related Party Transactions; pages 56-57</p> <p>Notes to Consolidated Financial Statements, Note 13, pages 133-135  <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p><b>Revised Corporate Governance Manual</b></p> <p>Article III Governance Structure  A.4. Specific Duties and Responsibilities of a Director, page 13  A Director shall endeavor to act in the best interest of the Corporation its shareholders and stakeholders in a manner characterized by fairness, accountability, and transparency.</p> <p>A Director shall observe the following norms of conduct:  4.1. Conduct fair and impartial business transactions with the Corporation, and ensure that his personal interest does not conflict with the interests of the Corporation;  Article VIII Disclosure and Transparency; page 38</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>The Company shall fully disclose all relevant and material information on individual board members and key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment. This includes directors and key officer's qualifications, share ownership in the Company, membership in other boards, other executive positions, and corporate governance trainings attended.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
<b>Optional : Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	<p>Link or reference where this is disclosed:  <b>Annual Report SEC form 17-A</b>  <b>Part III – Control and Compensation</b>  Item 16. Certain Relationships and Related Party Transactions  Related Party Transactions; pages 56-57</p> <p>Notes to Consolidated Financial Statements, Note 13, page 133-135  <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 8.6</b>			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<p>Link or reference where this is disclosed:</p> <p><b>Company Website</b> SEC Form 17-C <a href="https://www.rlcommercialreit.com.ph/disclosures/sec-and-pse-filings/form-17-c">https://www.rlcommercialreit.com.ph/disclosures/sec-and-pse-filings/form-17-c</a></p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	<p>Identify independent party appointed to evaluate the fairness of the transaction price</p> <p><b>Revised Corporate Governance Manual</b> The Corporate Governance Manual requires the Board, if needed, to appoint an independent party to evaluate the fairness of the transaction price on the acquisition and disposal of assets, particularly those passing a materiality threshold determined by the RPT Committee. <a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>In 2022, FTI Consulting has been engaged to assist the company in the valuation of the transaction price of the acquired assets.</p> <p>See <b>ANNEX 4</b> for the sample report addressed to the Board of Directors.</p>	
<b>Supplement to Recommendation 8.6</b>			
<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	Compliant	<p>Provide link or reference where these are disclosed.</p> <p><b>Company Website</b> SEC Form 17-C <a href="https://www.rlcommercialreit.com.ph/disclosures/sec-and-pse-filings/form-17-c">https://www.rlcommercialreit.com.ph/disclosures/sec-and-pse-filings/form-17-c</a></p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 8.7			
1. Company’s corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	The Manual on Corporate Governance is posted in the:  The Revised Corporate Governance Manual (RCGM) is posted in the company website. Further, the updated RCGM is reported in PSE EDGE on March 16, 2022.  <b>Revised Corporate Governance Manual</b> <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>	
2. Company’s MCG is submitted to the SEC and PSE.	Compliant	<b>PSE EDGE</b> <a href="https://edge.pse.com.ph/Revised Corporate Governance Manual">https://edge.pse.com.ph/Revised Corporate Governance Manual</a>	
3. Company’s MCG is posted on its Company Website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Provide proof of submission.  The Manual on Corporate Governance is posted in the:  The Revised Corporate Governance Manual (RCGM) is posted in the company website. Further, the updated RCGM is reported in PSE EDGE on March 16, 2022.  <b>Revised Corporate Governance Manual</b> <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>  <b>PSE EDGE</b> <a href="https://edge.pse.com.ph/Revised Corporate Governance Manual">https://edge.pse.com.ph/Revised Corporate Governance Manual</a>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																								
Optional: Principle 8																											
1. Does the company’s Annual Report disclose the following information:		The company’s Annual Report containing the said information are:																									
a. Corporate Objectives	Compliant	<b>Company Website</b> <b>Annual Report SEC Form 17A</b> <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a>																									
b. Financial performance indicators	Compliant	<b>Board of Directors Attendance</b> <a href="https://edge.pse.com.ph/Definitive Information Statement 2023">https://edge.pse.com.ph/Definitive Information Statement 2023</a> <div>The attendance of the directors at the meetings of the Board of Directors held in 2022 as follows:</div> <table><thead><tr><th>Name</th><th>No. of Meetings Attended/ Held</th><th>Attendance Percentage</th></tr></thead><tbody><tr><td>Frederick D. Go</td><td>6/6</td><td>100%</td></tr><tr><td>Jericho P. Go</td><td>6/6</td><td>100%</td></tr><tr><td>Lance Y. Gokongwei</td><td>6/6</td><td>100%</td></tr><tr><td>Kerwin Max S. Tan</td><td>6/6</td><td>100%</td></tr><tr><td>Artemio V. Panganiban</td><td>6/6</td><td>100%</td></tr><tr><td>Cesar Luis F. Bate</td><td>6/6</td><td>100%</td></tr><tr><td>Wilfredo A. Paras</td><td>6/6</td><td>100%</td></tr></tbody></table>	Name	No. of Meetings Attended/ Held	Attendance Percentage	Frederick D. Go	6/6	100%	Jericho P. Go	6/6	100%	Lance Y. Gokongwei	6/6	100%	Kerwin Max S. Tan	6/6	100%	Artemio V. Panganiban	6/6	100%	Cesar Luis F. Bate	6/6	100%	Wilfredo A. Paras	6/6	100%	
Name	No. of Meetings Attended/ Held	Attendance Percentage																									
Frederick D. Go	6/6	100%																									
Jericho P. Go	6/6	100%																									
Lance Y. Gokongwei	6/6	100%																									
Kerwin Max S. Tan	6/6	100%																									
Artemio V. Panganiban	6/6	100%																									
Cesar Luis F. Bate	6/6	100%																									
Wilfredo A. Paras	6/6	100%																									
c. Non-financial performance indicators	Compliant																										
d. Dividend Policy	Compliant																										
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant																										

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
f. Attendance details of each director in all directors meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors			
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	<p>Provide link or reference to where this is contained in the Annual Report Part IV, Corporate Governance; page 58</p> <p><b>Company Website</b>  <b>Annual Report SEC Form 17A</b>  <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p> <p>The Company fosters transparency, compliance, and adherence to the highest standard of governance. The Audit Committee and the Related Party Transactions Committee are headed by an Independent Director. The Company has three (3) Independent Directors on its Board. Unanimous vote of Independent Directors is required for certain transactions such as related Party Transactions. There has been no deviation from the Company's Revised Manual since it was adopted.</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	<p>Link or reference to where this is contained in the Annual Report</p> <p><b>Annual Report SEC form 17-A</b>  <b>Financial Risk Management Objectives and Policies</b>, page 141</p> <p>The Company reviews policies for managing each of these risks. The Company monitors market price risk from all financial instruments and regularly reports financial management activities and the results of these activities to the BOD.</p> <p>Exposure to credit, interest rate and liquidity risks arise in the normal course of the Company's business activities. The main objectives of the Company's financial risk management follow:</p> <ul style="list-style-type: none"> <li>• to identify and monitor such risks on an ongoing basis;</li> <li>• to minimize and mitigate such risks; and</li> <li>• to provide a degree of certainty about costs</li> </ul> <p><a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk	Compliant	<p>Link or reference to where this is contained in the Annual Report</p> <p><b>Annual Report SEC form 17-A</b>  <b>Financial Risk Management Objectives and Policies</b>, page 140</p> <p>The Company reviews policies for managing each of these risks. The Company monitors market price risk from all financial instruments and regularly reports financial management activities and the results of these activities to the BOD.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
management systems.		<p>Exposure to credit, interest rate and liquidity risks arise in the normal course of the Company's business activities. The main objectives of the Company's financial risk management follow:</p> <ul style="list-style-type: none"> <li>• to identify and monitor such risks on an ongoing basis;</li> <li>• to minimize and mitigate such risks; and</li> <li>• to provide a degree of certainty about costs</li> </ul> <p><a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	<p>Link or reference to where these are contained in the Annual Report</p> <p><b>Annual Report SEC Form 17A</b></p> <p>Notes to Consolidated Financial Statements, Note 20, Financial Risk Management Objectives and Policies, pages 140-143</p> <p><a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p><b>Principle 9:</b> The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.</p>			
<p><b>Recommendation 9.1</b></p>			
<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	Compliant	<p>Information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor is disclosed and can be found in:</p> <p><b>Revised Corporate Governance Manual</b>            Article III Governance Structure            B.2. Audit Committee; page 18            2.3.11. Recommend the appointment, re-appointment, removal and fees of the External Auditor;  <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	Compliant	<p>68.92% percentage of shareholders ratified the appointment of the external auditor.  <a href="https://www.edge.pse.com.ph/Minutes of Annual Stockholder's Meeting">https://www.edge.pse.com.ph/Minutes of Annual Stockholder's Meeting</a></p>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	Information on or link/reference to a document containing the company's reason for removal or change of external auditor:  For the past financial year, there was no removal of external auditor.	
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Information on or link/reference to a document containing the policy of rotating the lead audit partner every five years:  <b>Revised Corporate Governance Manual</b> Article V, A. Accountability and Audit, page 33 5. The External Auditor shall be rotated or changed every five (5) years or earlier, or the signing partner of the External Auditing firm assigned to the Corporation, should be changed with the same frequency. <a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>	
<b>Recommendation 9.2</b>			
1. Audit Committee Charter includes the Audit Committee's responsibility on:	Compliant	Link/reference to the company's Audit Committee Charter:  Audit Committee Charter <b>Company Website</b> <a href="https://www.rlcommercialreit.com.ph/Audit_Committee_Charter">https://www.rlcommercialreit.com.ph/Audit Committee Charter</a>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.			
2. Audit Committee Charter contains the	Compliant		

