

# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

## Valuation of Robinsons Luisita

MacArthur Highway, Brgy. San Miguel  
Tarlac City, Province of Tarlac  
BCG24-C04418-001.1 | As of 31 March 2024

**ASIAN APPRAISAL**

PRIVATE AND CONFIDENTIAL

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10 May 2024

**ROBINSONS LAND CORPORATION**

Level 2, Galleria Corporate Center  
E. Delos Santos corner Ortigas Avenues  
Barangay Ugong Norte, Quezon City  
Metro Manila

( T h e " C L I E N T / C O M P A N Y " )

Attention: **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re: **AACI File No. BCG24-C04418-001.1**  
Appraisal of Property

**Gentlemen:**

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of **Robinsons Luisita** ( t h e " P R O P E R T Y " ) located in MacArthur Highway, Brgy. San Miguel, Tarlac City, Province of Tarlac.

Purpose of the valuation: For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

Subject of the valuation: The subject of the valuation is the **Robinsons Luisita** located in MacArthur Highway, Brgy. San Miguel, Tarlac City, Province of Tarlac.

Basis of value: The valuation was made on the basis of *market value*.

**Market value** i s d e f i n e d a s t h e e s t i m a t e d a m o u n t f o r w h i c h an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. "

Meanwhile, a **basis of value** i s d e f i n e d a s " f u n d a m e n t a l m e a s u r e m e n t a s s (IVSC 2022).

Valuation date: The valuation date is as of **31 March 2024**.

Opinion of value: Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:  
ONE BILLION  
THREE HUNDRED SIXTEEN MILLION  
FIVE HUNDRED THIRTY THOUSAND ONLY**  
*(In Words)*

**PHP1,316,530,000.00**  
*(In Figures)*

We have made no investigation of and assume no responsibility for titles to and liabilities against the property appraised.

**WE HEREBY CERTIFY** that we have neither present nor prospective interest on the property appraised or on the value reported.

Yours faithfully,

**ASIAN APPRAISAL COMPANY, INC.**



## GENERAL SERVICE CONDITIONS

The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

## CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.





### ASSUMPTIONS AND LIMITING CONDITIONS

- a) This Report has been produced without reference to, and in disregard of, any liens, liabilities, charges or encumbrances relating to or affecting the subject matter of the same, whether known or unknown. Any person relying upon this Report shall be deemed to be aware of all such liens, liabilities charges and/or encumbrances and shall be responsible for making his own assumptions as to the cost or valuation implication of the same and no responsibility in respect thereof will be accepted by us or by any of our employees.
- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.

- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
- m) Any requirements or preconditions imposed by the CLIENT/COMPANY in connection with the preparation of this Report have been duly taken into account but no liability is accepted in respect of a CLIENT/COMPANY withholding approval and finalization of the Report.
- n) The values reported herein are based upon the premise and for the purpose(s) for which they are stated herein.
- o) Erasures on appraisal date and values invalidate this valuation report.
- p) This appraisal report is invalid unless it bears the service seal of AACI.

## 1 Identification of the Client

### 1.1 ROBINSONS LAND CORPORATION

The CLIENT, Robinsons Land Corporation, is a corporation organized and existing under the laws of the Philippines.

## 2 Purpose of the Valuation

This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

## 3 Basis of Value

The basis of value shall be **market value** which is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. "

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.

## 4 Macroeconomic Overview: Philippine Economy

### 4.1 Q4 2023 Gross Domestic Product (GDP)

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## 5 Extent of investigation and nature and source of the information relied upon

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).

## 6 Particulars of the Property

### 6.1 Property Description

Robinsons Luisita, which is situated at the entrance of Hacienda Luisita, is a well-known sight for visitors visiting Baguio, La Union, Pangasinan, the Ilocos region, and other northern tourist sites. For travelers arriving from the Mac Arthur Highway or the Subic-Clark-Tarlac Expressway (SCTEX), it is an easy and very accessible place to stop.



Figure 1: Robinsons Luisita

## 6.2 Location

The property appraised, identified as the Robinsons Luisita (formerly Plaza Luisita Center), is located on the southeast side of MacArthur Highway, almost in front of San Miguel Central Elementary School, in the vicinity of Kilometer Post No. 118, within Barangay San Miguel, Tarlac City.

The site is approximately 100 meters southeast from Kampong Heneral Servillano Aquino, some 6.0 kilometers from Tarlac City proper.

The property is located within Hacienda Luisita, a vast sugarland sprawling on a 6,500-hectare of land encompassing the city of Tarlac, and municipalities of La Paz and Concepcion, which in recent years, have gradually shifted from purely agricultural land planted to sugarcane to industrial park, commercial and residential projects/concerns.

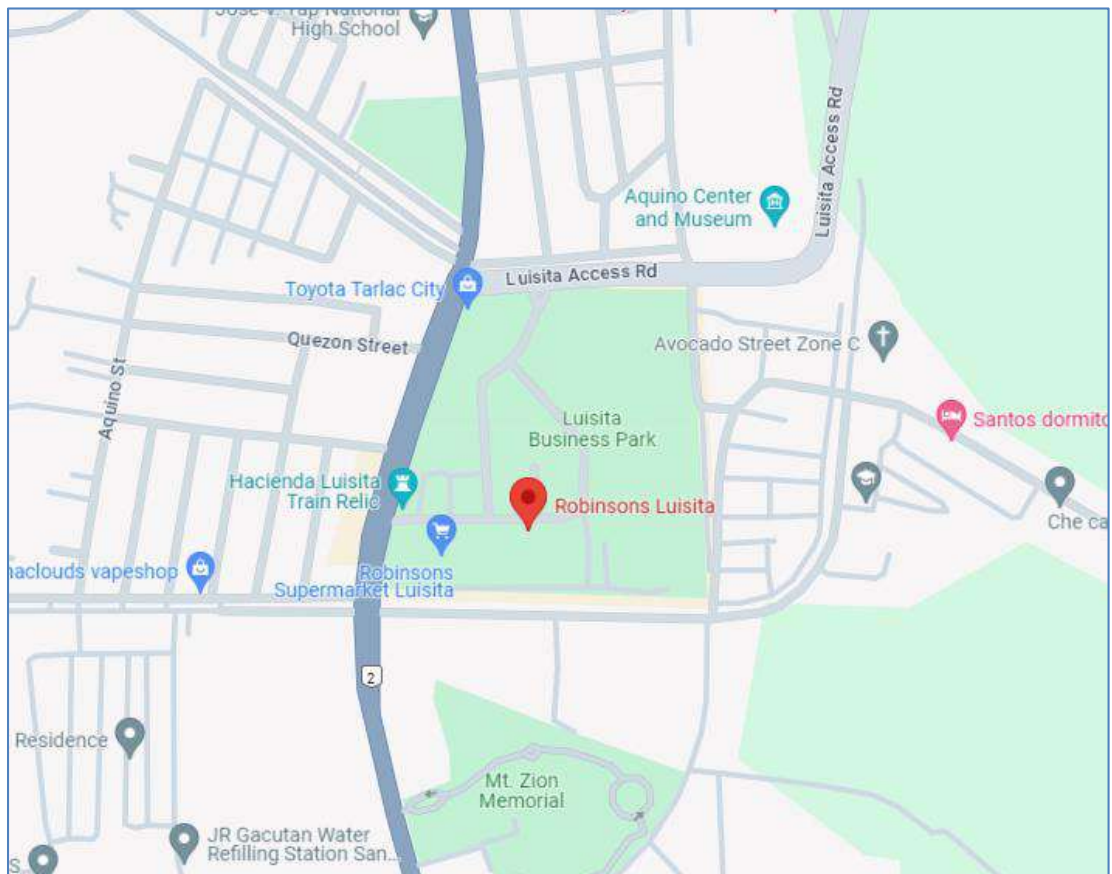


Figure 2: Vicinity Map

Source: Google

### **6.3 Property Ownership**

The land and building are owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is a commercial mall with an aggregate gross floor area of 17,240.11 sq. m. and a gross leasable area of 15,779.54 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 96% occupied with a Weighted Average Lease Expiry (WALE) of 2.47 years.

## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

#### 7.2 Market Approach

The **market approach** "provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available."

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

#### 7.3 Cost Approach

The **cost approach** "provides an indication of value as the maximum amount a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors involved." The approach provides an indication of the replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

#### 7.4 Income Approach

The **income approach** "provides an indication of value based on a single current value." Under the income approach, reference is made to the value of income, cash flow or cost saving generated by the asset.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.



## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.

## 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
<b>Cost of equity</b>	<b>14.5769%</b>	<b>9.57%</b>	<b>11.37%</b>

### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
<b>Weighted average cost of capital</b>			<b>10.90%</b>

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

Client's debt to equity ratio is at

## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [ FVt / (1 + i)^t ] - I_0$$

The last equation states that the Net Present Value, PV, is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY' sash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 3% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.

## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:**  
**ONE BILLION**  
**THREE HUNDRED SIXTEEN MILLION**  
**FIVE HUNDRED THIRTY THOUSAND ONLY**  
*(In Words)*

**PHP1,316,530,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS LUISITA  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP		72,017,586	101,784,855	107,891,946	114,365,463	121,227,391	128,501,034
Aircon Charges - net	PHP		8,105,084	11,347,118	11,914,473	12,510,197	13,135,707	13,792,492
Common use service area charges - net	PHP		15,082,155	21,115,018	22,170,769	23,279,307	24,443,272	25,665,436
Commission	PHP		369,467	517,254	543,117	570,273	598,787	628,726
GROSS REVENUES	PHP		95,574,293	134,764,245	142,520,305	150,725,240	159,405,157	168,587,689
Less: Operating Expenses								
Contracted Services	PHP		10,244,462	14,342,246	15,059,359	15,812,327	16,602,943	17,433,090
Net Utilities	PHP		1,598,811	2,238,335	2,350,252	2,467,765	2,591,153	2,720,711
Repair & Maintenance	PHP		2,966,107	4,152,549	4,360,177	4,578,186	4,807,095	5,047,450
Advertising & Promotion	PHP		1,620,750	2,269,050	2,382,503	2,501,628	2,626,709	2,758,044
Taxes & Licenses	PHP		2,527,643	3,538,700	3,715,635	3,901,417	4,096,488	4,301,312
Insurance	PHP		1,745	2,443	2,565	2,693	2,828	2,969
Supplies	PHP		51,323	71,853	75,445	79,218	83,179	87,338
Other G&A	PHP		487,117	681,963	716,061	751,865	789,458	828,931
Land Lease	PHP		5,041,231	7,124,940	7,552,436	8,005,582	8,485,917	8,995,072
PM Fees	PHP		3,581,230	5,060,389	5,362,876	5,683,455	6,023,209	6,383,286
FM Fees	PHP		4,085,229	5,643,976	5,852,706	6,073,860	6,308,179	6,556,447
TOTAL OPERATING EXPENSES	PHP		32,205,647	45,126,445	47,430,015	49,857,994	52,417,157	55,114,650
NET OPERATING INCOME	PHP		63,368,646	89,637,800	95,090,291	100,867,246	106,988,000	113,473,038
Capital Expenditures	PHP		2,160,528	3,053,546	3,236,758	3,430,964	3,636,822	3,855,031
NET OPERATING INCOME AFTER CAP	PHP		61,208,119	86,584,254	91,853,532	97,436,282	103,351,178	109,618,007
TERMINAL VALUE	PHP							
NET PRESENT VALUE								
Period lapsed	years		0.5000	1.5000	2.5000	3.5000	4.5000	5.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.9496	0.8562	0.7721	0.6962	0.6278	0.5661
Present value	PHP		58,122,240	74,137,658	70,918,972	67,835,012	64,880,660	62,050,939
Net present value (NPV)	PHP		1,316,529,606					
Rounded to:	PHP		1,316,530,000					

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS LUISITA  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2030	2031	2032	2033	2034	TERMINAL VALUE
Revenues								
Rental Income	PHP		136,211,097	144,383,762	153,046,788	162,229,595	171,963,371	
Aircon Charges - net	PHP		14,482,117	15,206,223	15,966,534	16,764,861	17,603,104	
Common use service area charges - net	PHP		26,948,708	28,296,143	29,710,950	31,196,498	32,756,323	
Commission	PHP		660,162	693,170	727,829	764,220	802,431	
GROSS REVENUES	PHP		178,302,083	188,579,298	199,452,101	210,955,174	223,125,229	
Less: Operating Expenses								
Contracted Services	PHP		18,304,745	19,219,982	20,180,981	21,190,030	22,249,532	
Net Utilities	PHP		2,856,746	2,999,584	3,149,563	3,307,041	3,472,393	
Repair & Maintenance	PHP		5,299,822	5,564,813	5,843,054	6,135,207	6,441,967	
Advertising & Promotion	PHP		2,895,947	3,040,744	3,192,781	3,352,420	3,520,041	
Taxes & Licenses	PHP		4,516,378	4,742,196	4,979,306	5,228,272	5,489,685	
Insurance	PHP		3,117	3,273	3,437	3,609	3,789	
Supplies	PHP		91,704	96,290	101,104	106,159	111,467	
Other G&A	PHP		870,377	913,896	959,591	1,007,570	1,057,949	
Land Lease	PHP		9,534,777	10,106,863	10,713,275	11,356,072	12,037,436	
PM Fees	PHP		6,764,902	7,169,346	7,597,984	8,052,264	8,533,721	
FM Fees	PHP		6,819,496	7,098,208	7,393,515	7,706,408	8,037,934	
TOTAL OPERATING EXPENSES	PHP		57,958,012	60,955,196	64,114,592	67,445,051	70,955,914	
NET OPERATING INCOME	PHP		120,344,071	127,624,103	135,337,509	143,510,123	152,169,315	
Capital Expenditures	PHP		4,086,333	4,331,513	4,591,404	4,866,888	5,158,901	
NET OPERATING INCOME AFTER CAP	PHP		116,257,738	123,292,590	130,746,106	138,643,235	147,010,414	
TERMINAL VALUE	PHP							1,916,604,940
NET PRESENT VALUE								
Period lapsed	years		6.5000	7.5000	8.5000	9.5000	10.5000	10.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.5104	0.4603	0.4150	0.3742	0.3374	0.3374
Present value	PHP		59,341,013	56,746,187	54,261,913	51,883,785	49,607,540	646,743,687
Net present value (NPV)	PHP							
Rounded to:	PHP							

# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

## Valuation of Robinsons Sta. Rosa

Old National Highway, Brgy. Tagapo  
Sta. Rosa, Province of Laguna  
BCG24-C04418-001.2 | As of 31 March 2024

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PRIVATE AND CONFIDENTIAL

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10 May 2024

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( T h e " C L I E N T / C O M P A N Y " )

Attention: **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re: **AACI File No. BCG24-C04418-001.2**  
Appraisal of Property

**Gentlemen:**

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of **Robinsons Sta. Rosa** ( t h e " P R O P E R T Y " ) located along Old National Highway, Brgy Tagapo, Sta Rosa, Province of Laguna.

Purpose of the valuation: For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

Subject of the valuation: The subject of the valuation is the **Robinsons Sta. Rosa** located along Old National Highway, Brgy Tagapo, Sta Rosa, Province of Laguna.

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Meanwhile, a **basis of value** i s d e f i n e d a s " f u n d a m e n t a l m e a s u r e m e n t a s s (IVSC 2022).

Valuation date: The valuation date is as of **31 March 2024**.



Opinion of value: Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

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ONE BILLION  
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*(In Words)*

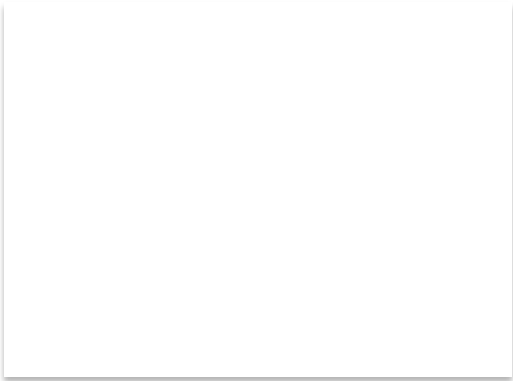
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The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

## CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.



### ASSUMPTIONS AND LIMITING CONDITIONS

- a) This Report has been produced without reference to, and in disregard of, any liens, liabilities, charges or encumbrances relating to or affecting the subject matter of the same, whether known or unknown. Any person relying upon this Report shall be deemed to be aware of all such liens, liabilities charges and/or encumbrances and shall be responsible for making his own assumptions as to the cost or valuation implication of the same and no responsibility in respect thereof will be accepted by us or by any of our employees.
- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.

- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
- m) Any requirements or preconditions imposed by the CLIENT/COMPANY in connection with the preparation of this Report have been duly taken into account but no liability is accepted in respect of a CLIENT/COMPANY withholding approval and finalization of the Report.
- n) The values reported herein are based upon the premise and for the purpose(s) for which they are stated herein.
- o) Erasures on appraisal date and values invalidate this valuation report.
- p) This appraisal report is invalid unless it bears the service seal of AACI.

## 1 Identification of the Client

### 1.1 ROBINSONS LAND CORPORATION

The CLIENT, Robinsons Land Corporation, is a corporation organized and existing under the laws of the Philippines.

## 2 Purpose of the Valuation

This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

## 3 Basis of Value

The basis of value shall be **market value** which is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. "

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.

## 4 Macroeconomic Overview: Philippine Economy

### 4.1 Q4 2023 Gross Domestic Product (GDP)

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## 5 Extent of investigation and nature and source of the information relied upon

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).

## 6 Particulars of the Property

### 6.1 Property Description

Robinsons Sta. Rosa is a three-storey mall with a variety of specialty shops, retail stores, entertainment venues, and service centers offering premium goods and services at competitive costs. Situated at the center of a thriving neighborhood with middle-class and well-developed residential subdivisions, esteemed educational institutions, a techno park housing 80 major international and local manufacturers, and more, Sta. Rosa has established itself as an important hub for the CALABARZON region's economy. Robinsons Sta. Rosa Market will provide for the demands of this expanding captive market both inside and outside of its immediate neighborhood.



Figure 1: Robinsons Sta. Rosa



## 6.2 Location

The property appraised, identified as the Robinsons Place-Sta. Rosa, is located on the southwest side of Biñan-Sta. Rosa National Road extending southwestward to Manila Railroad Company, about 200 meters northwest from New Sinai MDI Hospital and partly utilized by Shell Service Station, within Barangay Tagapo, Sta. Rosa City.

The site is approximately 780 meters northwest from Metrogate Subdivision, some 1.8 kilometers west from the city hall, and about 3.8 kilometers north from Sta. Rosa Commercial (Balibago) Complex.

The property is located in an area where land development is generally for commercial usage.



Figure 2: Vicinity Map

Source: Google



### **6.3 Property Ownership**

The land and building are owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is a commercial mall with an aggregate gross floor area of 37,382.48 sq. m. and a gross leasable area of 26,931.76 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 95% occupied with a Weighted Average Lease Expiry (WALE) of 2.56 years.

## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

### 7.2 Market Approach

The **market approach** "provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available."

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

### 7.3 Cost Approach

The **cost approach** "provides an indication of value as the maximum amount a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors involved." The approach provides an indication of the replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

### 7.4 Income Approach

The **income approach** "provides an indication of value based on a single current value." Under the income approach, reference is made to the value of income, cash flow or cost saving generated by the asset.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.

## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.

## 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
<b>Cost of equity</b>	<b>14.5769%</b>	<b>9.57%</b>	<b>11.37%</b>

### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
<b>Weighted average cost of capital</b>			<b>10.90%</b>

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

C l i e n t ' s   d e b t   t o   e q u i t y   r a t i o   i s   a t   3 5 / 6 5

## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [ FV_t / (1 + i)^t ] - I_0$$

The last equation states that the Net Present Value, PV, is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY' sash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 3% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.

## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:  
ONE BILLION  
EIGHT HUNDRED SEVENTY-NINE MILLION  
THREE HUNDRED THIRTY THOUSAND ONLY**  
*(In Words)*

**PHP1,879,330,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS STA. ROSA  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP		98,326,336	138,967,888	147,305,962	156,144,319	165,512,978	175,443,757
Aircon Charges - net	PHP		19,955,565	27,937,790	29,334,680	30,801,414	32,341,485	33,958,559
Common use service area charges - net	PHP		21,446,863	30,025,608	31,526,888	33,103,233	34,758,394	36,496,314
Commission	PHP		931,709	1,304,393	1,369,612	1,438,093	1,509,997	1,585,497
Other Income	PHP		26,759	37,463	39,336	41,303	43,368	45,537
GROSS REVENUES	PHP		140,687,232	198,273,142	209,576,478	221,528,362	234,166,223	247,529,664
Less: Operating Expenses								
Contracted Services	PHP		10,889,048	15,244,668	16,006,901	16,807,246	17,647,608	18,529,989
Net Utilities	PHP		7,797,539	10,916,554	11,462,382	12,035,501	12,637,276	13,269,140
Repair & Maintenance	PHP		6,512,526	9,117,537	9,573,414	10,052,085	10,554,689	11,082,423
Advertising & Promotion	PHP		1,423,500	1,992,900	2,092,545	2,197,172	2,307,031	2,422,382
Taxes & Licenses	PHP		4,392,659	6,149,723	6,457,209	6,780,069	7,119,073	7,475,027
Insurance	PHP		2,439	3,414	3,585	3,764	3,953	4,150
Supplies	PHP		186,276	260,787	273,826	287,518	301,893	316,988
Other G&A	PHP		1,367,240	1,914,136	2,009,842	2,110,335	2,215,851	2,326,644
Land Lease	PHP		6,882,844	9,727,752	10,311,417	10,930,102	11,585,908	12,281,063
PM Fees	PHP		4,974,453	7,027,950	7,446,886	7,890,821	8,361,248	8,859,750
FM Fees	PHP		5,614,661	7,765,098	8,060,487	8,373,360	8,704,753	9,055,765
TOTAL OPERATING EXPENSES	PHP		50,043,185	70,120,519	73,698,495	77,467,973	81,439,284	85,623,321
NET OPERATING INCOME	PHP		90,644,047	128,152,623	135,877,983	144,060,389	152,726,939	161,906,343
Capital Expenditures	PHP		2,949,790	4,169,037	4,419,179	4,684,330	4,965,389	5,263,313
NET OPERATING INCOME AFTER CAP	PHP		87,694,257	123,983,586	131,458,804	139,376,059	147,761,550	156,643,030
TERMINAL VALUE	PHP							
NET PRESENT VALUE								
Period lapsed	years		0.5000	1.5000	2.5000	3.5000	4.5000	5.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.9496	0.8562	0.7721	0.6962	0.6278	0.5661
Present value	PHP		83,273,049	106,160,789	101,497,711	97,033,429	92,760,112	88,670,168
Net present value (NPV)	PHP		1,879,332,064					
Rounded to:	PHP		1,879,330,000					

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS STA. ROSA  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

	Remarks	2030	2031	2032	2033	2034	TERMINAL VALUE
FREE CASH FLOWS							
Revenues							
Rental Income	PHP	185,970,382	197,128,605	208,956,322	221,493,701	234,783,323	
Aircon Charges - net	PHP	35,656,487	37,439,311	39,311,277	41,276,840	43,340,682	
Common use service area charges - net	PHP	38,321,130	40,237,186	42,249,045	44,361,498	46,579,573	
Commission	PHP	1,664,772	1,748,011	1,835,411	1,927,182	2,023,541	
Other Income	PHP	47,814	50,204	52,714	55,350	58,118	
GROSS REVENUES	PHP	261,660,585	276,603,318	292,404,770	309,114,571	326,785,237	
Less: Operating Expenses							
Contracted Services	PHP	19,456,488	20,429,313	21,450,778	22,523,317	23,649,483	
Net Utilities	PHP	13,932,597	14,629,227	15,360,688	16,128,723	16,935,159	
Repair & Maintenance	PHP	11,636,544	12,218,372	12,829,290	13,470,755	14,144,292	
Advertising & Promotion	PHP	2,543,502	2,670,677	2,804,210	2,944,421	3,091,642	
Taxes & Licenses	PHP	7,848,778	8,241,217	8,653,278	9,085,942	9,540,239	
Insurance	PHP	4,358	4,576	4,804	5,045	5,297	
Supplies	PHP	332,837	349,479	366,953	385,301	404,566	
Other G&A	PHP	2,442,976	2,565,125	2,693,381	2,828,050	2,969,453	
Land Lease	PHP	13,017,927	13,799,002	14,626,943	15,504,559	16,434,833	
PM Fees	PHP	9,388,003	9,947,785	10,540,979	11,169,580	11,835,705	
FM Fees	PHP	9,427,560	9,821,372	10,238,506	10,680,346	11,148,360	
TOTAL OPERATING EXPENSES	PHP	90,031,570	94,676,143	99,569,810	104,726,038	110,159,027	
NET OPERATING INCOME	PHP	171,629,014	181,927,175	192,834,960	204,388,533	216,626,209	
Capital Expenditures	PHP	5,579,111	5,913,858	6,268,690	6,644,811	7,043,500	
NET OPERATING INCOME AFTER CAP	PHP	166,049,903	176,013,317	186,566,270	197,743,722	209,582,710	
TERMINAL VALUE	PHP						2,732,372,810
NET PRESENT VALUE							
Period lapsed	years	6.5000	7.5000	8.5000	9.5000	10.5000	10.5000
Discount rate	%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%	0.5104	0.4603	0.4150	0.3742	0.3374	0.3374
Present value	PHP	84,756,245	81,011,232	77,428,254	74,000,673	70,722,083	922,018,319
Net present value (NPV)	PHP						
Rounded to:	PHP						



# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

## **Valuation of Robinsons Giga Tower**

E. Rodriguez Jr. Avenue (C-5), Bridgetowne  
Barangay Ugong Norte, Quezon City  
Metropolitan Manila  
BCG24-C04418-001.3 | As of 31 March 2024

**ASIAN APPRAISAL**

PRIVATE AND CONFIDENTIAL

---

10 May 2024

**ROBINSONS LAND CORPORATION**

Level 2, Galleria Corporate Center  
E. Delos Santos corner Ortigas Avenues  
Barangay Ugong Norte, Quezon City  
Metro Manila

( T h e " C L I E N T / C O M P A N Y " )

Attention: **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re: **AACI File No. BCG24-C04418-001.3**  
Appraisal of Property

**Gentlemen:**

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of *Giga Tower* (the " P R O P E R T Y " ) located along E. Rodriguez Jr. Avenue (C-5), Bridgetowne, Barangay Ugong Norte, Quezon City, Metropolitan Manila.

Purpose of the valuation: For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

Subject of the valuation: The subject of the valuation is the *Giga Tower* located along E. Rodriguez Jr. Avenue (C-5), Bridgetowne, Barangay Ugong Norte, Quezon City, Metropolitan Manila.

Basis of value: The valuation was made on the basis of *market value*.

**Market value** is defined as the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. "

Meanwhile, a **basis of value** is defined as " fundamental measurement assumptions of a (IVSC 2022).

Valuation date: The valuation date is as of **31 March 2024**.

Opinion of value: Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:  
SIX BILLION  
THREE HUNDRED FIFTY-SEVEN MILLION  
FIVE HUNDRED SIXTY THOUSAND ONLY**  
*(In Words)*

**PHP6,357,560,000.00**  
*(In Figures)*

We have made no investigation of and assume no responsibility for titles to and liabilities against the property appraised.

**WE HEREBY CERTIFY** that we have neither present nor prospective interest on the property appraised or on the value reported.

Yours faithfully,

**ASIAN APPRAISAL COMPANY, INC.**



## GENERAL SERVICE CONDITIONS

The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

## CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.



### ASSUMPTIONS AND LIMITING CONDITIONS

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- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.

- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
- m) Any requirements or preconditions imposed by the CLIENT/COMPANY in connection with the preparation of this Report have been duly taken into account but no liability is accepted in respect of a CLIENT/COMPANY withholding approval and finalization of the Report.
- n) The values reported herein are based upon the premise and for the purpose(s) for which they are stated herein.
- o) Erasures on appraisal date and values invalidate this valuation report.
- p) This appraisal report is invalid unless it bears the service seal of AACI.

## 1 Identification of the Client

### 1.1 ROBINSONS LAND CORPORATION

The CLIENT, Robinsons Land Corporation, is a corporation organized and existing under the laws of the Philippines.

## 2 Purpose of the Valuation

This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

## 3 Basis of Value

The basis of value shall be **market value** which is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. "

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.

## **4 Macroeconomic Overview: Philippine Economy**

### **4.1 Q4 2023 Gross Domestic Product (GDP)**

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## **5 Extent of investigation and nature and source of the information relied upon**

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).



## 6 Particulars of the Property

### 6.1 Property Description

Giga Tower is a 29-storey premium-grade office building developed by Robinsons Land Corporation. It consists of 21 total office floors with a typical floor plate of 2,400 sq. m. This PEZA accredited building was masterly designed to offer sustainable building systems with more efficient and larger office spaces. It was designed with sustainability in mind, utilizing eco-friendly building supplies, construction methods, and operational standards to create a better working environment. It has contemporary features like multiple levels of parking, high-speed elevators, food stalls, major Telco providers, and 100% backup power.



Figure 1: Giga Tower

## 6.2 Location

The property appraised, identified as the Giga Tower, is located strategically along E. Rodriguez Jr. Avenue (C-5), Bridgetowne, Barangay Ugong Norte, Quezon City, Metropolitan Manila

The site is about 100 meters north from the corner of Eulogio Rodriguez Jr. Ave. and Ortigas Avenue, and approximately 2.80 kilometers east from the corner of EDSA and Ortigas Avenue.



Figure 2: Vicinity Map  
Source: Google

### **6.3 Property Ownership**

The land and building are owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is an office building with an aggregate gross floor area of 76,071.93 sq. m. and a gross leasable area of 53,398.15 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 100% occupied with a Weighted Average Lease Expiry (WALE) of 1.87 years.

## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

#### 7.2 Market Approach

The **market approach** "provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available."

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

#### 7.3 Cost Approach

The **cost approach** "provides an indication of value as the maximum amount a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors involved." The approach provides an indication of replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

#### 7.4 Income Approach

The **income approach** "provides an indication of value based on a single current value." Under the income approach, reference is made to the value of income, cash flow or cost saving generated by the asset.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.

## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.



## 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
<b>Cost of equity</b>	<b>14.5769%</b>	<b>9.57%</b>	<b>11.37%</b>

### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
<b>Weighted average cost of capital</b>			<b>10.90%</b>

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

C l i e n t ' s   d e b t   t o   e q u i t y   r a t i o   i s   a t   3 5 / 6 5

## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [ FV_t / (1 + i)^t ] - I_0$$

The last equation states that the Net Present Value, PV, is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the office rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY' sash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 4.5% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.

## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:  
SIX BILLION  
THREE HUNDRED FIFTY-SEVEN MILLION  
FIVE HUNDRED SIXTY THOUSAND ONLY**  
*(In Words)*

**PHP6,357,560,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.



ANNEX A

ROBINSONS LAND CORPORATION  
GIGA TOWER  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP		350,971,812	472,918,276	485,401,244	494,405,487	513,363,063	528,763,955
Other Income								
Management Dues - net	PHP		45,776,933	61,613,662	61,613,662	61,613,662	61,613,662	62,229,799
Aircon Dues - Income	PHP		33,349,534	44,617,482	44,617,482	44,617,482	44,617,482	45,063,657
Other Areas	PHP		9,170,129	12,593,644	12,845,517	12,973,972	13,103,712	13,169,230
GROSS REVENUES	PHP		439,268,408	591,743,065	604,477,905	613,610,603	632,697,919	649,226,641
Less: Operating Expenses								
Contracted Services	PHP		5,772,604	7,927,710	8,165,541	8,410,508	8,662,823	8,922,708
Repairs & Maintenance	PHP		4,076,471	6,077,254	6,237,667	6,353,376	6,596,992	6,794,901
Loss from CUSA	PHP		(7,178,000)	(9,857,786)	(10,153,520)	(10,458,125)	(10,771,869)	(11,095,025)
Other Expense - Other Admin. Expense	PHP		792,600	1,181,618	1,212,807	1,235,305	1,282,672	1,321,152
General and Administrative Expense	PHP							
Taxes & Licenses	PHP		11,008,730	15,118,656	15,572,216	16,039,382	16,520,564	17,016,180
Commission Expense	PHP		-	-	-	-	-	-
Insurance Expense	PHP		2,124,556	3,167,315	3,250,918	3,311,223	3,438,189	3,541,335
Communication	PHP		4,491	6,695	6,871	6,999	7,267	7,485
Supplies Expense	PHP		170,589	254,317	261,030	265,872	276,067	284,349
Travel & Transportation	PHP		869	1,295	1,330	1,354	1,406	1,448
Representation & Entertainment	PHP		22,291	33,232	34,109	34,742	36,074	37,156
Land Lease	PHP		24,568,027	33,104,279	33,978,087	34,608,384	35,935,414	37,013,477
PM Fees	PHP		18,487,258	24,882,118	25,480,254	25,908,196	26,815,138	27,570,548
FM Fees	PHP		20,049,450	26,879,189	27,270,572	27,546,748	28,138,624	28,652,044
TOTAL OPERATING EXPENSES	PHP		79,899,937	108,775,892	111,317,883	113,263,964	116,939,360	120,067,758
NET OPERATING INCOME	PHP		359,368,471	482,967,173	493,160,022	500,346,639	515,758,559	529,158,883
Capital Expenditures	PHP		10,529,154	14,187,548	14,562,037	14,832,165	15,400,892	15,862,919
NET OPERATING INCOME AFTER CAP	PHP		348,839,316	468,779,624	478,597,985	485,514,475	500,357,667	513,295,964
TERMINAL VALUE	PHP							
NET PRESENT VALUE								
Period lapsed	years		0.5000	1.5000	2.5000	3.5000	4.5000	5.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.9496	0.8562	0.7721	0.6962	0.6278	0.5661
Present value	PHP		331,252,177	401,391,960	369,519,563	338,014,539	314,109,004	290,558,981
Net present value (NPV)	PHP		6,357,562,965					
Rounded to:	PHP		6,357,560,000					

ANNEX A

ROBINSONS LAND CORPORATION  
GIGA TOWER  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

	Remarks	2030	2031	2032	2033	2034	TERMINAL VALUE
FREE CASH FLOWS							
Revenues							
Rental Income	PHP	544,626,873	560,965,679	572,184,993	583,628,693	601,137,554	
Other Income							
Management Dues - net	PHP	62,852,097	63,480,618	64,115,424	64,756,578	65,404,144	
Aircon Dues - Income	PHP	45,514,294	45,969,437	46,429,131	46,893,422	47,362,357	
Other Areas	PHP	13,235,076	13,301,252	13,367,758	13,434,597	13,501,770	
GROSS REVENUES	PHP	666,228,340	683,716,985	696,097,306	708,713,290	727,405,824	
Less: Operating Expenses							
Contracted Services	PHP	9,190,389	9,466,100	9,750,083	10,042,586	10,343,863	
Repairs & Maintenance	PHP	6,998,748	7,208,711	7,352,885	7,499,943	7,724,941	
Loss from CUSA	PHP	(11,427,876)	(11,770,712)	(12,123,834)	(12,487,549)	(12,862,175)	
Other Expense - Other Admin. Expense	PHP	1,360,786	1,401,610	1,429,642	1,458,235	1,501,982	
General and Administrative Expense	PHP						
Taxes & Licenses	PHP	17,526,666	18,052,466	18,594,040	19,151,861	19,726,417	
Commission Expense	PHP	-	-	-	-	-	
Insurance Expense	PHP	3,647,575	3,757,002	3,832,142	3,908,785	4,026,049	
Communication	PHP	7,710	7,941	8,100	8,262	8,510	
Supplies Expense	PHP	292,879	301,665	307,699	313,853	323,268	
Travel & Transportation	PHP	1,492	1,537	1,567	1,599	1,647	
Representation & Entertainment	PHP	38,271	39,419	40,208	41,012	42,242	
Land Lease	PHP	38,123,881	39,267,598	40,052,950	40,854,009	42,079,629	
PM Fees	PHP	28,348,163	29,148,643	29,702,586	30,267,275	31,123,916	
FM Fees	PHP	29,180,066	29,723,120	30,103,506	30,490,917	31,070,823	
TOTAL OPERATING EXPENSES	PHP	123,288,750	126,605,100	129,051,574	131,550,786	135,111,111	
NET OPERATING INCOME	PHP	542,939,590	557,111,885	567,045,731	577,162,504	592,294,713	
Capital Expenditures	PHP	16,338,806	16,828,970	17,165,550	17,508,861	18,034,127	
NET OPERATING INCOME AFTER CAP	PHP	526,600,784	540,282,915	549,880,182	559,653,643	574,260,586	
TERMINAL VALUE	PHP						9,375,915,621
NET PRESENT VALUE							
Period lapsed	years	6.5000	7.5000	8.5000	9.5000	10.5000	10.5000
Discount rate	%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%	0.5104	0.4603	0.4150	0.3742	0.3374	0.3374
Present value	PHP	268,790,914	248,668,598	228,209,861	209,436,467	193,779,845	3,163,831,058
Net present value (NPV)	PHP						
Rounded to:	PHP						

# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

## Valuation of Cybergate Davao

J. P. Laurel Avenue, Barangay Buhangin Poblacion  
Buhangin District, Davao City, Province of Davao del Sur  
BCG24-C04418-001.4 | As of 31 March 2024

**ASIAN APPRAISAL**

PRIVATE AND CONFIDENTIAL

---

10 May 2024

**ROBINSONS LAND CORPORATION**

Level 2, Galleria Corporate Center  
E. Delos Santos corner Ortigas Avenues  
Barangay Ugong Norte, Quezon City  
Metro Manila

( T h e " C L I E N T / C O M P A N Y " )

Attention: **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re: **AACI File No. BCG24-C04418-001.4**  
Appraisal of Property

**Gentlemen:**

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of *Cybergate Davao* ( t h e " P R O P E R T Y " ) located at J. P. Laurel Avenue, Barangay Buhangin Poblacion, Buhangin District, Davao City, Province of Davao del Sur.

Purpose of the valuation: For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

Subject of the valuation: The subject of the valuation is the *Cybergate Davao* located along J. P. Laurel Avenue, Barangay Buhangin Poblacion, Buhangin District, Davao City, Province of Davao del Sur.

Basis of value: The valuation was made on the basis of *market value*.

**Market value** i s d e f i n e d a s t h e e s t i m a t e d a m o u n t f o r w h i c h an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. "

Meanwhile, a **basis of value** i s d e f i n e d a s t h e " f u n d a m e n t a l m e a s u r e m e n t a s s (IVSC 2022).

Valuation date: The valuation date is as of **31 March 2024**.

Opinion of value: Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:**  
**SEVEN HUNDRED TWENTY-SEVEN MILLION**  
**NINE HUNDRED TEN THOUSAND ONLY**  
*(In Words)*

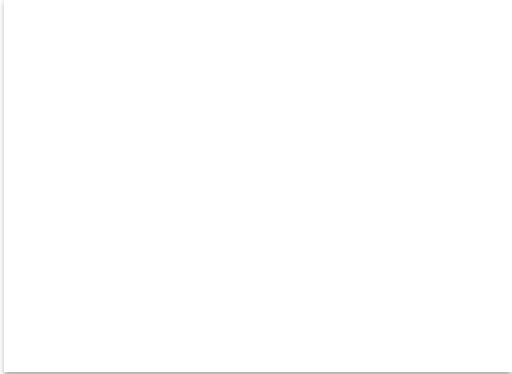
**PHP727,910,000.00**  
*(In Figures)*

We have made no investigation of and assume no responsibility for titles to and liabilities against the property appraised.

**WE HEREBY CERTIFY** that we have neither present nor prospective interest on the property appraised or on the value reported.

Yours faithfully,

**ASIAN APPRAISAL COMPANY, INC.**



### GENERAL SERVICE CONDITIONS

The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

### CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.



### ASSUMPTIONS AND LIMITING CONDITIONS

- a) This Report has been produced without reference to, and in disregard of, any liens, liabilities, charges or encumbrances relating to or affecting the subject matter of the same, whether known or unknown. Any person relying upon this Report shall be deemed to be aware of all such liens, liabilities charges and/or encumbrances and shall be responsible for making his own assumptions as to the cost or valuation implication of the same and no responsibility in respect thereof will be accepted by us or by any of our employees.
- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.

- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
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This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

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The basis of value shall be **market value** which is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. "

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.

## 4 Macroeconomic Overview: Philippine Economy

### 4.1 Q4 2023 Gross Domestic Product (GDP)

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## 5 Extent of investigation and nature and source of the information relied upon

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).

## 6 Particulars of the Property

### 6.1 Property Description

A two-storey community mall, Cybergate Davao, perfectly complements the vibrant and diverse lifestyle of Davaoeños. Located along J.P. Laurel Avenue, this is Robinsons Land Corporation's first commercial center in the Mindanao region of this format. Robinsons Supermarket and Handyman Do It Best, two of the company's largest retail locations, as well as a number of eateries, specialty shops, retail and BPO/call centers, clinics, and other office spaces, are all housed under one roof. Additionally, Robinsons Cybergate Davao has an auxiliary building with al fresco strip dining for patrons and visitors looking to relax and eat.



Figure 1: Cybergate Davao

## 6.2 Location

The property appraised, identified as the Cybergate Davao, is located on the northwest side of J. P. Laurel Avenue, between Kar Asia and Davao City Water District (DCWD) Compound, within Barangay Bajada, Buhangin District, Davao City.

The site is approximately 500 meters southwest from Carmelite Monastery, some 400 meters northeast from Davao Medical Center and/or junction of J. P. Laurel and J. P. Cabaguio Avenues, and about 5.0 kilometers from the City Hall of Davao.

The property is located in an area where land development is generally for commercial usage.



Figure 2: Vicinity Map

Source: Google

### **6.3 Property Ownership**

The land and building are owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is a commercial mall with an aggregate gross floor area of 13,670.04 sq. m. and a gross leasable area of 10,841.09 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 100% occupied with a Weighted Average Lease Expiry (WALE) of 4.35 years.



## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

### 7.2 Market Approach

The **market approach** "provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available."

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

### 7.3 Cost Approach

The **cost approach** "provides an indication of value as the maximum amount a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors involved." The approach provides an indication of replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

### 7.4 Income Approach

The **income approach** "provides an indication of value based on a single current value." Under the income approach, reference is made to the value of income, cash flow or cost saving generated by the asset.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.

## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.

## 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
<b>Cost of equity</b>	<b>14.5769%</b>	<b>9.57%</b>	<b>11.37%</b>

### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
<b>Weighted average cost of capital</b>			<b>10.90%</b>

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

C l i e n t ' s   d e b t   t o   e q u i t y   r a t i o   i s   a t   3 5 / 6 5



## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [ FV_t / (1 + i)^t ] - I_0$$

The last equation states that the Net Present Value, PV, is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY' sash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 3% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.

## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:**  
**SEVEN HUNDRED TWENTY-SEVEN MILLION**  
**NINE HUNDRED TEN THOUSAND ONLY**  
*(In Words)*

**PHP727,910,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.

ANNEX A

ROBINSONS LAND CORPORATION  
CYBERGATE DAVAO  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP		37,741,085	53,340,733	56,541,177	59,933,648	63,529,667	67,341,447
Aircon Charges - net	PHP		10,365,759	14,512,062	15,237,665	15,999,548	16,799,526	17,639,502
Common use service area charges - net	PHP		9,202,093	12,882,930	13,527,076	14,203,430	14,913,602	15,659,282
GROSS REVENUES	PHP		57,308,936	80,735,725	85,305,918	90,136,626	95,242,794	100,640,230
Less: Operating Expenses								
Contracted Services	PHP		5,283,286	7,396,600	7,766,430	8,154,752	8,562,489	8,990,614
Net Utilities	PHP		4,790,366	6,706,513	7,041,838	7,393,930	7,763,627	8,151,808
Repair & Maintenance	PHP		2,407,313	3,370,238	3,538,750	3,715,687	3,901,472	4,096,545
Advertising & Promotion	PHP		97,500	136,500	143,325	150,491	158,016	165,917
Taxes & Licenses	PHP		2,253,623	3,155,072	3,312,826	3,478,467	3,652,391	3,835,010
Insurance	PHP		1,513	2,118	2,223	2,335	2,451	2,574
Supplies	PHP		86,997	121,795	127,885	134,280	140,994	148,043
Other GAE	PHP		577,960	809,144	849,601	892,081	936,685	983,519
Land Lease	PHP		2,641,876	3,733,851	3,957,882	4,195,355	4,447,077	4,713,901
PM Fees	PHP		1,915,603	2,706,300	2,867,538	3,038,394	3,219,442	3,411,289
FM Fees	PHP		2,119,398	2,933,636	3,047,780	3,168,674	3,296,716	3,432,330
TOTAL OPERATING EXPENSES	PHP		22,175,433	31,071,768	32,656,081	34,324,447	36,081,359	37,931,552
NET OPERATING INCOME	PHP		35,133,503	49,663,957	52,649,838	55,812,180	59,161,435	62,708,679
Capital Expenditures	PHP		1,132,233	1,600,222	1,696,235	1,798,009	1,905,890	2,020,243
NET OPERATING INCOME AFTER CAP	PHP		34,001,270	48,063,735	50,953,603	54,014,170	57,255,545	60,688,435
TERMINAL VALUE	PHP							
NET PRESENT VALUE								
Period lapsed	years		0.5000	1.5000	2.5000	3.5000	4.5000	5.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.9496	0.8562	0.7721	0.6962	0.6278	0.5661
Present value	PHP		32,287,056	41,154,512	39,340,644	37,604,594	35,943,253	34,353,611
Net present value (NPV)	PHP		727,908,774					
Rounded to:	PHP		727,910,000					

ANNEX A

ROBINSONS LAND CORPORATION  
CYBERGATE DAVAO  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

	Remarks	2030	2031	2032	2033	2034	TERMINAL VALUE
FREE CASH FLOWS							
Revenues							
Rental Income	PHP	71,381,933	75,664,849	80,204,740	85,017,025	90,118,046	
Aircon Charges - net	PHP	18,521,477	19,447,551	20,419,929	21,440,925	22,512,971	
Common use service area charges - net	PHP	16,442,246	17,264,358	18,127,576	19,033,955	19,985,653	
GROSS REVENUES	PHP	106,345,656	112,376,758	118,752,245	125,491,905	132,616,670	
Less: Operating Expenses							
Contracted Services	PHP	9,440,145	9,912,152	10,407,759	10,928,147	11,474,555	
Net Utilities	PHP	8,559,399	8,987,368	9,436,737	9,908,574	10,404,002	
Repair & Maintenance	PHP	4,301,373	4,516,441	4,742,263	4,979,377	5,228,345	
Advertising & Promotion	PHP	174,212	182,923	192,069	201,673	211,756	
Taxes & Licenses	PHP	4,026,761	4,228,099	4,439,504	4,661,479	4,894,553	
Insurance	PHP	2,703	2,838	2,980	3,129	3,285	
Supplies	PHP	155,445	163,218	171,378	179,947	188,945	
Other G&A	PHP	1,032,695	1,084,330	1,138,546	1,195,474	1,255,247	
Land Lease	PHP	4,996,735	5,296,539	5,614,332	5,951,192	6,308,263	
PM Fees	PHP	3,614,582	3,830,002	4,058,276	4,300,169	4,556,496	
FM Fees	PHP	3,575,967	3,728,100	3,889,234	4,059,902	4,240,670	
TOTAL OPERATING EXPENSES	PHP	39,880,016	41,932,011	44,093,078	46,369,062	48,766,118	
NET OPERATING INCOME	PHP	66,465,640	70,444,748	74,659,166	79,122,843	83,850,552	
Capital Expenditures	PHP	2,141,458	2,269,945	2,406,142	2,550,511	2,703,541	
NET OPERATING INCOME AFTER CAP	PHP	64,324,182	68,174,802	72,253,024	76,572,332	81,147,010	
TERMINAL VALUE	PHP						1,057,930,233
NET PRESENT VALUE							
Period lapsed	years	6.5000	7.5000	8.5000	9.5000	10.5000	10.5000
Discount rate	%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%	0.5104	0.4603	0.4150	0.3742	0.3374	0.3374
Present value	PHP	32,832,757	31,377,880	29,986,265	28,655,292	27,382,438	356,990,471
Net present value (NPV)	PHP						
Rounded to:	PHP						

# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

## Valuation of Robinsons Imus

Aguinaldo Highway, Tanzang Luma V  
Imus City, Province of Cavite  
BCG24-C04418-001.5 | As of 31 March 2024

**ASIAN APPRAISAL**

PRIVATE AND CONFIDENTIAL

---

10 May 2024

**ROBINSONS LAND CORPORATION**

Level 2, Galleria Corporate Center  
E. Delos Santos corner Ortigas Avenues  
Barangay Ugong Norte, Quezon City  
Metro Manila  
fl h \ Y ' Î 7 @ = 9 B H # 7 C A D 5 B M ĩ Ł

Attention: **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re: **AACI File No. BCG24-C04418-001.5**  
Appraisal of Property

**Gentlemen:**

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of **Robinsons Imus** fl h \ Y ' Î D F C located along Aguinaldo Highway, Tanzang Luma V, Imus City, Province of Cavite.