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.			
<b>Supplement to Recommendations 9.2</b>			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	Link/reference to the company's Audit Committee Charter  <b>Company Website</b> Audit Committee Charter <a href="https://www.rlcommercialreit.com.ph/Audit Committee Charter">https://www.rlcommercialreit.com.ph/Audit Committee Charter</a>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant		

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION												
Recommendation 9.3															
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	<p>Nature of non-audit services performed by the external auditor.</p> <p><b>Annual Report SEC form 17-A</b> Part II Operational and Financial Information Item 12 Information on Independent Accountant and Other Related Matters; page 49 <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p> <p><b>Item 12. Information on Independent Accountant and Other Related Matters</b></p> <p><b>a) External Audit Fees and Services</b></p> <p><b>Audit and Audit-Related Fees</b> The table below sets forth the aggregate fees billed to the Company for each of the last two years for professional services rendered by Sycip, Gorres, Velayo &amp; Co.</p> <table><tr><th>Particulars</th><th>2022</th><th>2021</th></tr><tr><td>Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements</td><td>₱1,392,857</td><td>₱884,000</td></tr><tr><td>All other fees</td><td>—</td><td>—</td></tr><tr><td><b>Total</b></td><td><b>₱1,392,857</b></td><td><b>₱884,000</b></td></tr></table> <p><sup>1</sup>Exclusive of VAT</p> <p>There were no other significant professional services rendered by the external auditors during the period.</p>	Particulars	2022	2021	Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	₱1,392,857	₱884,000	All other fees	—	—	<b>Total</b>	<b>₱1,392,857</b>	<b>₱884,000</b>	
Particulars	2022	2021													
Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	₱1,392,857	₱884,000													
All other fees	—	—													
<b>Total</b>	<b>₱1,392,857</b>	<b>₱884,000</b>													

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	<p>Link or reference to guidelines or policies on non-audit services</p> <p><b>Revised Corporate Governance Manual</b></p> <p>Article III Governance Structure</p> <p>B.2. Audit Committee, page 17</p> <p>2.3.7. Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically review the proportion of non-audit fees paid to the External Auditor to the Corporation's overall consultancy expenses. The Committee shall evaluate if the non-audit work will create a potential conflict of interest and shall disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. If the non-audit work is allowed, this shall be disclosed in the Corporation's Annual Corporate Governance Report;</p> <p>Article V Accountability and Audit, page 33</p> <p>B. The Board, after consultations with the Audit Committee, shall recommend to the Shareholders an External Auditor duly accredited by the SEC who shall undertake an independent audit of the Corporation, and shall provide an objective assurance on the matter by which the financial statements shall be prepared and presented to the Shareholders. The External Auditor shall not, at the same time, provide Internal Audit services to the Corporation. Non-audit work may be given to the External Auditor, provided it does not conflict with his duties as</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION												
		<p>an independent External Auditor, or does not pose a threat to his independence.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>													
Supplement to Recommendation 9.3															
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>Provide information on audit and non-audit fees paid.</p> <p><b>Annual Report SEC form 17-A</b></p> <p>Part II Operational and Financial Information, Item 12 Information on Independent Accountant and Other Related Matters; page 49</p> <p><a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p> <p><b>Item 12. Information on Independent Accountant and Other Related Matters</b></p> <p><b>a) External Audit Fees and Services</b></p> <p><b>Audit and Audit-Related Fees</b></p> <p>The table below sets forth the aggregate fees billed to the Company for each of the last two years for professional services rendered by Sycip, Gorres, Velayo &amp; Co.</p> <table><tr><th>Particulars</th><th>2022</th><th>2021</th></tr><tr><td>Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements</td><td>₱1,392,857</td><td>₱884,000</td></tr><tr><td>All other fees</td><td>—</td><td>—</td></tr><tr><td><b>Total</b></td><td><b>₱1,392,857</b></td><td><b>₱884,000</b></td></tr></table> <p><sup>1</sup>Exclusive of VAT</p> <p>There were no other significant professional services rendered by the external auditors during the period.</p>	Particulars	2022	2021	Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	₱1,392,857	₱884,000	All other fees	—	—	<b>Total</b>	<b>₱1,392,857</b>	<b>₱884,000</b>	
Particulars	2022	2021													
Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	₱1,392,857	₱884,000													
All other fees	—	—													
<b>Total</b>	<b>₱1,392,857</b>	<b>₱884,000</b>													

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>Information on company's external auditor, such as:</p> <ol style="list-style-type: none"> <li>1. Name of the audit engagement partner: Michael C. Sabado</li> <li>2. Accreditation number; 0664-AR-4 (Group A)</li> <li>3. Date Accredited: November 11, 2019</li> <li>4. Expiry date of accreditation: Valid to cover audit of 2022 financial statements of SEC covered institutions</li> <li>5. Name, address, contact number of the audit firm; SyCip Gorres Velayo &amp; Co. 6760 Ayala Avenue, 1226 Makati City, Philippines, (632) 8891-0307</li> </ol>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	<p>Provide information on the following:</p> <ol style="list-style-type: none"> <li>1. Date it was subjected to SOAR inspection, if subjected; August 1 - 12, 2023</li> <li>2. Name of the Audit firm; SyCip, Gorres, Velayo &amp; Co.</li> <li>3. Members of the engagement team inspected by the SEC. The names of the members of the engagement team were provided to the SEC during the SOAR inspection.</li> </ol>	
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its	Compliant	<p>Link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p><b>Revised Corporate Governance Manual</b> Article VIII Disclosure and Transparency, page 37 The Board shall establish policies to ensure the comprehensive, accurate, reliable and timely report to the shareholders and other stakeholders that give a fair and complete picture of Company's financial condition, results and business operations in accordance with the disclosure and reporting requirements of SEC, PSE and other regulators. This shall include material</p>	



# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
business, which underpin sustainability.		and reportable non-financial and sustainability issues related to EESG concerns of its business. The Company may consider adopting globally recognized standards/framework in reporting sustainability and non-financial issues. It shall cause the filing of all required information through the appropriate PSE mechanisms for listed companies and submissions to the SEC for the interest of its Shareholders and other Stakeholders. <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Provide link to Sustainability Report, if any. Disclose the standards used.  The Company adopted the Global Reporting Initiative (GRI) and released its first Sustainability Report for 2022.  <b>Annual Report SEC Form 17A</b> , page 60, Item 4 <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a> The Company also submitted the SEC Sustainability Report together with the 2022 Annual Report (SEC Form 17-A) to the Commission on April 14, 2023.	
<p><b>Principle 11:</b> The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.</p>			
<p><b>Recommendation 11.1</b></p>			

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	<p>The Company uses various communication channels like website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Annual reporting, etc.)</p> <p><b>Annual Report SEC Form 17-A</b> Part VII Exhibit and Schedules, Item 17 Exhibits and Reports on SEC form 17-C; page 91 <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p> <p>SEC Form 17-Q, Quarterly Reports <a href="https://www.rlcommercialreit.com.ph/sec-and-pse-filings/form 17-Q">https://www.rlcommercialreit.com.ph/sec-and-pse-filings/form 17-Q</a></p>	
<b>Supplemental to Principle 11</b>			
1. Company has a website disclosing up-to-date information on the following:	Compliant	<p>Provide link to <b>Company Website</b></p> <p><b>Company Website</b> <a href="https://www.rlcommercialreit.com.ph/">https://www.rlcommercialreit.com.ph/</a></p>	
a. Financial statements/ reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	<b>Company Website</b> <a href="https://www.rlcommercialreit.com.ph/">https://www.rlcommercialreit.com.ph/</a>	
Internal Control System and Risk Management Framework			
<b>Principle 12:</b> To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	List quality service programs for the internal audit functions. <b>Annual Report SEC Form 17A</b> Statement of Management's Responsibility for Financial Statements; page 95 <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a> The Company's Chief Executive Officer and Chief Audit Executive issue an annual attestation that the Company has an internal audit, controls and compliance system in place and working effectively in all material respects,	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>compliant with the standards set out in the Corporate Audit Manual. These processes provide an assurance that enables the senior management of the company to understand, manage and satisfactorily control risk exposures.</p> <p><b>ANNEX 3 - Chief Auditor's Attestation</b></p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>International framework used for Enterprise Risk Management</p> <p>Information or reference to a document containing information on:</p> <ol style="list-style-type: none"> <li>1. Company's risk management procedures and processes</li> <li>2. Key risks the company is currently facing</li> <li>3. How the company manages the key risks</li> </ol> <p>Frequency of review of the enterprise risk management framework.</p> <p>The above information are found in:</p> <p><b>Annual Report SEC Form 17A</b>  Notes to Consolidated Financial Statements, Note 20, Financial Risk Management Objectives and Policies, page 140  <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p> <p><b>Company Website</b>  <a href="https://www.rlcommercialreit.com.ph/governance/enterprise-risk-management">https://www.rlcommercialreit.com.ph/governance/enterprise-risk-management</a></p>	
Supplement to Recommendations 12.1			