Purpose of the valuation: For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

Subject of the valuation: The subject of the valuation is the **Robinsons Imus** located along Aguinaldo Highway, Tanzang Luma V, Imus City, Province of Cavite.

Basis of value: The valuation was made on the basis of *market value*.

**Market value** ] g ' X Y Z ] the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" ĩ

Meanwhile, a **basis of value** ] g ' X Y Z ] b Y X ' U g ' ĩ Z i b X U a Y b h U ' ' a Y U g i f Y a Y b h ' U g g (IVSC 2022).

Valuation date: The valuation date is as of **31 March 2024**.

Opinion of value: Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of ***THE PROPERTY*** as of 31 March 2024 is as follows:

**PESOS:  
THREE BILLION  
THREE HUNDRED FIFTY-SEVEN MILLION  
FIVE HUNDRED EIGHTY THOUSAND ONLY**  
*(In Words)*

**PHP3,357,580,000.00**  
*(In Figures)*

We have made no investigation of and assume no responsibility for titles to and liabilities against the property appraised.

**WE HEREBY CERTIFY** that we have neither present nor prospective interest on the property appraised or on the value reported.

Yours faithfully,

**ASIAN APPRAISAL COMPANY, INC.**



## GENERAL SERVICE CONDITIONS

The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

## CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.





### ASSUMPTIONS AND LIMITING CONDITIONS

- a) This Report has been produced without reference to, and in disregard of, any liens, liabilities, charges or encumbrances relating to or affecting the subject matter of the same, whether known or unknown. Any person relying upon this Report shall be deemed to be aware of all such liens, liabilities charges and/or encumbrances and shall be responsible for making his own assumptions as to the cost or valuation implication of the same and no responsibility in respect thereof will be accepted by us or by any of our employees.
- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.

- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
- m) Any requirements or preconditions imposed by the CLIENT/COMPANY in connection with the preparation of this Report have been duly taken into account but no liability is accepted in respect of a CLIENT/COMPANY withholding approval and finalization of the Report.
- n) The values reported herein are based upon the premise and for the purpose(s) for which they are stated herein.
- o) Erasures on appraisal date and values invalidate this valuation report.
- p) This appraisal report is invalid unless it bears the service seal of AACI.

## 1 Identification of the Client

### 1.1 ROBINSONS LAND CORPORATION

The CLIENT, Robinsons Land Corporation, is a corporation organized and existing under the laws of the Philippines.

## 2 Purpose of the Valuation

This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

## 3 Basis of Value

The basis of value shall be **market value** ~~the estimated amount for~~ which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" ~~It~~

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.

## 4 Macroeconomic Overview: Philippine Economy

### 4.1 Q4 2023 Gross Domestic Product (GDP)

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## 5 Extent of investigation and nature and source of the information relied upon

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).

## 6 Particulars of the Property

### 6.1 Property Description

Robinsons Imus is the first full-service retail mall to ever emerge in the area, nestled among the commercial buildings, educational institutions, and residential subdivisions. It is a four-storey shopping complex with over 150 local and some international brands, stores, food options, an entertainment center, and service outlets. It is situated along the busy Gen. Emilio Aguinaldo Highway.



Figure 1: Robinsons Imus



## 6.2 Location

The property appraised, identified as the Robinsons Imus, is located along Aguinaldo Highway, Tanzang Luma V, Imus, Province of Cavite.

The property is located in an area where land development is generally for commercial as well as residential usage.

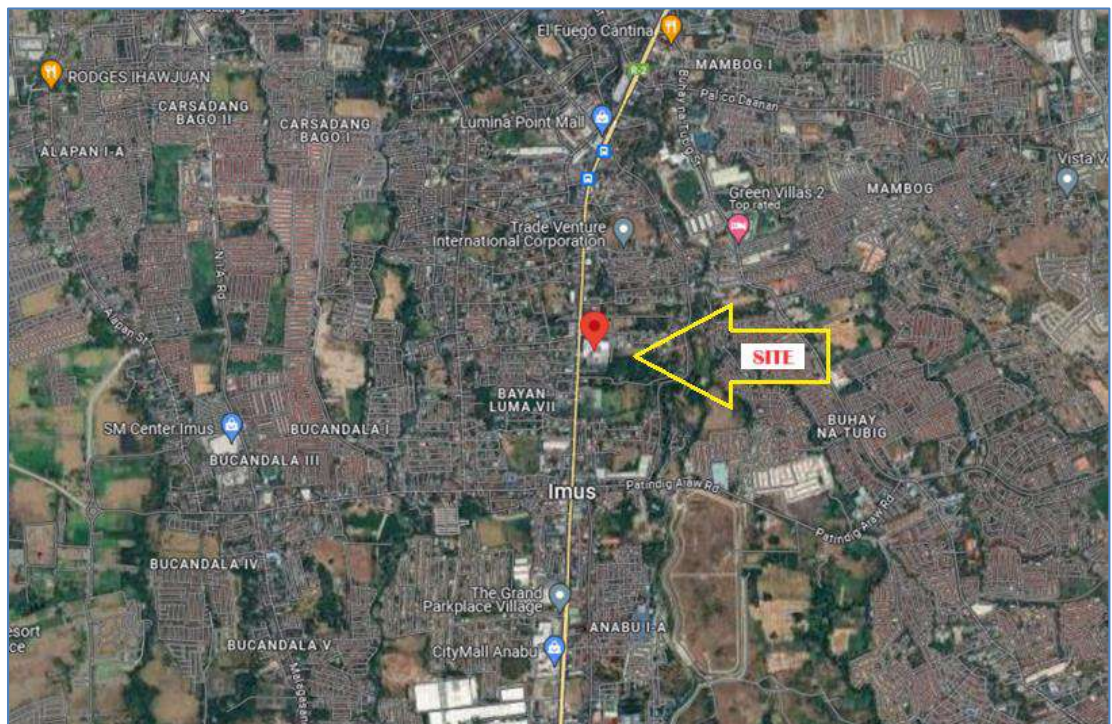


Figure 2: Vicinity Map

Source: Google

### **6.3 Property Ownership**

The land and building are owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is a commercial mall with an aggregate gross floor area of 65,452.88 sq. m. and a gross leasable area of 37,376.22 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 97% occupied with a Weighted Average Lease Expiry (WALE) of 1.85 years.



## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

### 7.2 Market Approach

The **market approach** provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available.

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

### 7.3 Cost Approach

The **cost approach** determines the value of an asset by estimating the cost to replace the asset with a new one of similar utility, less any depreciation. The cost approach is based on the premise that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The cost approach is based on the replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

### 7.4 Income Approach

The **income approach** determines the value of an asset by estimating the present value of the future income that the asset is expected to generate. The income approach is based on the premise that the value of an asset is determined by its ability to generate income. The income approach is based on reference to the value of income, cash flow or cost saving generated by the asset.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.

## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.

### 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
<b>Cost of equity</b>	<b>14.5769%</b>	<b>9.57%</b>	<b>11.37%</b>

#### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
<b>Weighted average cost of capital</b>			<b>10.90%</b>

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

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## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [ FVt / (1 + i)^t ] - I_0$$

The last equation states that the Net Present Value, PV, is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY's cash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 3% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.

## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:  
THREE BILLION  
THREE HUNDRED FIFTY-SEVEN MILLION  
FIVE HUNDRED EIGHTY THOUSAND ONLY**  
*(In Words)*

**PHP3,357,580,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS IMUS  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP		186,341,469	263,362,609	279,164,366	295,914,228	313,669,081	332,489,226
Aircon Charges - net	PHP		26,232,656	36,725,719	38,562,004	40,490,105	42,514,610	44,640,340
Common use service area charges - net	PHP		27,129,119	37,980,766	39,879,805	41,873,795	43,967,484	46,165,859
Parking Income	PHP		-	-	-	-	-	-
Commission	PHP		2,577,464	3,608,450	3,788,873	3,978,316	4,177,232	4,386,094
Other Income	PHP		26,055	36,477	38,301	40,216	42,227	44,338
GROSS REVENUES	PHP		242,306,763	341,714,021	361,433,348	382,296,659	404,370,634	427,725,857
Less: Operating Expenses								
Contracted Services	PHP		16,822,374	23,551,323	24,728,889	25,965,334	27,263,600	28,626,781
Net Utilities	PHP		15,561,812	21,786,536	22,875,863	24,019,656	25,220,639	26,481,671
Repair & Maintenance	PHP		7,424,269	10,393,977	10,913,676	11,459,360	12,032,328	12,633,944
Advertising & Promotion	PHP		2,796,000	3,914,400	4,110,120	4,315,626	4,531,407	4,757,978
Rent Expenses	PHP		-	-	-	-	-	-
Taxes & Licenses	PHP		2,744,602	3,842,442	4,034,564	4,236,293	4,448,107	4,670,513
Insurance	PHP		2,670	3,738	3,925	4,121	4,327	4,543
Supplies	PHP		444,588	622,423	653,544	686,221	720,533	756,559
Other G&A	PHP		2,519,412	3,527,177	3,703,536	3,888,712	4,083,148	4,287,305
Carpark Expenses	PHP		-	-	-	-	-	-
Land Lease	PHP		13,043,903	18,435,383	19,541,506	20,713,996	21,956,836	23,274,246
PM Fees	PHP		9,209,187	13,013,611	13,792,285	14,617,574	15,492,267	16,419,323
FM Fees	PHP		10,119,150	13,995,282	14,528,370	15,093,257	15,691,840	16,326,131
TOTAL OPERATING EXPENSES	PHP		80,687,965	113,086,292	118,886,279	125,000,150	131,445,032	138,238,994
NET OPERATING INCOME	PHP		161,618,797	228,627,729	242,547,069	257,296,509	272,925,603	289,486,863
Capital Expenditures	PHP		5,590,244	7,900,878	8,374,931	8,877,427	9,410,072	9,974,677
NET OPERATING INCOME AFTER CAP	PHP		156,028,553	220,726,851	234,172,138	248,419,083	263,515,530	279,512,186
TERMINAL VALUE	PHP							
NET PRESENT VALUE								
Period lapsed	years		0.5000	1.5000	2.5000	3.5000	4.5000	5.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.9496	0.8562	0.7721	0.6962	0.6278	0.5661
Present value	PHP		148,162,192	188,997,087	180,801,401	172,949,038	165,426,866	158,222,121
Net present value (NPV)	PHP		3,357,582,735					
Rounded to:	PHP		3,357,580,000					

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS IMUS  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2030	2031	2032	2033	2034	TERMINAL VALUE
Revenues								
Rental Income	PHP		352,438,580	373,584,894	395,999,988	419,759,987	444,945,587	
Aircon Charges - net	PHP		46,872,357	49,215,975	51,676,774	54,260,613	56,973,643	
Common use service area charges - net	PHP		48,474,152	50,897,859	53,442,752	56,114,890	58,920,634	
Parking Income	PHP		-	-	-	-	-	
Commission	PHP		4,605,398	4,835,668	5,077,452	5,331,324	5,597,890	
Other Income	PHP		46,555	48,883	51,327	53,893	56,588	
GROSS REVENUES	PHP		452,437,042	478,583,280	506,248,293	535,520,707	566,494,342	
Less: Operating Expenses								
Contracted Services	PHP		30,058,120	31,561,026	33,139,077	34,796,031	36,535,832	
Net Utilities	PHP		27,805,755	29,196,042	30,655,844	32,188,637	33,798,068	
Repair & Maintenance	PHP		13,265,641	13,928,924	14,625,370	15,356,638	16,124,470	
Advertising & Promotion	PHP		4,995,877	5,245,670	5,507,954	5,783,352	6,072,519	
Rent Expenses	PHP		-	-	-	-	-	
Taxes & Licenses	PHP		4,904,038	5,149,240	5,406,702	5,677,037	5,960,889	
Insurance	PHP		4,770	5,009	5,259	5,522	5,799	
Supplies	PHP		794,387	834,107	875,812	919,602	965,583	
Other G&A	PHP		4,501,671	4,726,754	4,963,092	5,211,246	5,471,809	
Carpark Expenses	PHP		-	-	-	-	-	
Land Lease	PHP		24,670,701	26,150,943	27,719,999	29,383,199	31,146,191	
PM Fees	PHP		17,401,879	18,443,258	19,546,983	20,716,788	21,956,631	
FM Fees	PHP		16,998,263	17,710,495	18,465,221	19,264,980	20,112,461	
TOTAL OPERATING EXPENSES	PHP		145,401,101	152,951,467	160,911,314	169,303,034	178,150,253	
NET OPERATING INCOME	PHP		307,035,941	325,631,813	345,336,979	366,217,674	388,344,090	
Capital Expenditures	PHP		10,573,157	11,207,547	11,880,000	12,592,800	13,348,368	
NET OPERATING INCOME AFTER CAP	PHP		296,462,783	314,424,266	333,456,979	353,624,874	374,995,722	
TERMINAL VALUE	PHP							4,888,896,212
NET PRESENT VALUE								
Period lapsed	years		6.5000	7.5000	8.5000	9.5000	10.5000	10.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.5104	0.4603	0.4150	0.3742	0.3374	0.3374
Present value	PHP		151,322,415	144,715,739	138,390,459	132,335,320	126,539,440	1,649,720,657
Net present value (NPV)	PHP							
Rounded to:	PHP							



# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

## Valuation of Robinsons Los Baños

Lopez Avenue, Batong Malaki  
Los Baños, Province of Laguna  
BCG24-C04418-001.6 | As of 31 March 2024

**ASIAN APPRAISAL**

PRIVATE AND CONFIDENTIAL

10 May 2024

ROBINSONS LAND CORPORATION

Level 2, Galleria Corporate Center  
E. Delos Santos corner Ortigas Avenues  
Barangay Ugong Norte, Quezon City  
Metro Manila  
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Attention: **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re: **AACI File No. BCG24-C04418-001.6**  
Appraisal of Property

Gentlemen:

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of **Robinsons Los Baños** fl h \ Y ` Ĩ D F C D C D H M ĩ Ł located along Lopez Avenue, Batong Malaki, Los Baños, Province of Laguna.

Purpose of the valuation:	For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).
Subject of the valuation:	The subject of the valuation is the <b>Robinsons Los Baños</b> located along Lopez Avenue, Batong Malaki, Los Baños, Province of Laguna.
Basis of value:	<p>The valuation was made on the basis of <i>market value</i>.</p> <p><b>Market value</b> ] g ` X Y Z ] the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" ĩ</p> <p>Meanwhile, a <b>basis of value</b> ] g ` X Y Z ] b Y X ` U g ` ĩ Z i b X U a Y b h U ` ` a Y U g i f Y a Y b h ` U g g (IVSC 2022).</p>
Valuation date:	The valuation date is as of <b>31 March 2024</b> .

Opinion of value: Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:**  
**SIX HUNDRED THREE MILLION**  
**EIGHT HUNDRED SEVENTY THOUSAND ONLY**  
*(In Words)*

**PHP603,870,000.00**  
*(In Figures)*

We have made no investigation of and assume no responsibility for titles to and liabilities against the property appraised.

**WE HEREBY CERTIFY** that we have neither present nor prospective interest on the property appraised or on the value reported.

Yours faithfully,

**ASIAN APPRAISAL COMPANY, INC.**



## GENERAL SERVICE CONDITIONS

The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

## CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.



### ASSUMPTIONS AND LIMITING CONDITIONS

- a) This Report has been produced without reference to, and in disregard of, any liens, liabilities, charges or encumbrances relating to or affecting the subject matter of the same, whether known or unknown. Any person relying upon this Report shall be deemed to be aware of all such liens, liabilities charges and/or encumbrances and shall be responsible for making his own assumptions as to the cost or valuation implication of the same and no responsibility in respect thereof will be accepted by us or by any of our employees.
- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.

- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
- m) Any requirements or preconditions imposed by the CLIENT/COMPANY in connection with the preparation of this Report have been duly taken into account but no liability is accepted in respect of a CLIENT/COMPANY withholding approval and finalization of the Report.
- n) The values reported herein are based upon the premise and for the purpose(s) for which they are stated herein.
- o) Erasures on appraisal date and values invalidate this valuation report.
- p) This appraisal report is invalid unless it bears the service seal of AACI.

## 1 Identification of the Client

### 1.1 ROBINSONS LAND CORPORATION

The CLIENT, Robinsons Land Corporation, is a corporation organized and existing under the laws of the Philippines.

## 2 Purpose of the Valuation

This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

## 3 Basis of Value

The basis of value shall be **market value** ~~the estimated amount for~~ which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" ~~It~~

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.



## 4 Macroeconomic Overview: Philippine Economy

### 4.1 Q4 2023 Gross Domestic Product (GDP)

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## 5 Extent of investigation and nature and source of the information relied upon

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).

## 6 Particulars of the Property

### 6.1 Property Description

Robinsons Los Baños offers the locals a place to have fun and excitement in an area rich in flora and fauna, as well as government offices, economic centers, and educational institutions. Robinsons Town Mall Los Baños was constructed to give the locals, workers, and students of Los Baños, Laguna, access to a top-notch shopping experience. This three-storey community mall, which is close to the University of the Philippines and across from the Los Baños church, has more than thirty retail stores, fast food restaurants, and service facilities.



Figure 1: Robinsons Los Baños

## 6.2 Location

The property appraised, identified as the Robinsons Los Baños, is located on the southwest side of Lopez Avenue, about 100 meters southeast from Calamba-Los Baños National Road, within Barangay Batong Malake, Los Baños, Laguna.

The site is approximately 1.0 kilometer north from the University of the Philippines-Los Baños campus, some 3.5 kilometers west from Bay-Calauan Provincial Road, and about 10.4 kilometers east from Calamba Crossing.

The property is located along the stretch of Lopez Avenue where land development is generally for commercial usage.

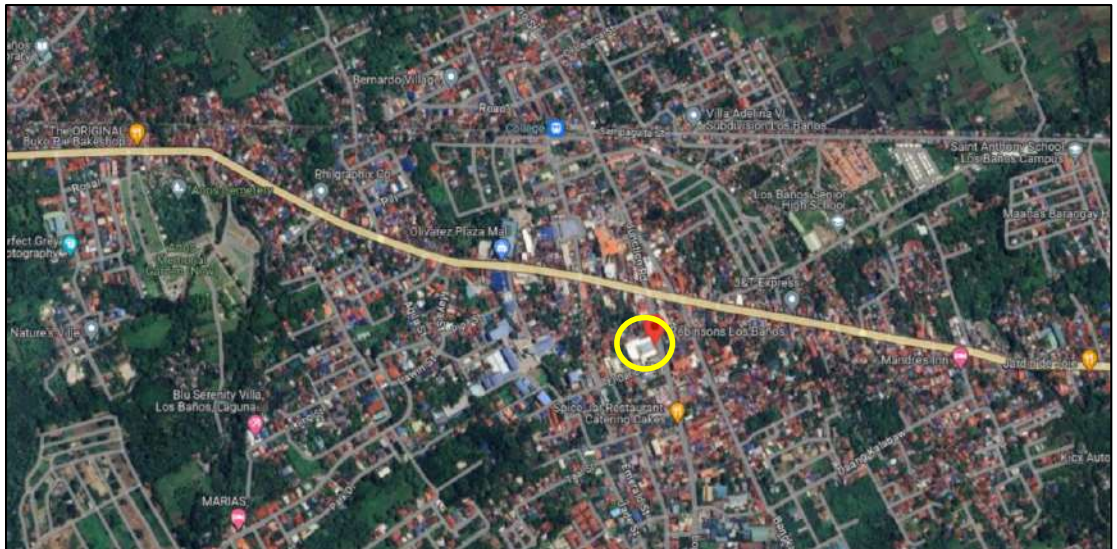


Figure 2: Vicinity Map

Source: Google

### **6.3 Property Ownership**

The land and building are owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is a commercial mall with an aggregate gross floor area of 9,579.48 sq. m. and a gross leasable area of 5,317.39 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 96% occupied with a Weighted Average Lease Expiry (WALE) of 0.75 years.

## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

### 7.2 Market Approach

The **market approach** provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available.

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

### 7.3 Cost Approach

The **cost approach** determines the value of an asset by estimating the cost to the buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors involved. It is based on the replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

### 7.4 Income Approach

The **income approach** determines the value of an asset by estimating the value of the asset based on its ability to generate income. It is based on the reference to the value of income, cash flow or cost saving generated by the asset.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.

## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.



### 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
<b>Cost of equity</b>	<b>14.5769%</b>	<b>9.57%</b>	<b>11.37%</b>

#### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
<b>Weighted average cost of capital</b>			<b>10.90%</b>

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

7` ] Y b h Ñ g ` X Y V h ` h c ` Y e i ] h m ` f U h ] c ` ] g ` U h ` ` ) # \* )

## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [ FVt / (1 + i)^t ] - I_0$$

The last equation states that the Net Present Value, PV, is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY's cash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 3% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.



## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:**  
**SIX HUNDRED THREE MILLION**  
**EIGHT HUNDRED SEVENTY THOUSAND ONLY**  
*(In Words)*

**PHP603,870,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS LOS BANOS  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP		39,358,853	55,627,179	58,964,810	62,502,699	66,252,861	70,228,032
Aircon Charges - net	PHP		5,365,731	7,512,023	7,887,625	8,282,006	8,696,106	9,130,911
Common use service area charges - net	PHP		5,228,844	7,320,382	7,686,401	8,070,721	8,474,257	8,897,970
Parking Income	PHP		2,416,500	3,318,660	3,418,220	3,520,766	3,626,389	3,735,181
Commission	PHP		10,263	14,369	15,087	15,841	16,633	17,465
Other Income	PHP		18,306	25,628	26,909	28,255	29,668	31,151
GROSS REVENUES	PHP		52,398,498	73,818,241	77,999,052	82,420,288	87,095,914	92,040,711
Less: Operating Expenses								
Contracted Services	PHP		4,670,666	6,538,932	6,865,879	7,209,173	7,569,632	7,948,113
Net Utilities	PHP		6,048,871	8,468,419	8,891,840	9,336,432	9,803,254	10,293,417
Repair & Maintenance	PHP		2,982,553	4,175,574	4,384,353	4,603,570	4,833,749	5,075,436
Advertising & Promotion	PHP		552,000	772,800	811,440	852,012	894,613	939,343
Taxes & Licenses	PHP		683,807	957,330	1,005,197	1,055,457	1,108,229	1,163,641
Insurance	PHP		1,685	2,359	2,477	2,601	2,731	2,868
Supplies	PHP		33,195	46,473	48,797	51,237	53,799	56,489
Other G&A	PHP		397,893	557,051	584,903	614,149	644,856	677,099
Carpark Expenses	PHP		1,401,426	1,961,996	2,060,096	2,163,101	2,271,256	2,384,819
Land Lease	PHP		2,755,120	3,893,903	4,127,537	4,375,189	4,637,700	4,915,962
PM Fees	PHP		1,838,191	2,597,683	2,753,275	2,918,228	3,093,108	3,278,511
FM Fees	PHP		1,843,495	2,549,519	2,646,579	2,749,508	2,858,663	2,974,423
TOTAL OPERATING EXPENSES	PHP		23,208,903	32,522,041	34,182,373	35,930,657	37,771,590	39,710,121
NET OPERATING INCOME	PHP		29,189,595	41,296,200	43,816,679	46,489,631	49,324,324	52,330,589
Capital Expenditures	PHP		1,180,766	1,668,815	1,768,944	1,875,081	1,987,586	2,106,841
NET OPERATING INCOME AFTER CAP	PHP		28,008,829	39,627,385	42,047,735	44,614,550	47,336,739	50,223,748
TERMINAL VALUE	PHP							
NET PRESENT VALUE								
Period lapsed	years		0.5000	1.5000	2.5000	3.5000	4.5000	5.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.9496	0.8562	0.7721	0.6962	0.6278	0.5661
Present value	PHP		26,596,731	33,930,898	32,464,534	31,060,591	29,716,534	28,429,916
Net present value (NPV)	PHP		603,870,449					
Rounded to:	PHP		603,870,000					

ANNEX A

ROBINSONS LAND CORPORATION

ROBINSONS LOS BANOS

DISCOUNTED CASH FLOW

as of the date indicated

ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2030	2031	2032	2033	2034	TERMINAL VALUE
Revenues								
Rental Income	PHP		74,441,714	78,908,217	83,642,710	88,661,273	93,980,949	
Aircon Charges - net	PHP		9,587,457	10,066,830	10,570,171	11,098,680	11,653,614	
Common use service area charges - net	PHP		9,342,868	9,810,012	10,300,512	10,815,538	11,356,315	
Parking Income	PHP		3,847,236	3,962,654	4,081,533	4,203,979	4,330,099	
Commission	PHP		18,338	19,255	20,218	21,229	22,290	
Other Income	PHP		32,709	34,344	36,061	37,864	39,757	
GROSS REVENUES	PHP		97,270,323	102,801,312	108,651,206	114,838,563	121,383,024	
Less: Operating Expenses								
Contracted Services	PHP		8,345,519	8,762,795	9,200,934	9,660,981	10,144,030	
Net Utilities	PHP		10,808,087	11,348,492	11,915,916	12,511,712	13,137,298	
Repair & Maintenance	PHP		5,329,208	5,595,669	5,875,452	6,169,225	6,477,686	
Advertising & Promotion	PHP		986,310	1,035,626	1,087,407	1,141,778	1,198,866	
Taxes & Licenses	PHP		1,221,823	1,282,914	1,347,060	1,414,413	1,485,133	
Insurance	PHP		3,011	3,162	3,320	3,486	3,660	
Supplies	PHP		59,313	62,279	65,393	68,662	72,096	
Other G&A	PHP		710,954	746,501	783,827	823,018	864,169	
Carpark Expenses	PHP		2,504,060	2,629,263	2,760,726	2,898,762	3,043,700	
Land Lease	PHP		5,210,920	5,523,575	5,854,990	6,206,289	6,578,666	
PM Fees	PHP		3,475,074	3,683,467	3,904,405	4,138,643	4,386,983	
FM Fees	PHP		3,097,189	3,227,386	3,365,466	3,511,908	3,667,220	
TOTAL OPERATING EXPENSES	PHP		41,751,468	43,901,129	46,164,896	48,548,877	51,059,508	
NET OPERATING INCOME	PHP		55,518,855	58,900,183	62,486,310	66,289,686	70,323,516	
Capital Expenditures	PHP		2,233,251	2,367,247	2,509,281	2,659,838	2,819,428	
NET OPERATING INCOME AFTER CAP	PHP		53,285,603	56,532,937	59,977,029	63,629,848	67,504,088	
TERMINAL VALUE	PHP							880,064,652
NET PRESENT VALUE								
Period lapsed	years		6.5000	7.5000	8.5000	9.5000	10.5000	10.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.5104	0.4603	0.4150	0.3742	0.3374	0.3374
Present value	PHP		27,198,376	26,019,638	24,891,513	23,811,889	22,778,738	296,971,090
Net present value (NPV)	PHP							
Rounded to:	PHP							

# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

## Valuation of Robinsons Lipa

Mataas Na Lupa, Lipa City, Batangas  
BCG24-C04418-001.8 | As of 31 March 2024

**ASIAN APPRAISAL**

PRIVATE AND CONFIDENTIAL

10 May 2024

ROBINSONS LAND CORPORATION

Level 2, Galleria Corporate Center  
E. Delos Santos corner Ortigas Avenues  
Barangay Ugong Norte, Quezon City  
Metro Manila  
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Attention: **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re: **AACI File No. BCG24-C04418-001.8**  
Appraisal of Property

Gentlemen:

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of **Robinsons Lipa** fl h \ Y ´ İ D F C Dated 10 May 2024, located along President Jose P. Laurel Highway, Barangay Mataas na Lupa, Lipa City, Province of Batangas.

Purpose of the valuation: For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

Subject of the valuation: The subject of the valuation is the **Robinsons Lipa** located along President Jose P. Laurel Highway, Barangay Mataas na Lupa, Lipa City, Province of Batangas.

Basis of value: The valuation was made on the basis of *market value*.

**Market value** ] g ´ X Y Z ] the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" İ

Meanwhile, a **basis of value** ] g ´ X Y Z ] b Y X ´ U g ´ İ fundamental measi f Y a Y b h ´ U g g i a d h ] c b g (IVSC 2022).

Valuation date: The valuation date is as of **31 March 2024**.

Opinion of value:

Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:  
FIVE BILLION  
SIX HUNDRED SEVENTY-ONE MILLION  
FOUR HUNDRED THIRTY THOUSAND ONLY**  
*(In Words)*

**PHP5,671,430,000.00**  
*(In Figures)*

We have made no investigation of and assume no responsibility for titles to and liabilities against the property appraised.

**WE HEREBY CERTIFY** that we have neither present nor prospective interest on the property appraised or on the value reported.

Yours faithfully,

**ASIAN APPRAISAL COMPANY, INC.**



### GENERAL SERVICE CONDITIONS

The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

### CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.



### ASSUMPTIONS AND LIMITING CONDITIONS

- a) This Report has been produced without reference to, and in disregard of, any liens, liabilities, charges or encumbrances relating to or affecting the subject matter of the same, whether known or unknown. Any person relying upon this Report shall be deemed to be aware of all such liens, liabilities charges and/or encumbrances and shall be responsible for making his own assumptions as to the cost or valuation implication of the same and no responsibility in respect thereof will be accepted by us or by any of our employees.
- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.



- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
- m) Any requirements or preconditions imposed by the CLIENT/COMPANY in connection with the preparation of this Report have been duly taken into account but no liability is accepted in respect of a CLIENT/COMPANY withholding approval and finalization of the Report.
- n) The values reported herein are based upon the premise and for the purpose(s) for which they are stated herein.
- o) Erasures on appraisal date and values invalidate this valuation report.
- p) This appraisal report is invalid unless it bears the service seal of AACI.

## 1 Identification of the Client

### 1.1 ROBINSONS LAND CORPORATION

The CLIENT, Robinsons Land Corporation, is a corporation organized and existing under the laws of the Philippines.

## 2 Purpose of the Valuation

This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

## 3 Basis of Value

The basis of value shall be **market value** k \ ] W\ ' ] g ' Xthe ~~Estimated~~ amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" I

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.

## 4 Macroeconomic Overview: Philippine Economy

### 4.1 Q4 2023 Gross Domestic Product (GDP)

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## 5 Extent of investigation and nature and source of the information relied upon

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).

## 6 Particulars of the Property

### 6.1 Property Description

Robinsons Place Lipa is a full-service shopping center conveniently located in the center of Lipa community. The mall is a well-known icon and tourist destination in Lipa because of its revitalizing atmosphere. Robinsons Place Lipa has taken the lead in introducing a comprehensive mall experience by offering its guests and frequent mall visitors delectable dining options, reasonably priced retail options, and thrilling entertainment venues.