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	<p>Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>The Company ensures compliance with the regulatory mandates of SEC, PSE, Philippine Dealing and other regulatory agencies. The Company has consistently kept itself abreast of the regulatory developments in the industry.</p> <p><b>PSE EDGE</b>  <a href="http://edge.pse.com.ph/Company Disclosures">http://edge.pse.com.ph/Company Disclosures</a></p> <p><b>Company Website Disclosures</b>  <a href="https://www.rlcommercialreit.com.ph/">https://www.rlcommercialreit.com.ph/</a></p> <p>Indicate frequency of review.</p> <p>In addition, the Company's Legal Counsel Group, Corporate Secretary's Office and Finance-Controls and Compliance Department who periodically reviews compliance with applicable laws, rules and regulations.</p>	
<b>Optional: Recommendation 12.1</b>			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are	Compliant	<p>Provide information on IT governance process</p> <p>As of to date, the Data Privacy Policy and Information Security (InfoSec) Policies are in place.</p> <p>The Company established the Information Security Management Systems (ISMS) Policies which institutionalized information security as part of the Conglomerate's enterprise risk management, protect the Company's</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
identified, managed and reported to the board.		<p>information assets and reputation, and comply with relevant laws and regulations.</p> <p>The ISMS consists of the following:</p> <ol style="list-style-type: none"> <li>1. <b>Core Information Security Policies</b> – drive primary objectives of the ISMS: establish, maintain, and improve information security <ol style="list-style-type: none"> <li>1.1. <b>Information Security Policy</b> - is to establish, maintain, and continuously improve the ISMS to protect information assets, maintaining competitive advantage and increasing stakeholders' confidence.</li> <li>1.2. <b>Information Asset Management Policy</b> - is to define and classify information assets in both physical and electronic formats and provide guidance on how to appropriately handle information assets according to classification.</li> <li>1.3. <b>Information Security Incident Management Policy</b> - is to mandate a structured approach in managing incidents that compromise corporate information and personal data of the business units' customers.</li> <li>1.4. <b>Compliance Policy</b> - is to ensure that Business Units comply with applicable legal, regulatory requirements and contractual obligations, when conducting business activities.</li> </ol> </li> <li>2. <b>Organizational Policies</b> – establish Information Security organization, roles and responsibilities as well as accountability of those who have access to corporate information</li> </ol>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>2.1. <b>Information Security Internal Organization Policy</b> - is to establish the appropriate internal organization to ensure security of information assets</p> <p>2.2. <b>Human Resource Security Policy</b> - is to protect the company's business interests by ensuring that employees and contractors understand and fulfill their roles and responsibilities to preserve information security before, during, and after employment</p> <p>2.3. <b>Supplier Relations Policy</b> – this is to mandate controls which protect information assets that will be exposed to suppliers and preserve the integrity of supplier selection activities</p> <p>3. <b>Access and Use Policies</b> – enforce controls for access and authorization, as well as acceptable use of information assets</p> <p>3.1. <b>Access Control Policies</b> – this is to Implement adequate measures to regulate access to different information assets and facilities, ensuring that facilities and equipment may only be accessed by authorized personnel</p> <p>3.2. <b>Acceptable Use of Assets</b> - Ensure that employees understand how corporate assets should and should not be used, ensuring that the BU gets the most value out of its corporate assets and networks, and avoids unintended security breaches.</p> <p>3.3. <b>Physical and Environmental Security Policy</b> - Protect corporate assets and information by mandating controls that prevent unauthorized physical access to company premises, as well as equipment that support business operations</p> <p>3.4. <b>Mobile Device and Teleworking Policy</b> - Establish rules for the use, management and security of all mobile devices that process</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>company information and establish rules for conducting official business outside the work premises</p> <p>4. <b>Operational Security Policies</b> – implementation of technical controls to maintain target level of security</p> <p>4.1. <b>Cryptographic Controls Policy</b> - Apply cryptographic controls (i.e. encryption) on confidential electronic information (e.g. files, databases), to add another layer of protection and prevent unauthorized use or disclosure.</p> <p>4.2. <b>Operations Security Policy</b> - Apply appropriate controls to ensure that day to day operations are carried out in a controlled and a secure manner.</p> <p>4.3. <b>Communications Security Policy</b> - Implement measures that will protect information as it moves both within the corporate network and outward.</p> <p>4.4. <b>Data Security Policy</b> - Implement measures to protect corporate information from possible loss and leakage, avoiding breaches in legal, statutory or contractual obligations.</p> <p>5. <b>Secure Development Policy</b> - Protect corporate information and minimize breaches by ensuring that information security concerns are taken into consideration when developing or acquiring systems and services.</p>	
<b>Recommendation 12.2</b>			
1. Company has in place an independent internal audit function that provides an	Compliant	The Company's in-house Internal Audit focuses on delivering its mandate of determining whether the governance, risk management and control processes, as designed and represented by management, are adequate	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
independent and objective assurance, and consulting services designed to add value and improve the company's operations.		<p>and functioning in a manner that provides reasonable level of confidence that:</p> <ul style="list-style-type: none"> <li>▪ Employees' actions are compliant with policies, standards, procedures, and applicable laws and regulations;</li> <li>▪ Quality and continuous improvement are fostered in the control processes;</li> <li>▪ Programs, plans, and objectives are achieved;</li> <li>▪ Resources are acquired economically, used efficiently, and protected adequately;</li> <li>▪ Significant financial, managerial, and operating information is accurate, reliable, and timely;</li> <li>▪ Significant key risks are appropriately identified and managed;</li> <li>▪ Significant legislative or regulatory issues impacting the Company are recognized and properly addressed.</li> </ul> <p>Opportunities for improving management control, profitability and the Company's reputation may be identified during audits.</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  F. Internal Audit; page 27  Role of Internal Audit</p> <p>The role of Internal Audit is to provide independent objective and risk based assurance within the Corporation, designed to add value and improve the Corporation's operations. This will help the Corporation accomplish its objectives by providing a systematic, disciplined approach for the evaluation and improvement of the effectiveness of risk management, control and governance processes.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 12.3</b>			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>The company's Chief Audit Executive (CAE) is Mr. Joseph G. De Dios and information containing his responsibilities is found in:</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  F. Internal Audit, page 27  2.1. The Board shall appoint an Internal Audit Head, a Chief Audit Executive or its equivalent position, who shall oversee and be responsible for the Internal Audit activity of the Corporation.  <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	<p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  F. Internal Audit, page 27  2.1. The Board shall appoint an Internal Audit Head, a Chief Audit Executive or its equivalent position, who shall oversee and be responsible for the Internal Audit activity of the Corporation.  <a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p>There is no outsourced internal audit activity.</p>	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior	Compliant	<p>Identify qualified independent executive or senior management personnel, if applicable.</p> <p>The internal audit is in-house.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.			
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p>Information on company's risk management function is found in:</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  G. Enterprise Risk Management, page 30</p> <p><b>1. Role of ERM</b>  The role of ERM is to oversee that a sound ERM framework is in place to effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.  <a href="https://www.rlcommercialreit.com.ph/Revised">https://www.rlcommercialreit.com.ph/Revised</a> Corporate Governance Manual</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<p>Identify source of external technical support, if any.</p> <p>The Company's Enterprise Risk Management Team under the leadership of RCR's Chief Financial Officer and Compliance Officer who is responsible for risk management function was able to adequately perform the necessary risk management activities and did not require external technical support.</p>	
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	<p>The Company appointed Mr. Matias G. Raymundo as the Chief Risk Officer concurrent with his position as Chief Financial Officer of the Company.</p> <p><b>Annual Report SEC Form 17A</b> Part III Control and Compensation Information Item14. Directors and Executive Officers of the Registrant; page 54</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	Matias G. Raymundo Jr., 38, is the Chief Financial, Chief Risk Officer, and Compliance Officer of RCR. Presently, he is the Asst. Vice President for Financial Planning and Analysis of Robinsons Land Corporation. He was part of the Robinsons Hotels and Resorts Group of Robinsons Land Corporation as Manager-Revenue Management from 2010-2016, Manager-Revenue and Risk Management from 2017 to 2018, and Officer-in-Charge for Corporate Affairs from 2018 to 2019. He obtained his Bachelor of Science in Commerce, major in Management Accounting, Cum Laude, from the Central Philippine University in 2005.	
Additional Recommendation to Principle 12			

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	<p>Provide link to CEO and CAE's attestation</p> <p><b>Annual Report SEC form 17-A</b> Statement of Management's Responsibility for Financial Statements; page 95 <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p> <p>The Company's Chief Executive Officer and Chief Audit Executive issue an annual attestation that the Company has an internal audit, controls and compliance system in place and working effectively in all material respects, compliant with the standards set out in the Corporate Audit Manual. These processes provide an assurance that enables the senior management of the company to understand, manage and satisfactorily control risk exposures.</p> <p><b>ANNEX 3 - Chief Auditor's Attestation</b></p>	
<b>Cultivating a Synergic Relationship with Shareholders</b>			