Figure 1: Robinsons Lipa

## 6.2 Location

The property appraised, identified as the Robinsons Place-Lipa, is located on the northwest side of the National Road, partly extending northeastward to a barangay road, or about 300 meters east from De La Salle-University (DLSU)-Lipa City Campus, within Barangay Mataas na Lupa, Lipa City.

The site is approximately 1.3 kilometers northeast from STAR Tollway, some 2.7 kilometers southeast from Lipa City Hall, and about 25.0 kilometers from Batangas City.

The property is located in an area where land development is generally for commercial usage.

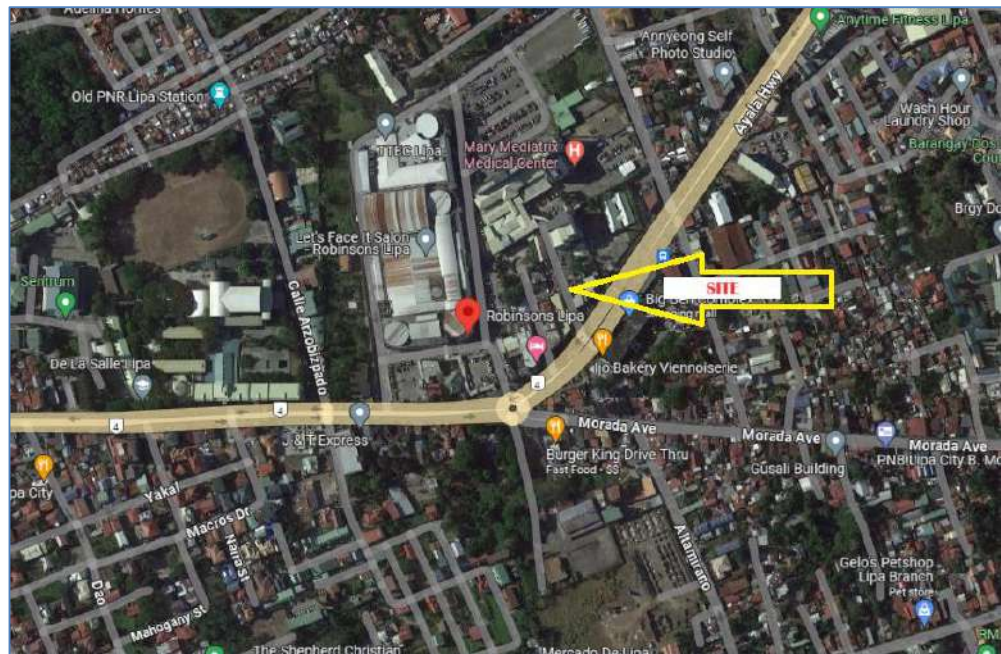


Figure 2: Vicinity Map  
Source: Google

### **6.3 Property Ownership**

The land and building are owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is a commercial mall with an aggregate gross floor area of 59,190.69 sq. m. and a gross leasable area of 43,692.11 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 98% occupied with a Weighted Average Lease Expiry (WALE) of 1.79 years.

## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

### 7.2 Market Approach

The **market approach** provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available.

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

### 7.3 Cost Approach

The **cost approach** determines the value of an asset by estimating the cost to replace the asset with a new one of similar utility and quality. The cost approach is based on the principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors intervene. The cost approach is based on the replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

### 7.4 Income Approach

The **income approach** determines the value of an asset by estimating the present value of the future income that the asset is expected to generate. The income approach is based on the principle that the value of an asset is determined by the present value of the future income that it is expected to generate. The income approach is based on reference to the value of income, cash flow or cost saving generated by the asset.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.

## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.



## 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
<b>Cost of equity</b>	<b>14.5769%</b>	<b>9.57%</b>	<b>11.37%</b>

### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
<b>Weighted average cost of capital</b>			<b>10.90%</b>

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

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## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [FV_t / (1 + i)^t] - I_0$$

The last equation states that the Net Present Value, PV, is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY's cash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 3% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.

## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:  
FIVE BILLION  
SIX HUNDRED SEVENTY-ONE MILLION  
FOUR HUNDRED THIRTY THOUSAND ONLY**  
*(In Words)*

**PHP5,671,430,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS LIPA

DISCOUNTED CASH FLOW

as of the date indicated

ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP		277,089,073	391,619,224	415,116,377	440,023,360	466,424,761	494,410,247
Aircon Charges - net	PHP		44,858,721	62,802,210	65,942,320	69,239,436	72,701,408	76,336,478
Common use service area charges - net	PHP		42,267,023	59,173,833	62,132,524	65,239,151	68,501,108	71,926,164
Parking Income	PHP		16,650,000	22,866,000	23,551,980	24,258,539	24,986,296	25,735,884
Commission	PHP		3,151,609	4,412,253	4,632,865	4,864,509	5,107,734	5,363,121
Other Income	PHP		100,682	140,954	148,002	155,402	163,172	171,331
GROSS REVENUES	PHP		384,117,109	541,014,473	571,524,069	603,780,397	637,884,479	673,943,225
Less: Operating Expenses								
Contracted Services	PHP		19,115,498	25,487,330	28,099,782	29,504,771	30,980,009	32,529,010
Net Utilities	PHP		12,946,133	17,261,510	19,030,815	19,982,356	20,981,473	22,030,547
Repair & Maintenance	PHP		10,532,804	14,043,738	15,483,221	16,257,382	17,070,251	17,923,764
Advertising & Promotion	PHP		2,578,500	3,438,000	3,790,395	3,979,915	4,178,910	4,387,856
Taxes & Licenses	PHP		2,957,398	3,943,198	4,347,376	4,564,744	4,792,982	5,032,631
Insurance	PHP		3,110,411	4,147,214	4,572,304	4,800,919	5,040,965	5,293,013
Supplies	PHP		93,558	124,744	137,530	144,407	151,627	159,209
Other G&A	PHP		1,894,478	2,525,971	2,784,883	2,924,127	3,070,334	3,223,850
Carpark Expenses	PHP		4,210,124	5,613,499	6,188,882	6,498,327	6,823,243	7,164,405
Land Lease	PHP		19,396,235	25,861,647	29,058,146	30,801,635	32,649,733	34,608,717
PM Fees	PHP		14,458,312	19,277,749	21,614,106	22,887,137	24,235,642	25,664,112
FM Fees	PHP		17,059,369	22,745,825	24,437,076	25,357,263	26,331,073	27,361,658
TOTAL OPERATING EXPENSES	PHP		108,352,819	144,470,426	159,544,516	167,702,983	176,306,243	185,378,772
NET OPERATING INCOME	PHP		275,764,289	396,544,047	411,979,553	436,077,413	461,578,236	488,564,453
Capital Expenditures	PHP		8,312,672	11,748,577	12,453,491	13,200,701	13,992,743	14,832,307
NET OPERATING INCOME AFTER CAP	PHP		267,451,617	384,795,471	399,526,061	422,876,713	447,585,493	473,732,146
TERMINAL VALUE	PHP							
NET PRESENT VALUE								
Period lapsed	years		0.5000	1.5000	2.5000	3.5000	4.5000	5.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.9496	0.8562	0.7721	0.6962	0.6278	0.5661
Present value	PHP		253,967,733	329,480,635	308,469,113	294,406,211	280,980,272	268,163,281
Net present value (NPV)	PHP		5,671,431,482					
Rounded to:	PHP		5,671,430,000					

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS LIPA  
DISCOUNTED CASH FLOW

as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

		Remarks	2030	2031	2032	2033	2034	TERMINAL VALUE
FREE CASH FLOWS								
Revenues								
Rental Income	PHP		524,074,862	555,519,353	588,850,515	624,181,545	661,632,438	
Aircon Charges - net	PHP		80,153,302	84,160,967	88,369,016	92,787,467	97,426,840	
Common use service area charges - net	PHP		75,522,472	79,296,595	83,263,525	87,426,701	91,798,037	
Parking Income	PHP		26,507,961	27,303,200	28,122,296	28,965,965	29,834,944	
Commission	PHP		5,631,277	5,912,841	6,208,483	6,518,907	6,844,852	
Other Income	PHP		179,897	188,892	198,337	208,253	218,666	
GROSS REVENUES	PHP		712,069,771	752,383,849	795,012,171	840,086,839	887,755,777	
Less: Operating Expenses								
Contracted Services	PHP		34,155,460	35,863,233	37,656,395	39,539,215	41,516,176	
Net Utilities	PHP		23,132,074	24,288,678	25,503,112	26,778,268	28,117,181	
Repair & Maintenance	PHP		18,819,952	19,760,950	20,748,997	21,786,447	22,875,770	
Advertising & Promotion	PHP		4,607,249	4,837,611	5,079,492	5,333,466	5,600,140	
Taxes & Licenses	PHP		5,284,262	5,548,475	5,825,899	6,117,194	6,423,054	
Insurance	PHP		5,557,664	5,835,547	6,127,324	6,433,690	6,755,375	
Supplies	PHP		167,169	175,527	184,304	193,519	203,195	
Other G&A	PHP		3,385,043	3,554,295	3,732,010	3,918,610	4,114,541	
Carpark Expenses	PHP		7,522,625	7,898,757	8,293,694	8,708,379	9,143,798	
Land Lease	PHP		36,685,240	38,886,355	41,219,536	43,692,708	46,314,271	
PM Fees	PHP		27,177,306	28,780,269	30,478,344	32,277,193	34,182,819	
FM Fees	PHP		28,452,356	29,606,705	30,828,449	32,121,557	33,490,230	
TOTAL OPERATING EXPENSES	PHP		194,946,402	205,036,402	215,677,556	226,900,247	238,736,547	
NET OPERATING INCOME	PHP		517,123,369	547,347,447	579,334,614	613,188,591	649,019,229	
Capital Expenditures	PHP		15,722,246	16,665,581	17,665,515	18,725,446	19,848,973	
NET OPERATING INCOME AFTER CAP	PHP		501,401,123	530,681,866	561,669,099	594,463,145	629,170,256	
TERMINAL VALUE	PHP							8,202,621,787
NET PRESENT VALUE								
Period lapsed	years		6.5000	7.5000	8.5000	9.5000	10.5000	10.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.5104	0.4603	0.4150	0.3742	0.3374	0.3374
Present value	PHP		255,928,343	244,249,655	233,102,467	222,463,057	212,308,694	2,767,912,022
Net present value (NPV)	PHP							
Rounded to:	PHP							

# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

## Valuation of Robinsons Cabanatuan

Maharlika Highway, Barangay H. Concepcion  
Cabanatuan City, Province of Nueva Ecija  
BCG24-C04418-001.9 | As of 31 March 2024

**ASIAN APPRAISAL**

PRIVATE AND CONFIDENTIAL

10 May 2024

ROBINSONS LAND CORPORATION

Level 2, Galleria Corporate Center  
E. Delos Santos corner Ortigas Avenues  
Barangay Ugong Norte, Quezon City  
Metro Manila  
fl h \ Y ` Ĩ 7 @ = 9 B H # 7 C A D 5 B M ĩ Ł

Attention: **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re: **AACI File No. BCG24-C04418-001.9**  
Appraisal of Property

Gentlemen:

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of **Robinsons Cabanatuan** fl h \ Y ` Ĩ D F C Dated along Maharlika Highway, Barangay H. Concepcion, Cabanatuan City, Province of Nueva Ecija.

Purpose of the valuation: For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

Subject of the valuation: The subject of the valuation is the **Robinsons Cabanatuan** located along Maharlika Highway, Barangay H. Concepcion, Cabanatuan City, Province of Nueva Ecija.

Basis of value: The valuation was made on the basis of *market value*.

**Market value** ] g ` X Y Z ] the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" ĩ

Meanwhile, a **basis of value** ] g ` X Y Z ] b Y e X e n U g the Z i b X U a Y b h U ` ` a Y U g i f Y a Y b h ` U g g (IVSC 2022).

Valuation date: The valuation date is as of **31 March 2024**.

Opinion of value: Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:**  
**EIGHT HUNDRED EIGHTY-FOUR MILLION**  
**FIVE HUNDRED SEVENTY THOUSAND ONLY**  
*(In Words)*

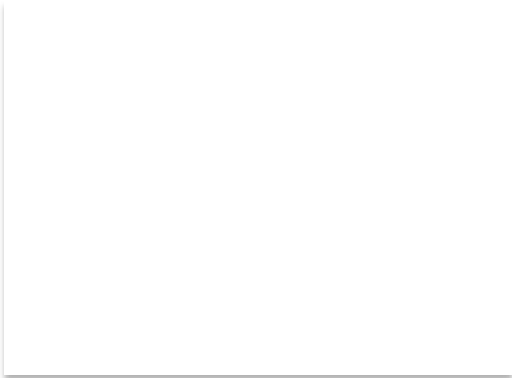
**PHP884,570,000.00**  
*(In Figures)*

We have made no investigation of and assume no responsibility for titles to and liabilities against the property appraised.

**WE HEREBY CERTIFY** that we have neither present nor prospective interest on the property appraised or on the value reported.

Yours faithfully,

**ASIAN APPRAISAL COMPANY, INC.**





## GENERAL SERVICE CONDITIONS

The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

## CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.



### ASSUMPTIONS AND LIMITING CONDITIONS

- a) This Report has been produced without reference to, and in disregard of, any liens, liabilities, charges or encumbrances relating to or affecting the subject matter of the same, whether known or unknown. Any person relying upon this Report shall be deemed to be aware of all such liens, liabilities charges and/or encumbrances and shall be responsible for making his own assumptions as to the cost or valuation implication of the same and no responsibility in respect thereof will be accepted by us or by any of our employees.
- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.

- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
- m) Any requirements or preconditions imposed by the CLIENT/COMPANY in connection with the preparation of this Report have been duly taken into account but no liability is accepted in respect of a CLIENT/COMPANY withholding approval and finalization of the Report.
- n) The values reported herein are based upon the premise and for the purpose(s) for which they are stated herein.
- o) Erasures on appraisal date and values invalidate this valuation report.
- p) This appraisal report is invalid unless it bears the service seal of AACI.

## 1 Identification of the Client

### 1.1 ROBINSONS LAND CORPORATION

The CLIENT, Robinsons Land Corporation, is a corporation organized and existing under the laws of the Philippines.

## 2 Purpose of the Valuation

This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

## 3 Basis of Value

The basis of value shall be **market value** ~~the estimated amount for~~ which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" ~~It~~

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.

## 4 Macroeconomic Overview: Philippine Economy

### 4.1 Q4 2023 Gross Domestic Product (GDP)

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## 5 Extent of investigation and nature and source of the information relied upon

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).

## 6 Particulars of the Property

### 6.1 Property Description

Robinsons Cabanatuan is a shopping mall located Maharlika Highway, Cabanatuan, Philippines. The mall was built beside NE Pacific Mall in 2007. The mall is a 3-storey building which is mainly occupied by the Robinsons Department Store on the 2nd and 3rd floors, Robinsons Appliances and Handyman Do-It Best Hardware is located on the 2nd floor while Robinsons Supermarket is located in the 1st floor.



Figure 1: Robinsons Cabanatuan



## 6.2 Location

The property appraised, identified as the Robinsons Cabanatuan, is located on the northwest side of Maharlika Highway, just beside NE Pacific Mall, near Kilometer Post No. 111, within Barangay H. Concepcion, Cabanatuan City.

600 meters southwest from the intersection of Maharlika Highway and M. De Leon Avenue, about 800 meters south from the city hall, and approximately 3.5 kilometers southwest from Cabanatuan City proper.

The property is located in an area where land development is generally for commercial usage.



Figure 2: Vicinity Map  
Source: Google

### **6.3 Property Ownership**

The land and building are owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is a commercial mall with an aggregate gross floor area of 17,955.70 sq. m. and a gross leasable area of 15,811.00 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 100% occupied with a Weighted Average Lease Expiry (WALE) of 4.50 years.



## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

#### 7.2 Market Approach

The **market approach** provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available.

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

#### 7.3 Cost Approach

The **cost approach** determines the value of an asset by estimating the cost to replace or reproduce the asset, less any depreciation, depletion, and amortization. The cost approach is based on the principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors intervene. The cost approach is used to value assets that are new or relatively new, or where the replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

#### 7.4 Income Approach

The **income approach** determines the value of an asset by estimating the present value of the future income or cash flow that the asset is expected to generate. The income approach is based on the principle that the value of an asset is determined by the present value of the future income or cash flow that the asset is expected to generate. The income approach is used to value assets that generate a steady stream of income or cash flow, such as rental properties, commercial buildings, and businesses.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.

## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.

## 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
Cost of equity	14.5769%	9.57%	11.37%

### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
Weighted average cost of capital			10.90%

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

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## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [ FV_t / (1 + i)^t ] - I_0$$

The last equation states that the Net Present Value, PV, is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY's cash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 3% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.

## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:**  
**EIGHT HUNDRED EIGHTY-FOUR MILLION**  
**FIVE HUNDRED SEVENTY THOUSAND ONLY**  
*(In Words)*

**PHP884,570,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS CABANATUAN  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP		52,579,927	74,312,963	78,771,741	83,498,046	88,507,928	93,818,404
GROSS REVENUES	PHP		52,579,927	74,312,963	78,771,741	83,498,046	88,507,928	93,818,404
Less: Operating Expenses								
Taxes & Licenses	PHP		1,232,493	1,725,490	1,811,765	1,902,353	1,997,470	2,097,344
Land Lease	PHP		3,680,595	5,201,907	5,514,022	5,844,863	6,195,555	6,567,288
PM Fees	PHP		2,530,735	3,577,100	3,792,071	4,019,958	4,261,536	4,517,628
FM Fees	PHP		2,650,839	3,668,495	3,810,608	3,961,279	4,121,022	4,290,382
TOTAL OPERATING EXPENSES	PHP		10,094,662	14,172,993	14,928,466	15,728,453	16,575,583	17,472,642
NET OPERATING INCOME	PHP		42,485,265	60,139,971	63,843,275	67,769,593	71,932,345	76,345,762
Capital Expenditures	PHP		1,577,398	2,229,389	2,363,152	2,504,941	2,655,238	2,814,552
NET OPERATING INCOME AFTER CAP	PHP		40,907,867	57,910,582	61,480,123	65,264,651	69,277,108	73,531,210
TERMINAL VALUE	PHP							
NET PRESENT VALUE								
Period lapsed	years		0.5000	1.5000	2.5000	3.5000	4.5000	5.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.9496	0.8562	0.7721	0.6962	0.6278	0.5661
Present value	PHP		38,845,450	49,585,862	47,468,040	45,437,164	43,490,017	41,623,459
Net present value (NPV)	PHP		884,567,657					
Rounded to:	PHP		884,570,000					

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS CABANATUAN  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

	Remarks	2030	2031	2032	2033	2034	TERMINAL VALUE
FREE CASH FLOWS							
Revenues							
Rental Income	PHP	99,447,508	105,414,359	111,739,220	118,443,574	125,550,188	
GROSS REVENUES	PHP	99,447,508	105,414,359	111,739,220	118,443,574	125,550,188	
Less: Operating Expenses							
Taxes & Licenses	PHP	2,202,211	2,312,322	2,427,938	2,549,335	2,676,802	
Land Lease	PHP	6,961,326	7,379,005	7,821,745	8,291,050	8,788,513	
PM Fees	PHP	4,789,105	5,076,891	5,381,967	5,705,371	6,048,203	
FM Fees	PHP	4,469,939	4,660,306	4,862,134	5,076,112	5,302,971	
TOTAL OPERATING EXPENSES	PHP	18,422,580	19,428,524	20,493,784	21,621,867	22,816,488	
NET OPERATING INCOME	PHP	81,024,928	85,985,834	91,245,436	96,821,706	102,733,700	
Capital Expenditures	PHP	2,983,425	3,162,431	3,352,177	3,553,307	3,766,506	
NET OPERATING INCOME AFTER CAP	PHP	78,041,503	82,823,404	87,893,259	93,268,399	98,967,194	
TERMINAL VALUE	PHP						1,290,255,625
NET PRESENT VALUE							
Period lapsed	years	6.5000	7.5000	8.5000	9.5000	10.5000	10.5000
Discount rate	%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%	0.5104	0.4603	0.4150	0.3742	0.3374	0.3374
Present value	PHP	39,834,439	38,119,991	36,477,235	34,903,380	33,395,723	435,386,898
Net present value (NPV)	PHP						
Rounded to:	PHP						

# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

## Valuation of Cybergate Delta 2

Barangay Paciano Bangoy, Agdao District  
Davao City, Province of Davao del Sur  
BCG24-C04418-001.10 | As of 31 March 2024

**ASIAN APPRAISAL**



PRIVATE AND CONFIDENTIAL

---

10 May 2024

**ROBINSONS LAND CORPORATION**

Level 2, Galleria Corporate Center  
E. Delos Santos corner Ortigas Avenues  
Barangay Ugong Norte, Quezon City  
Metro Manila

**c                      C                      n                      -                      e**

Attention:        **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re:                **AACI File No. BCG24-C04418-001.10**  
Appraisal of Property

**Gentlemen:**

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of *Cybergate Delta 2 c                      C* located along J. P. Laurel Avenue, Barangay Paciano Bangoy, Agdao District, Davao City, Province of Davao del Sur.

Purpose of the valuation:        For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

Subject of the valuation:        The subject of the valuation is the *Cybergate Delta 2* located along J. P. Laurel Avenue, Barangay Paciano Bangoy, Agdao District, Davao City, Province of Davao del Sur.

Basis of value:                    The valuation was made on the basis of *market value*.

**Market value                      C**        the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion

Meanwhile, a **basis of value                      C                      C                      C**  
fundamental measure                      C  
(IVSC 2022).

Valuation date:                    The valuation date is as of **31 March 2024**.

Opinion of value:

Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of ***THE PROPERTY*** as of 31 March 2024 is as follows:

**PESOS:  
ONE BILLION  
THREE HUNDRED EIGHTEEN MILLION  
FOUR HUNDRED NINETY THOUSAND ONLY**  
*(In Words)*

**PHP1,318,490,000.00**  
*(In Figures)*

We have made no investigation of and assume no responsibility for titles to and liabilities against the property appraised.

**WE HEREBY CERTIFY** that we have neither present nor prospective interest on the property appraised or on the value reported.

Yours faithfully,

**ASIAN APPRAISAL COMPANY, INC.**



### GENERAL SERVICE CONDITIONS

The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

### CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.



### ASSUMPTIONS AND LIMITING CONDITIONS

- a) This Report has been produced without reference to, and in disregard of, any liens, liabilities, charges or encumbrances relating to or affecting the subject matter of the same, whether known or unknown. Any person relying upon this Report shall be deemed to be aware of all such liens, liabilities charges and/or encumbrances and shall be responsible for making his own assumptions as to the cost or valuation implication of the same and no responsibility in respect thereof will be accepted by us or by any of our employees.
- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.

- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
- m) Any requirements or preconditions imposed by the CLIENT/COMPANY in connection with the preparation of this Report have been duly taken into account but no liability is accepted in respect of a CLIENT/COMPANY withholding approval and finalization of the Report.
- n) The values reported herein are based upon the premise and for the purpose(s) for which they are stated herein.
- o) Erasures on appraisal date and values invalidate this valuation report.
- p) This appraisal report is invalid unless it bears the service seal of AACI.

## 1 Identification of the Client

### 1.1 ROBINSONS LAND CORPORATION

The CLIENT, Robinsons Land Corporation, is a corporation organized and existing under the laws of the Philippines.

## 2 Purpose of the Valuation

This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

## 3 Basis of Value

The basis of value shall be **market value** C C the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.

## 4 Macroeconomic Overview: Philippine Economy

### 4.1 Q4 2023 Gross Domestic Product (GDP)

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## 5 Extent of investigation and nature and source of the information relied upon

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).

## 6 Particulars of the Property

### 6.1 Property Description

Cybergate Delta 2 is a 7-storey premium-grade office building developed by Robinsons Land Corporation. It is prominently located along J.P. Laurel Avenue, Davao City. This prime building offers a total of 6 office floors tailored fit for BPO, I.T, and commercial companies. It has a gross leasable area of 17, 500 sq m and a typical floor plate of 2, 500 sq m. It features expertly designed office spaces equipped with sustainable green building features to foster a conducive and comfortable working environment. Located within the PEZA-registered Cyberpark, locators could greatly benefit from this state-of-the-art building. It also features modern amenities which include fiber-optic ready cable, 100% back-up power, VRF air-conditioning system, and multiple Telco providers. It also provides commercial spaces on the ground floor which allows tenants to have a wide selection of dining and retail options. Due to its close proximity to Bajada which is the main thoroughfare in Davao City, access to public transport is always available for commuting employees.



Figure 1: Cybergate Delta 2



## 6.2 Location

The property appraised, identified as the Cybergate Delta 2, is located along J.P. Laurel Avenue, Barangay Paciano Bangoy, Agdao District, Davao City, Province of Davao del Sur.

The site is approximately 5.2 kilometers northeast from Davao City Hall, some 6.1 kilometers southwest from the Davao International Airport, and approximately 3.4 kilometers northwest from Ramon Magsaysay Park.

The property is located in an area where land development is generally for commercial usage.

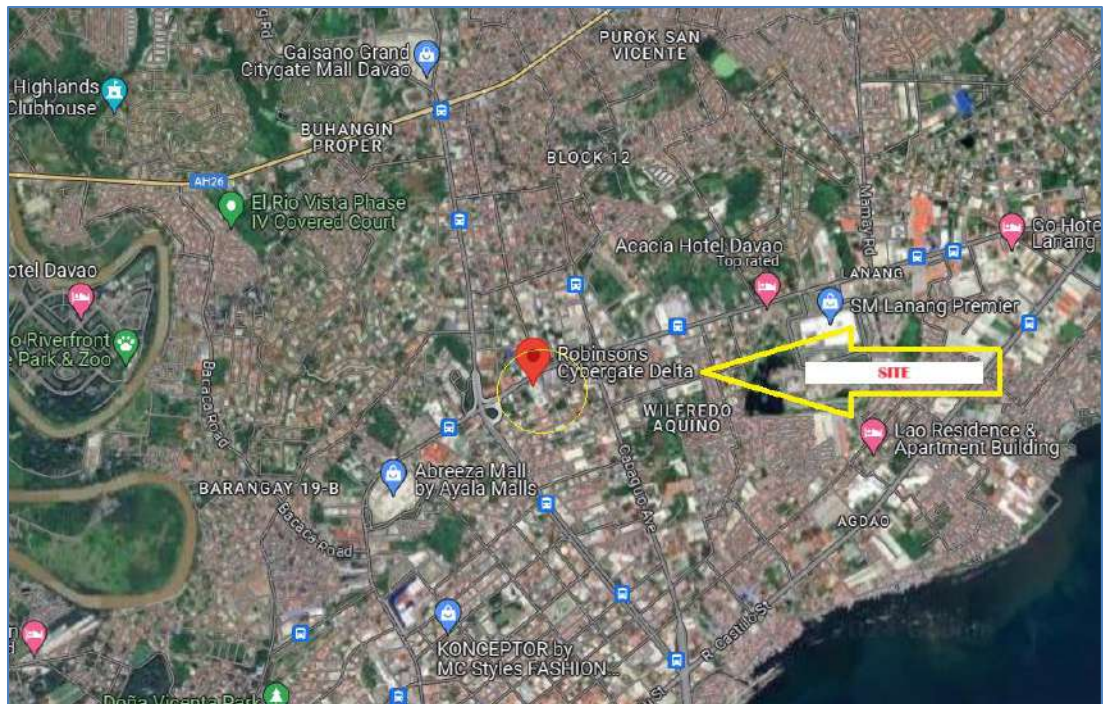


Figure 2: Vicinity Map

Source: Google

### **6.3 Property Ownership**

The land and building are owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is an office building with an aggregate gross floor area of 21,174.96 sq. m. and a gross leasable area of 15,404.63 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 100% occupied with a Weighted Average Lease Expiry (WALE) of 2.57 years.

## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

### 7.2 Market Approach

The **market approach** provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available.

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

### 7.3 Cost Approach

The **cost approach** buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors inv replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

### 7.4 Income Approach

The **income approach** reference to the value of income, cash flow or cost saving generated by the asset.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.

## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.

## 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
<b>Cost of equity</b>	<b>14.5769%</b>	<b>9.57%</b>	<b>11.37%</b>

### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
<b>Weighted average cost of capital</b>			<b>10.90%</b>

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

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## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [ FV_t / (1 + i)^t ] - I_0$$

The last equation states that the Net Present Value,  $PV$ , is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the office rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY cash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 4.5% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.

## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:  
ONE BILLION  
THREE HUNDRED EIGHTEEN MILLION  
FOUR HUNDRED NINETY THOUSAND ONLY**  
*(In Words)*

**PHP1,318,490,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.

ANNEX A

ROBINSONS LAND CORPORATION  
CYBERGATE DELTA 2  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP		66,128,564	91,784,541	95,486,954	97,187,877	104,580,732	107,718,154
Other Income								
Management Dues - net	PHP		12,749,477	16,999,303	16,999,303	16,999,303	16,999,303	17,169,296
Aircon Dues - Income	PHP		10,071,306	13,428,408	13,428,408	13,428,408	13,428,408	13,562,692
Other Areas	PHP		1,182,136	1,623,467	1,655,936	1,672,495	1,689,220	1,697,666
GROSS REVENUES	PHP		90,131,483	123,835,719	127,570,601	129,288,084	136,697,663	140,147,808
Less: Operating Expenses								
Contracted Services	PHP		1,933,006	2,654,661	2,734,301	2,816,330	2,900,820	2,987,844
Repairs & Maintenance	PHP		1,934,038	2,684,389	2,792,672	2,842,418	3,058,634	3,150,393
Loss from CUSA	PHP		1,725,963	2,370,323	2,441,433	2,514,676	2,590,116	2,667,819
Other Expense - Other Admin. Expense	PHP		55,763	77,397	80,519	81,954	88,188	90,833
General and Administrative Expense	PHP							
Taxes & Licenses	PHP		224,901	308,864	318,130	327,674	337,505	347,630
Commission Expense	PHP		159,348	221,170	230,091	234,190	252,004	259,564
Insurance Expense	PHP		495,893	688,285	716,049	728,804	784,242	807,770
Communication	PHP		-	-	-	-	-	-
Supplies Expense	PHP		3,980	5,524	5,746	5,849	6,294	6,482
Travel & Transportation	PHP		597	829	863	878	945	973
Representation & Entertainment	PHP		-	-	-	-	-	-
Land Lease	PHP		4,629,000	6,424,918	6,684,087	6,803,151	7,320,651	7,540,271
PM Fees	PHP		3,563,237	4,921,523	5,095,943	5,174,280	5,524,587	5,677,309
FM Fees	PHP		3,941,530	5,364,131	5,474,989	5,522,779	5,747,693	5,850,242
TOTAL OPERATING EXPENSES	PHP		18,667,255	25,722,015	26,574,823	27,052,983	28,611,679	29,387,131
NET OPERATING INCOME	PHP		71,464,229	98,113,704	100,995,778	102,235,101	108,085,984	110,760,677
Capital Expenditures	PHP		1,983,857	2,753,536	2,864,609	2,915,636	3,137,422	3,231,545
NET OPERATING INCOME AFTER CAP	PHP		69,480,372	95,360,168	98,131,169	99,319,465	104,948,562	107,529,132
TERMINAL VALUE	PHP							
NET PRESENT VALUE								
Period lapsed	years		0.5000	1.5000	2.5000	3.5000	4.5000	5.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.9496	0.8562	0.7721	0.6962	0.6278	0.5661
Present value	PHP		65,977,438	81,652,023	75,765,858	69,146,081	65,883,448	60,868,499
Net present value (NPV)	PHP		1,318,488,403					
Rounded to:	PHP		1,318,490,000					