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	<p>Link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.</p> <p>Provide link to company's website</p> <p><b>Revised Corporate Governance Manual</b></p> <p>Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest, pages 34-35</p> <p><b>A. Shareholders</b></p> <p><b>A.1. Shareholders' Rights</b></p> <p>The Board is committed to treat all Shareholders fairly and equitably, and shall recognize, protect and facilitate the exercise of their rights. These rights relate to the following among others:</p> <p><b>1. Right to vote on all matters that require their consent or approval</b></p> <p><b>2. Right to inspect corporate books and records</b></p> <p>Any stockholder who desires to exercise his right to inspect corporate books and records of the Company must make a written request addressed to the Corporate Secretary, and stating the specific reason(s) or purpose(s) for the inspection. The exercise of such right may be denied if:</p> <p>(i) The requesting stockholder improperly used information obtained from prior examination;</p> <p>(ii) Is not acting in good faith; or</p> <p>(iii) There is a reasonable ground to safeguard the interests of the Company, such as when the subject of inspection contains confidential or proprietary information or covered by a confidentiality or nondisclosure obligation</p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant		

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>which will be violated by the Company if inspection were allowed. In no case shall the stockholder be allowed to take corporate books and other records out of the principal office of the Company for the purpose of inspecting them. The Corporate Secretary may elevate the request for inspection for the information, approval, or other appropriate action by the Board.</p> <p><b>3. Right to information</b>  Stockholders shall be provided, upon request, with periodic reports filed by the Company with the SEC (e.g., proxy statement/information statement and annual report) which disclose personal or professional information about the Directors and Officers such as their educational and business background, holdings of the Company's shares, material transactions with the Company, relationship with other Directors and Officers and the aggregate compensation of Directors and Officers.</p> <p><b>4. Right to dividends</b>  Stockholders shall have the right to receive declared dividends subject to the procedures prescribed by the Board.</p> <p><b>5. Appraisal right</b>  The stockholders shall have appraisal right under any of the following circumstances:  5.1. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any aspect superior to those of outstanding shares of any class, or of extending or reducing the term of corporate existence;</p>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>5.2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Company;</p> <p>5.3. In case of merger or consolidation; and</p> <p>5.4. Investment of funds in any other corporation or business or for any purpose other than the primary purpose for which the Company was organized.</p> <p><b>A.2. Promotion of Shareholders' Rights</b></p> <p>1. The Board shall be transparent and fair in the conduct of the annual and special Shareholders' meetings of the Corporation. The Board shall encourage active Shareholders participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least fifteen (15) business days before the meeting in accordance with the Securities Regulation Code. The Shareholders shall be encouraged to personally attend such meetings. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of law, rules and regulations and the By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy shall be resolved in the stockholder's favor.</p> <p>2. The Board shall encourage active Shareholders participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Shareholders' Meeting shall be made available on the Company Website within [five] business days from the end of the meeting.</p> <p>3. The Company may consider adopting an Alternative Dispute Resolution procedure.</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>4. The Board shall appoint an Investor Relations Officer (IRO) who shall ensure constant engagement with its Shareholders. The IRO shall create an Investor Relations Program to which shall aim to communicate to the shareholders all material information on the activities of the Company.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p>Provide link to company's website</p> <p><b>Company Website</b></p> <p><a href="https://www.rlcommercialreit.com.ph/">https://www.rlcommercialreit.com.ph/</a></p>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	<p><b>Amended By-Laws</b></p> <p>Article II Meeting of Stockholders; pages 2-4</p> <p><a href="https://www.rlcommercialreit.com.ph/Amended By-Laws">https://www.rlcommercialreit.com.ph/Amended By-Laws</a></p>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<p>Information on classes of shares, including their voting rights are found in:</p> <p><b>Articles of Incorporation</b>, Item 7; page 5</p> <p><a href="https://www.rlcommercialreit.com.ph/Articles of Incorporation">https://www.rlcommercialreit.com.ph/Articles of Incorporation</a></p> <p><b>Amended By-Laws</b></p> <p>Article II Meeting of Stockholders; pages 2-4</p> <p><a href="https://www.rlcommercialreit.com.ph/Amended By-Laws">https://www.rlcommercialreit.com.ph/Amended By-Laws</a></p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
3. Board has an effective, secure, and efficient voting system.	Compliant	(I) Stockholders may cast their votes on any item in the agenda for approval via the following modes on or before May 4, 2022: a. By sending their proxies appointing the Chairman of the meeting to the Corporate Secretary; or b. By voting in absentia, subject to validation procedures.	
4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	(II) Stockholders may cast their votes on any item in the agenda for approval by sending their proxies appointing the Chairman of the meeting to the Corporate Secretary by email to antonio.evangelista@rlcommercialreit.com. or hard copies to the Office of the Corporate Secretary, 12/F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City on or before May 4, 2022.  <b>Minutes of Stockholder’s Meeting</b> <a href="https://www.edge.pse.com.ph/Minutes of Annual Stockholder's Meeting">https://www.edge.pse.com.ph/Minutes of Annual Stockholder's Meeting</a>  Shareholder voting mechanisms are found in:  <b>Amended By-Laws</b> Article II Meeting of Stockholders; pages 2-4 <a href="https://www.rlcommercialreit.com.ph/Amended By-Laws">https://www.rlcommercialreit.com.ph/Amended By-Laws</a>	
5. Board allows shareholders to call a special shareholders’ meeting and submit a proposal for consideration or	Compliant	Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)  For the past financial year, no special stockholders’ meeting was held.	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
agenda item at the AGM or special meeting.			
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>Information or link/reference to the policies on treatment of minority shareholders:</p> <p><b>Revised Corporate Governance Manual</b> Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; pages 34-35</p> <p><b>A. Shareholders</b></p> <p><b>A.1. Shareholders' Rights</b></p> <p>The Board is committed to treat all Shareholders fairly and equitably, and shall recognize, protect and facilitate the exercise of their rights. These rights relate to the following among others:</p> <ol style="list-style-type: none"> <li><b>1. Right to vote on all matters that require their consent or approval</b></li> <li><b>2. Right to inspect corporate books and records</b> Any stockholder who desires to exercise his right to inspect corporate books and records of the Company must make a written request addressed to the Corporate Secretary, and stating the specific reason(s) or purpose(s) for the inspection. The exercise of such right may be denied if:                         <ol style="list-style-type: none"> <li>(i) The requesting stockholder improperly used information obtained from prior examination;</li> <li>(ii) Is not acting in good faith; or</li> </ol> </li> </ol>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>(iii) There is a reasonable ground to safeguard the interests of the Company, such as when the subject of inspection contains confidential or proprietary information or covered by a confidentiality or nondisclosure obligation which will be violated by the Company if inspection were allowed. In no case shall the stockholder be allowed to take corporate books and other records out of the principal office of the Company for the purpose of inspecting them. The Corporate Secretary may elevate the request for inspection for the information, approval, or other appropriate action by the Board.</p> <p><b>3. Right to information</b>  Stockholders shall be provided, upon request, with periodic reports filed by the Company with the SEC (e.g., proxy statement/information statement and annual report) which disclose personal or professional information about the Directors and Officers such as their educational and business background, holdings of the Company's shares, material transactions with the Company, relationship with other Directors and Officers and the aggregate compensation of Directors and Officers.</p> <p><b>4. Right to dividends</b>  Stockholders shall have the right to receive declared dividends subject to the procedures prescribed by the Board.</p> <p><b>5. Appraisal right</b>  The stockholders shall have appraisal right under any of the following circumstances:</p> <p>5.1. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any aspect</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>superior to those of outstanding shares of any class, or of extending or reducing the term of corporate existence;</p> <p>5.2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Company;</p> <p>5.3. In case of merger or consolidation; and</p> <p>5.4. Investment of funds in any other corporation or business or for any purpose other than the primary purpose for which the Company was organized.</p> <p><b>A.2. Promotion of Shareholders' Rights</b></p> <p>1. The Board shall be transparent and fair in the conduct of the annual and special Shareholders' meetings of the Corporation. The Board shall encourage active Shareholders participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least fifteen (15) business days before the meeting in accordance with the Securities Regulation Code. The Shareholders shall be encouraged to personally attend such meetings. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of law, rules and regulations and the By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy shall be resolved in the stockholder's favor.</p> <p>2. The Board shall encourage active Shareholders participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Shareholders' Meeting shall be made available on the Company Website within [five] business days from the end of the meeting.</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>3. The Company may consider adopting an Alternative Dispute Resolution procedure.</p> <p>4. The Board shall appoint an Investor Relations Officer (IRO) who shall ensure constant engagement with its Shareholders. The IRO shall create an Investor Relations Program to which shall aim to communicate to the shareholders all material information on the activities of the Company.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>Provide information on or link/reference to the company's dividend Policy.</p> <p>Following the listing of RCR's common stock in the Philippine Stock Exchange on September 14, 2021, RCR has adopted a dividend policy to maintain an annual cash dividend payout ratio of at least 90% of Distributable Income for the preceding fiscal year, subject to compliance with the requirements of the REIT Law and the Revised REIT IRR. RCR likewise intends to declare and pay out dividends on a quarterly basis each year as allowed under Rule 4 Section 4 of the Revised REIT IRR.</p> <p><b>Definitive Information Statement</b>  <b>PSE Edge</b>  <a href="https://edge.pse.com.ph/Definitive Information Statement for 2022">https://edge.pse.com.ph/Definitive Information Statement for 2022</a></p> <p>Indicate if company declared dividends. If Compliant, indicate the number of days within which the dividends were paid after declaration. In case the company has offered dividends, indicate if the company paid the dividends within 60 days from declaration</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>On May 10, 2022, RCR declared its first regular cash dividends for calendar year 2022 covering the period January 01, 2022 to March 31, 2022 at NINE HUNDRED SIXTY-FIVE CENTAVOS (₱0.0965) per outstanding common share, following the approval of the Board of Directors at its first regular meeting held on the same date. The cash dividends were paid on May 31, 2022 to stockholders of record as of May 26, 2022.</p> <p>On August 9, 2022, RCR declared its second regular cash dividends for calendar year 2022 covering the period April 1, 2022 to June 30, 2022 at P=0.0972 per outstanding common share, following the approval of the Board of Directors in their regular meeting held on the same date. The cash dividends were paid on August 31, 2022 to stockholders of record as of August 23, 2022.</p> <p>On November 8, 2022, RCR declared its third regular cash dividends for calendar year 2022 covering the period July 1, 2022 to September 30, 2022 at P=0.0974 per outstanding common share, following the approval of the Board of Directors in their regular meeting held on the same date. The cash dividends were paid on November 29, 2022 to stockholders of record as of November 22, 2022.</p> <p>On February 6, 2023, RCR declared its fourth regular cash dividends for calendar year 2022 covering the period October 1, 2022 to December 31, 2022 at P=0.0976 per outstanding common share, following the approval of the Board of Directors in their regular meeting held on the same date. The cash dividends were paid on February 28, 2023 to stockholders of record as of February 20, 2023.</p> <p>The Company paid the dividends 13 business days or 17 calendar days after declaration date.</p>	



# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<p>The Company have engage the services of Sycip, Gorres, Velayo &amp; Co. in counting/validating the votes at the ASM.</p> <p>In accordance with the Engagement Letter with SGV, the Validation Report maybe provided upon request after obtaining a written consent from SGV.</p> <p><b>2023 Minutes of Stockholder's Meeting</b>  <a href="https://www.edge.pse.com.ph/Minutes of Annual Stockholder's Meeting">https://www.edge.pse.com.ph/Minutes of Annual Stockholder's Meeting</a></p>	
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <p>Posted to PSE EDGE: April 4, 2023 (39 days)  ASM Schedule: May 12, 2023</p> <p><b>Notice of Annual Stockholders' Meeting</b>  <a href="https://www.edge.pse.com.ph/Notice of Annual Stockholders' Meeting">https://www.edge.pse.com.ph/Notice of Annual Stockholders' Meeting</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Supplemental to Recommendation 13.2			
1. Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>Link or reference to the company's notice of Annual Shareholders' Meeting</p> <p><b>Notice of Annual Stockholders' Meeting</b></p> <p><a href="https://www.edge.pse.com.ph/Notice of Annual Stockholders' Meeting">https://www.edge.pse.com.ph/Notice of Annual Stockholders' Meeting</a></p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant		
b. Auditors seeking appointment/reappointment	Compliant		
c. Proxy documents	Compliant		

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	<p>Rationale for the agenda items is contained in the:</p> <p><b>Notice of Annual Stockholders' Meeting</b></p> <p><a href="https://edge.pse.com.ph/Notice of Annual Stockholders Meeting">https://edge.pse.com.ph/Notice of Annual Stockholders Meeting</a></p>	
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<p>Information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM were documented on:</p> <p><b>Minutes of Annual Stockholders' Meeting</b></p> <p><a href="https://www.edge.com.ph/Minutes of Annual Stockholder's Meeting">https://www.edge.com.ph/Minutes of Annual Stockholder's Meeting</a></p>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the Company Website within five business	Compliant	<p>Link to minutes of meeting in the Company Website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
days from the end of the meeting.		<p>Include whether there was opportunity to ask question and the answers given, if any</p> <p>The SGV Report on Validation of Stockholders (Will be provided to SEC upon request)</p> <p><b>Minutes of Annual Stockholders' Meeting</b>  <a href="https://www.rlcommercialreit.com.ph/disclosures/minutes-of-annual-stockholders-meetings">https://www.rlcommercialreit.com.ph/disclosures/minutes-of-annual-stockholders-meetings</a></p>	
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	<p>External auditor and other relevant individuals were present during the ASM and/or special meeting:</p> <p><b>Minutes of Annual Stockholders' Meeting</b>  <a href="https://www.edge.pse.com.ph/Minutes of Annual Stockholder's Meeting">https://www.edge.pse.com.ph/Minutes of Annual Stockholder's Meeting</a></p>	
<b>Recommendation 13.4</b>			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in	Compliant	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure; 3.2.Duties and Functions of the Board, page 13  3.2.15. Consider the implementation of an alternative dispute resolution system for the amicable settlement of conflicts or differences between the Corporation and its Shareholders, if applicable.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
an amicable and effective manner.		<a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	<p>Link/reference to where it is found in the Manual on Corporate Governance:</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure  3.2.Duties and Functions of the Board, page 13  3.2.15. Consider the implementation of an alternative dispute resolution system for the amicable settlement of conflicts or differences between the Corporation and its Shareholders, if applicable.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> <li>Investor Relations Officer – Ms. Erica S. Lim</li> <li>Telephone Number: 8397-1888 local 32502</li> <li>Email address: erica.lim@robinsonsland.com</li> </ol> <p><b>Company Website</b>  <a href="https://www.rlcommercialreit.com.ph/">https://www.rlcommercialreit.com.ph/</a></p>	
2. IRO is present at every shareholder's meeting.	Compliant	<p>Indicate if the IRO was present during the ASM.</p> <p>Yes, the IRO was present in the last ASM.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	<p>Provide information on how antitakeover measures or similar devices were avoided by the board, if any.</p> <p><b>Revised Corporate Governance Manual</b> Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; pages 35</p> <p><b>A.2. Promotion of Shareholders' Rights</b></p> <ol style="list-style-type: none"> <li>1. The Board shall be transparent and fair in the conduct of the annual and special Shareholders' meetings of the Corporation. The Board shall encourage active Shareholders participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least fifteen (15) business days before the meeting in accordance with the Securities Regulation Code. The Shareholders shall be encouraged to personally attend such meetings. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of law, rules and regulations and the By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy shall be resolved in the stockholder's favor.</li> <li>2. The Board shall encourage active Shareholders participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Shareholders' Meeting shall be made available on the Company Website within [five] business days from the end of the meeting.</li> </ol>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>3. The Company may consider adopting an Alternative Dispute Resolution procedure.</p> <p>4. The Board shall appoint an Investor Relations Officer (IRO) who shall ensure constant engagement with its Shareholders. The IRO shall create an Investor Relations Program to which shall aim to communicate to the shareholders all material information on the activities of the Company.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	<p>Indicate the company's public float.</p> <p>Public Ownership Percentage: 33.86%</p> <p><b>Public Ownership Report</b>  <a href="https://edge.pse.com.ph/Public%20Ownership%20Report">https://edge.pse.com.ph/Public Ownership Report</a>  <b>Annual Report SEC Form 17A</b>                      Part II Operation and Financial Information                      List of Stockholders of Record; page 39  <a href="https://www.rlcommercialreit.com.ph/Annual%20Report">https://www.rlcommercialreit.com.ph/Annual Report</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p>Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM.</p> <p><b>Revised Corporate Governance Manual</b> Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 35</p> <ol style="list-style-type: none"> <li>1. The Board shall be transparent and fair in the conduct of the annual and special Shareholders' meetings of the Corporation. The Board shall encourage active Shareholders participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least fifteen (15) business days before the meeting in accordance with the Securities Regulation Code. The Shareholders shall be encouraged to personally attend such meetings. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of law, rules and regulations and the By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy shall be resolved in the stockholder's favor.</li> <li>2. The Board shall encourage active Shareholders participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Shareholders' Meeting shall be made available on the Company Website within [five] business days from the end of the meeting.</li> <li>3. The Company may consider adopting an Alternative Dispute Resolution procedure.</li> <li>4. The Board shall appoint an Investor Relations Officer (IRO) who shall ensure constant engagement with its Shareholders. The IRO shall create an Investor Relations Program to which shall aim to communicate to</li> </ol>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>the shareholders all material information on the activities of the Company.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	<p>Disclose the process and procedure for secure electronic voting in absentia, if any.</p> <p>In support of the efforts to contain the outbreak of COVID-19 and to ensure the safety and welfare of its stockholders, directors, officers, and employees, the Corporation will dispense with the physical attendance of stockholders at the meeting and will allow attendance only by remote communication.</p> <p>In order for the Corporation to properly conduct validation procedures, stockholders who have not sent their proxies or voted in absentia who wish to participate via remote communication must notify the Corporation by email to <a href="mailto:antonio.evangelista@rlcommercialreit.com.ph">antonio.evangelista@rlcommercialreit.com.ph</a> on or before May 4, 2022.</p> <p><a href="https://www.rlcommercialreit.com.ph/Definitive%20Information%20Statement%20for%202022">https://www.rlcommercialreit.com.ph/Definitive Information Statement for 2022</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Duties to Stakeholders			
<p><b>Principle 14:</b> The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.</p>			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p>Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.</p> <p><b>Revised Corporate Governance Manual</b> Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; pages 35-36</p> <p><b>B. Other Stakeholders</b> The Company shall identify the various Stakeholders and promote cooperation between them and the Company in creating wealth, growth and sustainability.</p> <ol style="list-style-type: none"> <li>1. The Company shall establish clear policies and programs to provide a mechanism on the fair treatment and protection of Stakeholders.</li> <li>2. The Board shall adopt a transparent framework and process that allows Stakeholders to communicate with the Company and to obtain redress for the violation of their rights. Stakeholders may communicate with the Company through the various Stakeholders touchpoints such as the Investor Relations Office, Office of the Corporate Secretary, Customer Relations Office, the Corporate Communications Group and the Company's Website.</li> <li>3. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and its governance including but not limited to:</li> </ol>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>3.1. Health, safety and welfare; 3.2. Training and development; and 3.3. Reward and compensation.</p> <p>4. The Board shall set the tone and make a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct. The same shall be disseminated to all employees across the Corporation through trainings to embed them in the Company's culture.</p> <p>5. The Board shall establish a suitable framework for whistleblowing and ensure its enforcement to allow employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p> <p>6. The Company shall recognize and place importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Company sustainable growth, while contributing to the advancement of the society where it operates.</p> <p>7. The Company shall employ value chain processes that takes into consideration EESG issues and concerns.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 14.2</b>			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	<p>Policies and programs for the protection and fair treatment of company's stakeholders:</p> <p><b>Revised Corporate Governance Manual</b> Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; pages 35-36</p> <p><b>B. Other Stakeholders</b> The Company shall identify the various Stakeholders and promote cooperation between them and the Company in creating wealth, growth and sustainability.</p> <ol style="list-style-type: none"> <li>1. The Company shall establish clear policies and programs to provide a mechanism on the fair treatment and protection of Stakeholders.</li> <li>2. The Board shall adopt a transparent framework and process that allows Stakeholders to communicate with the Company and to obtain redress for the violation of their rights. Stakeholders may communicate with the Company through the various Stakeholders touchpoints such as the Investor Relations Office, Office of the Corporate Secretary, Customer Relations Office, the Corporate Communications Group and the Company's Website.</li> <li>3. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and its governance including but not limited to: <ol style="list-style-type: none"> <li>3.1. Health, safety and welfare;</li> <li>3.2. Training and development; and</li> <li>3.3. Reward and compensation.</li> </ol> </li> </ol>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>4. The Board shall set the tone and make a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct. The same shall be disseminated to all employees across the Corporation through trainings to embed them in the Company's culture.</p> <p>5. The Board shall establish a suitable framework for whistleblowing and ensure its enforcement to allow employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p> <p>6. The Company shall recognize and place importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Company sustainable growth, while contributing to the advancement of the society where it operates.</p> <p>7. The Company shall employ value chain processes that takes into consideration EESG issues and concerns.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
<b>Recommendation 14.3</b>			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to	Compliant	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
obtain redress for the violation of their rights.		<p>Refer to CICOM in <b>Company Website</b>:  Email Address: <a href="mailto:CICOM@jgsummit.com.ph">CICOM@jgsummit.com.ph</a>  Fax Number: 8395-3888  Mailing Address: Must be sent in a sealed envelope clearly marked "Strictly Private and Confidential-To Be Opened by Addressee Only."</p> <p>CICOM  JG Summit Holdings, Inc.  44<sup>th</sup> Flr. Robinsons Equitable Tower  ADB Avenue, Cor., Poveda Road,  Pasig City  <a href="https://www.rlcommercialreit.com.ph/governance/company_policies">https://www.rlcommercialreit.com.ph/governance/company_policies</a></p> <p><b>Company Website</b>  Whistleblowing Policy  <a href="https://www.rlcommercialreit.com.ph/Whistleblowing_Policy">https://www.rlcommercialreit.com.ph/Whistleblowing_Policy</a></p>	
<b>Supplement to Recommendation 14.3</b>			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	<p>Information on the alternative dispute resolution system established by the company:</p> <p><b>Revised Corporate Governance Manual</b>  Article III Governance Structure, A.3. Responsibilities, Duties and Functions of the Board; page 13  3.2.15. Consider the implementation of an alternative dispute resolution system for the amicable settlement of conflicts or differences between the Corporation and its Shareholders, if applicable.</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest, A.2 Promotion of Shareholder's Rights; page 35</p> <p>3. The Company may consider adopting an Alternative Dispute Resolution procedure.  <a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a> </p>	
<b>Additional Recommendations to Principle 14</b>			
<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	Compliant	<p>Disclose any requests for exemption by the company and the reason for the request.</p> <p>For the past financial year, the company did not request any exemption.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Company respects intellectual property rights.	Compliant	<p>Provide specific instances, if any.</p> <p>The Company has developed confidential business and technical information over many years at considerable expense. Because of this effort, the Company now owns or otherwise possesses valuable confidential business and technical information; hence, everyone is expected to protect it as carefully similar to the protection of tangible property.</p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://www.rlcommercialreit.com.ph/governance/code-of-business-conduct-and-ethics">https://www.rlcommercialreit.com.ph/governance/code-of-business-conduct-and-ethics</a></p>	
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	Compliant	<p>Policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same:</p> <p><b>Revised Corporate Governance Manual</b>            Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 36</p> <p>3. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and its governance including but not limited to:</p> <p>3.1. Health, safety and welfare;  <a href="https://www.rlcommercialreit.com.ph/Revised-Corporate-Governance-Manual">https://www.rlcommercialreit.com.ph/Revised-Corporate-Governance-Manual</a></p>	



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<b>Company Website</b> <b>Health, Safety and Welfare Policy</b> The Company is committed to undertake all reasonable steps to ensure the health, safety and welfare for the best interest of our stakeholders and the communities where we live and work by complying with the provisions of law, industry rules and regulations, standards of independent accreditation bodies where the Company obtained accreditation, and contractual obligations. <a href="https://www.rlcommercialreit.com.ph/Health, Safety and Welfare Policy">https://www.rlcommercialreit.com.ph/Health, Safety and Welfare Policy</a>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.  <b>Annual Report SEC Form 17A</b> Supply Chain Management; pages 81 <a href="https://www.rlcommercialreit.com.ph/Annual Report">https://www.rlcommercialreit.com.ph/Annual Report</a>	
<b>Principle 15:</b> A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
<b>Recommendation 15.1</b>			
1. Board establishes policies, programs and procedures that encourage employees	Compliant	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.  <b>Revised Corporate Governance Manual</b>	

## INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
to actively participate in the realization of the company's goals and in its governance.		<p>Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 36</p> <p>3. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and its governance including but not limited to:</p> <p>3.1. Health, safety and welfare;</p> <p>3.2. Training and development; and</p> <p>3.3. Reward and compensation.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p> <p><b>Company Website</b> Stakeholders Health, Safety and Welfare, Employees JG ILED, JG CARES and other employee engagement <a href="https://www.rlcommercialreit.com.ph/Health_Safety_and_Welfare_Policy">https://www.rlcommercialreit.com.ph/Health, Safety and Welfare Policy</a></p>	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	<p>The company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</p> <p><b>Company Website</b> Succession Planning and Remuneration Policy</p> <p>12. The Corporate Governance Committee shall recommend and the Board of Directors shall approve the remuneration of Executive and Non-Executive Directors.</p> <p>12.1. Fixed remuneration for Non-Executive directors (including Independent Directors) shall reflect the time commitment and responsibilities of the role.</p>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>12.2. The remuneration of Executive Directors may be a combination of fixed monthly salary in terms of their appointment as approved by the Board and variable pay based on the Company's and individual performance. The Corporate Governance Committee shall determine and decide the performance parameters and/or measurable standards applicable to the Executive Directors that will serve as the basis for the variable pay.</p> <p>12.3. The Corporate Governance Committee may consider aligning Key Executives and Board remuneration with the longer-term interests of the company and its shareholders.</p> <p>13. The compensation structure for Key Management Personnel and Senior Management Team members may consist of fixed salary component and variable performance-based compensation. The compensation structure shall be devised to help the Company attract and retain top talents to efficiently run the Company with a long-term perspective.</p> <p><a href="https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy">https://www.rlcommercialreit.com.ph/Succession Planning and Remuneration Policy</a></p>	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>Information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p><b>Revised Corporate Governance Manual</b> Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 36</p> <p>3. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and its governance including but not limited to:</p> <p>3.1. Health, safety and welfare;</p> <p>3.2. Training and development; and</p> <p>3.3. Reward and compensation.</p> <p><a href="https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<b>Company Website</b> Stakeholders Health, Safety and Welfare, Employees JG ILED, JG CARES and other employee engagement <a href="https://www.rlcommercialreit.com.ph/governance/company-policies">https://www.rlcommercialreit.com.ph/governance/company-policies</a>	
3. Company has policies and practices on training and development of its employees.	Compliant	Information on policies and practices on training and development of employees. Include information on any training conducted or attended.  <b>Company Website</b> Company Policies Employees JG ILED, JG CARES and other employee engagement <a href="https://www.rlcommercialreit.com.ph/governance/company-policies">https://www.rlcommercialreit.com.ph/governance/company-policies</a>	
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Link/reference to the company's policies, programs and practices on anti-corruption  <b>Revised Corporate Governance Manual</b> Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 36 4. The Board shall set the tone and make a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct. The same shall be disseminated to all employees across the Corporation through trainings to embed them in the Company's culture. <a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<b>Company Website</b> Whistleblowing Policy The Company is committed to conduct business according to the highest ethical and legal standards. In line with this commitment, we encourage employees and business partners to raise concerns about any aspect of business operation. <a href="https://www.rlcommercialreit.com.ph/Whistleblowing Policy">https://www.rlcommercialreit.com.ph/Whistleblowing Policy</a>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Identify how the board disseminated the policy and program to employees across the organization  All employees undergo an onboarding program where they are informed and oriented about company policies including the Code of Business Conduct and Ethics that is also available in the Company Website.  <b>Company Website</b> <b>Code of Business Conduct and Ethics</b> <a href="https://www.rlcommercialreit.com.ph/governance/code-of-business-conduct-and-ethics">https://www.rlcommercialreit.com.ph/governance/code-of-business-conduct-and-ethics</a>	
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	Link/reference to the company policy and procedures on penalizing employees involved in corrupt practices. Include any finding of violations of the company policy.  <b>Company Website</b> <b>Code of Business Conduct and Ethics</b> <a href="https://www.rlcommercialreit.com.ph/governance/code-of-business-conduct-and-ethics">https://www.rlcommercialreit.com.ph/governance/code-of-business-conduct-and-ethics</a>	

# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 15.3</b>			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p><b>Company Website</b> Whistleblowing Policy The Company is committed to conduct business according to the highest ethical and legal standards. In line with this commitment, we encourage employees and business partners to raise concerns about any aspect of business operation. <a href="https://www.rlcommercialreit.com.ph/Whistleblowing Policy">https://www.rlcommercialreit.com.ph/Whistleblowing Policy</a></p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Protection from Retaliation and Harassment (from the company policy): The right of the Whistleblower to protection under the Policy against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated. Hence, baseless, simulated, fabricated, false or malicious allegations or reports intended only to cause anger, irritation or distress, as may be determined by CICOM or the Investigation Team, shall be dealt with in accordance with pertinent Company code of conduct, policies and rules and/or applicable laws.</p> <p>Provide contact details to report any illegal or unethical behavior.</p> <p>Refer to CICOM in <b>Company Website</b>: Email Address: <a href="mailto:CICOM@jgsummit.com.ph">CICOM@jgsummit.com.ph</a> Fax Number: 8395-3888 Mailing Address: Must be sent in a sealed envelope clearly marked "Strictly Private and Confidential-To Be Opened by Addressee Only."</p>	

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
		<p>CICOM JG Summit Holdings, Inc. 44<sup>th</sup> Flr. Robinsons Equitable Tower ADB Avenue, Cor., Poveda Road, Pasig City <a href="https://www.rlcommercialreit.com.ph/governance/company-policies">https://www.rlcommercialreit.com.ph/governance/company-policies</a></p> <p><b>Company Website</b> Whistleblowing Policy <a href="https://www.rlcommercialreit.com.ph/Whistleblowing Policy">https://www.rlcommercialreit.com.ph/Whistleblowing Policy</a></p>	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	<p><b>Company Website</b> Whistleblowing Policy The Company is committed to conduct business according to the highest ethical and legal standards. In line with this commitment, we encourage employees and business partners to raise concerns about any aspect of business operation. <a href="https://www.rlcommercialreit.com.ph/Whistleblowing Policy">https://www.rlcommercialreit.com.ph/Whistleblowing Policy</a></p>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<p>Information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p><b>Revised Corporate Governance Manual</b> Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 36 5. The Board shall establish a suitable framework for whistleblowing and ensure its enforcement to allow employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	

## INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>  <b>Company Website</b> Whistleblowing Policy The Company is committed to conduct business according to the highest ethical and legal standards. In line with this commitment, we encourage employees and business partners to raise concerns about any aspect of business operation. <a href="https://www.rlcommercialreit.com.ph/Whistleblowing%20Policy">https://www.rlcommercialreit.com.ph/Whistleblowing Policy</a>	
<b>Principle 16:</b> The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
<b>Recommendation 16.1</b>			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Information or reference to a document containing information on the company's community involvement and environment related programs.  <b>Revised Corporate Governance Manual</b> Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 36 6. The Company shall recognize and place importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Company sustainable growth, while contributing to the advancement of the society where it operates. <a href="https://www.rlcommercialreit.com.ph/Revised%20Corporate%20Governance%20Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a>	
<b>Optional: Principle 16</b>			




# INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT


	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	<p>Link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p> <p><b>Revised Corporate Governance Manual</b>            Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest, B. Other Stakeholders; pages 35-36  <a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>Link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p> <p><b>Revised Corporate Governance Manual</b>            Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 36            6. The Company shall recognize and place importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Company sustainable growth, while contributing to the advancement of the society where it operates.  <a href="https://www.rlcommercialreit.com.ph/Revised_Corporate_Governance_Manual">https://www.rlcommercialreit.com.ph/Revised Corporate Governance Manual</a></p>	


Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Pasig City on MAY 26 2023, 2023.

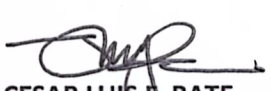
# SIGNATURES

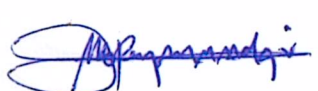
  
FREDERICK D. GO  
Chairman of the Board


  
JERICHO P. GO  
President and Chief Executive Officer

  
ARTEMIO V. PANGANIBAN  
Independent Director

  
WILFREDO A. PARAS  
Independent Director

  
CESAR LUIS F. BATE  
Independent Director


  
MATIAS G. RAYMUNDO JR.  
Compliance Officer

  
JUAN ANTONIO M. EVANGELISTA  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 26 2023 day of \_\_\_\_\_ 2023, affiant(s) exhibiting to me their identification cards, as follows:

NAME	TAX IDENTIFICATION NO.
FREDERICK D. GO	112-934-209
JERICHO P. GO	159-258-482
ARTEMIO V. PANGANIBAN	106-197-693
WILFREDO A. PARAS	192-727-614
CESAR LUIS F. BATE	127-638-094
MATIAS G. RAYMUNDO JR.	239-060-123
JUAN ANTONIO M. EVANGELISTA	917-947-480

Doc. No.: 91  
Page No.: 20  
Book No.: I  
Series of: 2023

  
ERNEST GENE P. REYES  
Appointment No. 197 (2023-2024)  
Notary Public for Pasig City, Pateros and San Juan  
Until December 31, 2024  
Attorney's Roll No. 73507  
15th Floor, Robinsons Cyberscape Alpha, Sapphire and  
Garnet Roads, Ortigas Center, Pasig City  
PTR Receipt No. 0324772 02.06.2023; Pasig City  
IBP Receipt No. 309110; 02.02.2023 RSM  
MCLE No. VII-0014843

## ANNEX 1



### CERTIFICATE OF ATTENDANCE

This certificate is presented to

**Frederick D. Go**

for having completed 4 hours of Corporate Governance Training in  
Unbox Extra: The Gokongwei Group Innovation Festival on the 16th of June, 2022.

A stylized signature in blue ink.

**AMINA RILLO**

Vice President, Digital Transformation Office  
JG Summit Holdings, Inc.



### CERTIFICATE OF ATTENDANCE

This certificate is presented to

**Jericho P. Go**

for having completed 4 hours of Corporate Governance Training in  
Unbox Extra: The Gokongwei Group Innovation Festival on the 16th of June, 2022.

A stylized signature in blue ink.

**AMINA RILLO**

Vice President, Digital Transformation Office  
JG Summit Holdings, Inc.



## CERTIFICATE OF ATTENDANCE

This certificate is presented to

**Lance Y. Gokongwei**

for having completed 4 hours of Corporate Governance Training in  
Unbox Extra: The Gokongwei Group Innovation Festival on the 16th of June, 2022.

A handwritten signature in blue ink, appearing to read "Amina Rillo".

**AMINA RILLO**

Vice President, Digital Transformation Office  
JG Summit Holdings, Inc.



## CERTIFICATE OF ATTENDANCE

This certificate is presented to

**Kerwin Max S. Tan**

for having completed 4 hour/s of Corporate Governance Training in  
Unbox Extra: The Gokongwei Group Innovation Festival on the 16th of June, 2022.

A handwritten signature in blue ink, appearing to read "Amina Rillo".

**AMINA RILLO**

Vice President, Digital Transformation Office  
JG Summit Holdings, Inc.



## ANNEX 1



### CERTIFICATE OF ATTENDANCE

This certificate is presented to

**Artemio V. Panganiban**

for having completed 4 hours of Corporate Governance Training in  
Unbox Extra: The Gokongwei Group Innovation Festival on the 16th of June, 2022.

A handwritten signature in blue ink, appearing to read "Amina Rillo".

AMINA RILLO

Vice President, Digital Transformation Office  
JG Summit Holdings, Inc.



### CERTIFICATE OF ATTENDANCE

This certificate is presented to

**Wilfredo A. Paras**

for having completed 4 hours of Corporate Governance Training in  
Unbox Extra: The Gokongwei Group Innovation Festival on the 16th of June, 2022.

A handwritten signature in blue ink, appearing to read "Amina Rillo".

AMINA RILLO

Vice President, Digital Transformation Office  
JG Summit Holdings, Inc.

## ANNEX 1



### CERTIFICATE OF ATTENDANCE

This certificate is presented to

**Cesar Luis F. Bate**

for having completed 4 hours of Corporate Governance Training in  
Unbox Extra: The Gokongwei Group Innovation Festival on the 16th of June, 2022.

A handwritten signature in blue ink, appearing to read "Amina Rillo".

A MINA RILLO  
Vice President, Digital Transformation Office  
JG Summit Holdings, Inc.

## ANNEX 1





## CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

09 June 2022

By electronic mail

**Ms. Maria Celia H.**  
 Executive Director  
 Enterprise Risk Management & Sustainability  
**JG SUMMIT HOLDINGS, INC.**  
 43<sup>rd</sup> Floor, Robinsons Equitable Tower  
 ADB cor. Poveda Rd., Ortigas Center  
 Pasig City, Philippines

**Re: Corporate Governance Seminar**

Dear Ms. Tan:

This refers to the company's request for: (i) the approval of its in-house corporate governance (CG) seminar dubbed as **"UNBOX EXTRA: The Gokongwei Group Innovation Festival"** to be held on 16 June 2022 from 8:30AM to 7:00PM via Microsoft Teams; and (ii) exemption from accreditation of its resource speakers, namely, Mr. Matthew Cost, Mr. Anthony Oundjian, Ms. Julian Cua, Ms. Bea Camacho, Ms. Rachel Lim, Mr. Krishna Mohan Suri, Ms. Anna Milagros D. David, Mr. Nel Lagyo, Ms. Pauline Marie Quianzon, Mr. Eric Cheng, Mr. James Root, Ms. Grace Vera Cruz and Ms. Sophia Edelstein.

Please be advised that the Commission, through the Corporate Governance and Finance Department's Supervising Commissioner, **GRANTED** the requests.

However, for future request for approval of CG trainings the company is reminded to strictly comply with Part III (A) of the SEC Memorandum Circular No. 2, Series of 2015 which provides that corporation shall file with the Commission a written request for approval of each in-house CG training at least one (1) month before the scheduled training.

Moreover, please be reminded that a Completion Report of Training with the attendance report showing the log-in and log-out time of each participant, accomplished evaluation forms and summary of the evaluation results are required to be submitted to the Commission not later than ten (10) days after the training.

Further, pursuant to Section V of the SEC Memorandum Circular No. 2, Series of 2015, the company is further reminded of the following responsibilities:

- a. To safeguard the integrity of the training/seminar via electronic platform;
- b. To record and properly document the training/seminar;
- c. To store for safekeeping the recording; and
- d. To forward to the Commission a copy of the recording.

Very truly yours,

  
**RACHEL ESTHER J. GUMTANG-REMALANTE**  
 Director  
 Reference No. 202206-008-OD

//ssp

✉ Ground Floor, North Wing Hall, Secretariat Building, PICC Complex, Vicente Sotto St., 1307 Pasay City  
 Hotline No. 818-9227 | [www.sec.gov.ph](http://www.sec.gov.ph) | [inquiry@sec.gov.ph](mailto:inquiry@sec.gov.ph)





## Statement of Internal Controls and Compliance System Attestation for the Year Ended December 31, 2022

RL Commercial REIT, Inc., ("Corporation") recognizes that good corporate governance is essential to build an environment of trust, transparency and accountability necessary for fostering long-term performance, financial stability, business integrity and sustainability of the Corporation for the protection of the interests of its shareholders and other stakeholders.

To further advocate the Corporation's commitment in the pursuit of good governance and achieving compliance with applicable laws and corporate policies and procedures, it continues to strengthen the Enterprise Governance, Risk Management and Compliance (GRC) Culture and maintain a strong system of internal controls focused on accountability and oversight of operations.

### Board of Directors

The Board of Directors (BOD) is primarily responsible for the governance of the Corporation and provides an independent check on management. It has oversight function and assures the continuing soundness, effectiveness and adequacy of the Corporation's control environment that consists of : (a) the Corporation that is properly and effectively managed and supervised; (b) Management that actively manages and operates the Corporation in a sound and prudent manner; (c) the organizational and procedural controls supported by effective management of information and risk management reporting systems; and (d) an independent audit mechanism to monitor the adequacy and effectiveness of the Corporation's governance, operations, and information systems, including the reliability and integrity of financial and operational information, the safeguarding of assets, and compliance with laws, rules, regulations and contracts.

### Audit Committee

The Audit Committee assists the BOD in fulfilling oversight responsibilities over the Corporation's system of internal controls. They are also responsible for providing oversight over its financial reporting, GRC processes, Internal and External Audit activities, and monitor compliance with applicable laws and regulations.

### Management

Management continues to be primarily responsible for designing, implementing and maintaining an adequate and effective internal controls and risk management processes on a day-to-day basis which consists of identifying and assessing significant risks and monitoring appropriate internal control to mitigate risks at an acceptable level and within the risk appetite.

### Internal Audit

Internal audit adopts a risk-based approach in developing its annual audit plans for the purpose of providing independent assessments to the Audit Committee, management, and relevant outside parties on the adequacy and effectiveness of internal controls of the Corporation.

### External Audit

SGV & Co., the Corporation's external auditor, is responsible for assessing and expressing an opinion on the conformity of the audited financial statements with Philippine Financial Reporting Standards and the overall quality of the financial reporting process.

Based on the above assurance and submitted reports provided by our internal auditors as well as the external auditors as a result of their reviews, we attest that the Corporation's internal controls, risk management and compliance system and governance practices are adequate.

Date: May 15, 2023

**KERWIN S. TAN**  
Chief Financial Officer, Chief Risk  
Officer and Compliance Officer

**JOSEPH G. DE DIOS**  
Chief Audit Executive

**FREDERICK D. GO**  
President and Chief Executive Officer

# Annex 4



**STRICTLY PRIVATE & CONFIDENTIAL**

April 20, 2022

**Robinsons Land Corporation**

Level 2, Galleria Corporate Center  
EDSA corner Ortigas Avenue, Quezon City

**RL Commercial REIT, Inc.**

25F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads  
Brgy. San Antonio, Pasig City

Attention: Board of Directors of Robinsons Land Corporation and RL Commercial REIT, Inc.

**Re: Fairness Opinion Report**

Ladies and Gentlemen:

FTI Consulting Philippines, Inc. ("FTI Consulting") is pleased to submit this Fairness Opinion Report ("Report") covering the property-for-share swap transaction in relation to the planned infusion of Robinsons Cyberscape Gamma (the "Asset"), an office property of Robinsons Land Corporation ("RLC") located in Ortigas Center, to RL Commercial REIT, Inc. ("RCR").

RLC intends to transfer 100 percent of its ownership in the Asset, including leases and cash flows, to RCR in exchange for primary shares to be issued by RCR (the "Transaction"). The land where the Asset is located will not be transferred.

In this regard, FTI Consulting has been asked to render an opinion on whether the proposed exchange of RCR shares for the Asset is fair from a financial point of view.

**CERTIFICATION**

I, Atty. Juan Antonio M. Evangelista, Filipino, of legal age, with office address at the 12F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Brgy. San Antonio, Pasig City, Metro Manila, after being duly sworn in accordance with law, depose and say that:

1. That I am the duly elected Corporate Secretary of RL Commercial REIT, Inc. (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at 25F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Brgy. San Antonio, Pasig City;
2. As a Corporate Secretary, I have access to the corporate records of the Corporation;
3. According to the corporate records, there were four (4) audit committee meetings held for the period 1 January 2022 to 31 December 2022. The meetings were held on the following dates:

- |                     |                         |
|---------------------|-------------------------|
| a. February 4, 2022 | Audit Committee Meeting |
| b. May 10, 2022     | Audit Committee Meeting |
| c. August 9, 2022   | Audit Committee Meeting |
| d. November 8, 2022 | Audit Committee Meeting |

4. Of the audit committee meetings mentioned above, the following is the attendance of each member of the Audit Committee of the Corporation:

Board	Name	No. of Meetings Attended/Held	Percentage
Chairman	Artemio V. Panganiban, Jr.	4/4	100.00%
Member	Frederick D. Go	4/4	100.00%
Member	Kerwin Max S. Tan	4/4	100.00%
Member	Cesar Luis F. Bate	4/4	100.00%
Member	Wilfredo A. Paras	4/4	100.00%

  
**ATTY. JUAN ANTONIO M. EVANGELISTA**  
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this 24<sup>th</sup> of May 2023 at the City of Pasig, affiant exhibiting to me his Driver's License with No. K03-89-011595.

Doc No. 99;  
 Page No. 4;  
 Book No. 12;  
 Series of 2023.

  
**ATTY. IRIS FATIMA V. CELIS**  
 Notary Public for Pasig, San Juan, and Palawan  
 Appointment No. 137, until Dec. 31, 2023  
 12F Cyberscape Alpha, Sapphire &  
 Garnet Roads, Ortigas Center, Pasig City  
 Roll of Attorneys No. 05837, June 21, 2016  
 PTR No. 0182671, January 06, 2020; Pasig City  
 (JP No. 282262, January 03, 2023; RSM Chapter  
 MCLE Compliance No. VI-0014837, Apr 14, 2023)