ANNEX A

ROBINSONS LAND CORPORATION  
CYBERGATE DELTA 2  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

	Remarks	2030	2031	2032	2033	2034	TERMINAL VALUE
FREE CASH FLOWS							
Revenues							
Rental Income	PHP	110,949,698	114,278,189	116,563,753	118,895,028	122,461,879	
Other Income							
Management Dues - net	PHP	17,340,989	17,514,399	17,689,543	17,866,438	18,045,103	
Aircon Dues - Income	PHP	13,698,319	13,835,302	13,973,655	14,113,392	14,254,526	
Other Areas	PHP	1,706,155	1,714,686	1,723,259	1,731,875	1,740,535	
GROSS REVENUES	PHP	143,695,161	147,342,576	149,950,210	152,606,733	156,502,042	
Less: Operating Expenses							
Contracted Services	PHP	3,077,480	3,169,804	3,264,898	3,362,845	3,463,731	
Repairs & Maintenance	PHP	3,244,905	3,342,252	3,409,097	3,477,279	3,581,597	
Loss from CUSA	PHP	2,747,854	2,830,289	2,915,198	3,002,654	3,092,734	
Other Expense - Other Admin. Expense	PHP	93,558	96,365	98,292	100,258	103,266	
General and Administrative Expense	PHP						
Taxes & Licenses	PHP	358,059	368,800	379,864	391,260	402,998	
Commission Expense	PHP	267,351	275,372	280,879	286,497	295,092	
Insurance Expense	PHP	832,003	856,963	874,102	891,584	918,332	
Communication	PHP	-	-	-	-	-	
Supplies Expense	PHP	6,677	6,877	7,015	7,155	7,370	
Travel & Transportation	PHP	1,002	1,032	1,053	1,074	1,106	
Representation & Entertainment	PHP	-	-	-	-	-	
Land Lease	PHP	7,766,479	7,999,473	8,159,463	8,322,652	8,572,332	
PM Fees	PHP	5,834,487	5,996,253	6,108,120	6,222,120	6,395,126	
FM Fees	PHP	5,955,647	6,063,991	6,139,766	6,216,875	6,332,376	
TOTAL OPERATING EXPENSES	PHP	30,185,501	31,007,472	31,637,748	32,282,255	33,166,059	
NET OPERATING INCOME	PHP	113,509,660	116,335,103	118,312,462	120,324,479	123,335,983	
Capital Expenditures	PHP	3,328,491	3,428,346	3,496,913	3,566,851	3,673,856	
NET OPERATING INCOME AFTER CAP	PHP	110,181,169	112,906,758	114,815,550	116,757,628	119,662,127	
TERMINAL VALUE	PHP						1,953,715,840
NET PRESENT VALUE							
Period lapsed	years	6.5000	7.5000	8.5000	9.5000	10.5000	10.5000
Discount rate	%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%	0.5104	0.4603	0.4150	0.3742	0.3374	0.3374
Present value	PHP	56,239,371	51,966,043	47,650,455	43,693,640	40,379,070	659,266,476
Net present value (NPV)	PHP						
Rounded to:	PHP						

# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

## Valuation of Robinsons Palawan

National Highway, Brgy. San Miguel, Puerto Princesa City  
BCG24-C04418-001.11 | As of 31 March 2024

**ASIAN APPRAISAL**

PRIVATE AND CONFIDENTIAL

10 May 2024

ROBINSONS LAND CORPORATION

Level 2, Galleria Corporate Center  
E. Delos Santos corner Ortigas Avenues  
Barangay Ugong Norte, Quezon City  
Metro Manila  
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Attention: **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re: **AACI File No. BCG24-C04418-001.11**  
Appraisal of Property

Gentlemen:

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of **Robinsons Palawan** fl h \ Y ` Î D F C located along National Highway, Brgy. San Miguel, Puerto Princesa City.

Purpose of the valuation:	For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).
Subject of the valuation:	The subject of the valuation is the <b>Robinsons Palawan</b> located along National Highway, Brgy. San Miguel, Puerto Princesa City.
Basis of value:	<p>The valuation was made on the basis of <i>market value</i>.</p> <p><b>Market value</b> ] g ` X Y Z ] the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" ĩ</p> <p>Meanwhile, a <b>basis of value</b> ] g ` X Y Z ] b Y X ` U g ` ĩ Z i b X U a Y b h U ` ` a Y U g i f Y a Y b h ` U g g (IVSC 2022).</p>
Valuation date:	The valuation date is as of <b>31 March 2024</b> .

Opinion of value:

Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of ***THE PROPERTY*** as of 31 March 2024 is as follows:

**PESOS:  
TWO BILLION  
NINE HUNDRED TWENTY-FOUR MILLION  
THREE HUNDRED TEN THOUSAND ONLY**  
*(In Words)*

**PHP2,924,310,000.00**  
*(In Figures)*

We have made no investigation of and assume no responsibility for titles to and liabilities against the property appraised.

**WE HEREBY CERTIFY** that we have neither present nor prospective interest on the property appraised or on the value reported.

Yours faithfully,

**ASIAN APPRAISAL COMPANY, INC.**



## GENERAL SERVICE CONDITIONS

The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

## CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.



### ASSUMPTIONS AND LIMITING CONDITIONS

- a) This Report has been produced without reference to, and in disregard of, any liens, liabilities, charges or encumbrances relating to or affecting the subject matter of the same, whether known or unknown. Any person relying upon this Report shall be deemed to be aware of all such liens, liabilities charges and/or encumbrances and shall be responsible for making his own assumptions as to the cost or valuation implication of the same and no responsibility in respect thereof will be accepted by us or by any of our employees.
- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.

- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
- m) Any requirements or preconditions imposed by the CLIENT/COMPANY in connection with the preparation of this Report have been duly taken into account but no liability is accepted in respect of a CLIENT/COMPANY withholding approval and finalization of the Report.
- n) The values reported herein are based upon the premise and for the purpose(s) for which they are stated herein.
- o) Erasures on appraisal date and values invalidate this valuation report.
- p) This appraisal report is invalid unless it bears the service seal of AACI.

## 1 Identification of the Client

### 1.1 ROBINSONS LAND CORPORATION

The CLIENT, Robinsons Land Corporation, is a corporation organized and existing under the laws of the Philippines.

## 2 Purpose of the Valuation

This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

## 3 Basis of Value

The basis of value shall be **market value** ~~the estimated amount for~~ which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" ~~It~~

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.



## 4 Macroeconomic Overview: Philippine Economy

### 4.1 Q4 2023 Gross Domestic Product (GDP)

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## 5 Extent of investigation and nature and source of the information relied upon

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).

## 6 Particulars of the Property

### 6.1 Property Description

Robinsons Place Palawan, the island's only full-service mall, caters not only the people of Puerto Princesa City but also those living in nearby towns like Roxas and San Vicente in the north and Aborlan, Narra, and Española in the south. Robinsons Supermarket, Robinsons Department Store, Handyman, Robinsons Appliances, Robinsons Bank, and Daiso Japan are the key tenants of the two-storey mall. A 351-seat food court, outdoor dining options, banks, specialized and fashion stores, banks, amusement parks, and stores selling electronics and cellphones are all housed there.



Figure 1: Robinsons Palawan

## 6.2 Location

The property appraised, identified as the Robinsons Palawan, is located along National Highway, Brgy. San Miguel, Puerto Princesa City.

The site is approximately 3.7 kilometers southeast from Puerto Princesa City Hall, some 3.4 kilometers slightly northwest from the Puerto Princesa International Airport, and approximately 2.3 kilometers northeast from Ospital ng Palawan.

The property is located in an area where land development is generally for commercial and residential usage.

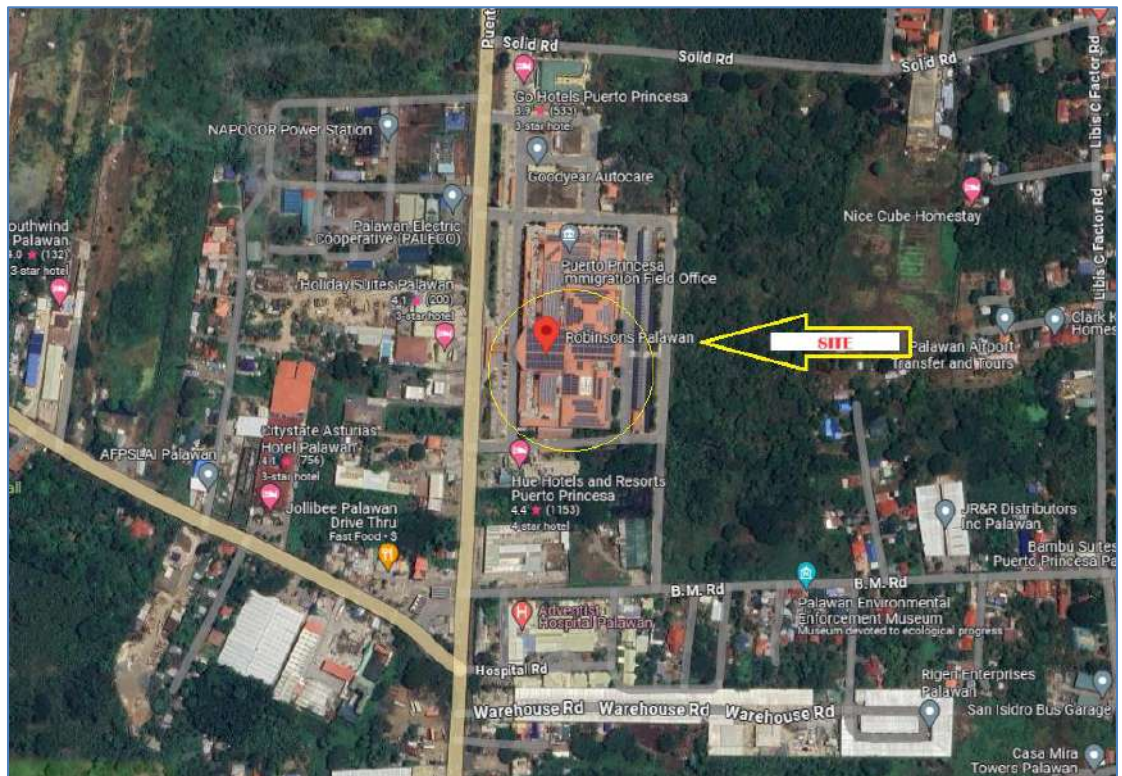


Figure 2: Vicinity Map

Source: Google

### **6.3 Property Ownership**

The land and building are owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is a commercial mall with an aggregate gross floor area of 44,834.76 sq. m. and a gross leasable area of 26,752.57 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 95% occupied with a Weighted Average Lease Expiry (WALE) of 0.94 year.

## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

### 7.2 Market Approach

The **market approach** provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available.

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

### 7.3 Cost Approach

The **cost approach** determines the value of an asset by estimating the cost to the buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors justify a higher value. The cost approach is based on the replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

### 7.4 Income Approach

The **income approach** determines the value of an asset by estimating the present value of the expected future income, cash flow or cost saving generated by the asset. The income approach is based on the reference to the value of income, cash flow or cost saving generated by the asset.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.



## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.

## 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
<b>Cost of equity</b>	<b>14.5769%</b>	<b>9.57%</b>	<b>11.37%</b>

### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
<b>Weighted average cost of capital</b>			<b>10.90%</b>

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

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## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [ FV_t / (1 + i)^t ] - I_0$$

The last equation states that the Net Present Value, PV, is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY's cash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 3% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.



## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:  
TWO BILLION  
NINE HUNDRED TWENTY-FOUR MILLION  
THREE HUNDRED TEN THOUSAND ONLY**  
*(In Words)*

**PHP2,924,310,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS PALAWAN  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP	169,122,202	239,026,045	253,367,608	268,569,664	284,683,844	301,764,875	
Aircon Charges - net	PHP	25,111,512	35,156,116	36,913,922	38,759,618	40,697,599	42,732,479	
Common use service area charges - net	PHP	23,956,138	33,538,593	35,215,523	36,976,299	38,825,114	40,766,370	
Commission	PHP	1,989,764	2,785,670	2,924,954	3,071,201	3,224,761	3,385,999	
Other Income	PHP	26,055	36,477	38,301	40,216	42,227	44,338	
GROSS REVENUES	PHP	220,205,670	310,542,901	328,460,307	347,416,998	367,473,545	388,694,061	
Less: Operating Expenses								
Contracted Services	PHP	19,553,381	27,374,734	28,743,470	30,180,644	31,689,676	33,274,160	
Net Utilities	PHP	16,000,066	22,400,092	23,520,097	24,696,102	25,930,907	27,227,452	
Repair & Maintenance	PHP	5,516,317	7,722,843	8,108,986	8,514,435	8,940,157	9,387,164	
Advertising & Promotion	PHP	2,856,383	3,998,936	4,198,882	4,408,827	4,629,268	4,860,731	
Taxes & Licenses	PHP	4,737,239	6,632,134	6,963,741	7,311,928	7,677,524	8,061,400	
Insurance	PHP	3,912	5,477	5,751	6,038	6,340	6,657	
Supplies	PHP	1,102,841	1,543,977	1,621,176	1,702,235	1,787,347	1,876,714	
Other G&A	PHP	1,140,863	1,597,209	1,677,069	1,760,923	1,848,969	1,941,417	
Land Lease	PHP	11,838,554	16,731,823	17,735,733	18,799,876	19,927,869	21,123,541	
PM Fees	PHP	8,222,788	11,621,495	12,318,736	13,057,810	13,841,225	14,671,643	
FM Fees	PHP	8,603,964	11,912,749	12,379,989	12,875,260	13,400,242	13,956,719	
TOTAL OPERATING EXPENSES	PHP	79,576,308	111,541,469	117,273,630	123,314,077	129,679,523	136,387,599	
NET OPERATING INCOME	PHP	140,629,363	199,001,433	211,186,677	224,102,922	237,794,021	252,306,461	
Capital Expenditures	PHP	5,073,666	7,170,781	7,601,028	8,057,090	8,540,515	9,052,946	
NET OPERATING INCOME AFTER CAP	PHP	135,555,697	191,830,651	203,585,649	216,045,832	229,253,506	243,253,515	
TERMINAL VALUE	PHP							
NET PRESENT VALUE								
Period lapsed	years	0.5000	1.5000	2.5000	3.5000	4.5000	5.5000	
Discount rate	%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%	
Present value factor	%	0.9496	0.8562	0.7721	0.6962	0.6278	0.5661	
Present value	PHP	128,721,499	164,254,752	157,185,952	150,410,824	143,918,231	137,697,349	
Net present value (NPV)	PHP	2,924,312,178						
Rounded to:	PHP	2,924,310,000						

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS PALAWAN  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2030	2031	2032	2033	2034	TERMINAL VALUE
Revenues								
Rental Income	PHP		319,870,767	339,063,013	359,406,794	380,971,202	403,829,474	
Aircon Charges - net	PHP		44,869,103	47,112,558	49,468,186	51,941,595	54,538,675	
Common use service area charges - net	PHP		42,804,688	44,944,922	47,192,169	49,551,777	52,029,366	
Commission	PHP		3,555,299	3,733,064	3,919,717	4,115,703	4,321,489	
Other Income	PHP		46,555	48,883	51,327	53,893	56,588	
GROSS REVENUES	PHP		411,146,412	434,902,441	460,038,193	486,634,170	514,775,591	
Less: Operating Expenses								
Contracted Services	PHP		34,937,868	36,684,761	38,518,999	40,444,949	42,467,197	
Net Utilities	PHP		28,588,825	30,018,266	31,519,179	33,095,138	34,749,895	
Repair & Maintenance	PHP		9,856,523	10,349,349	10,866,816	11,410,157	11,980,665	
Advertising & Promotion	PHP		5,103,768	5,358,956	5,626,904	5,908,249	6,203,662	
Taxes & Licenses	PHP		8,464,470	8,887,694	9,332,078	9,798,682	10,288,617	
Insurance	PHP		6,990	7,339	7,706	8,092	8,496	
Supplies	PHP		1,970,550	2,069,077	2,172,531	2,281,158	2,395,216	
Other G&A	PHP		2,038,488	2,140,413	2,247,433	2,359,805	2,477,795	
Land Lease	PHP		22,390,954	23,734,411	25,158,476	26,667,984	28,268,063	
PM Fees	PHP		15,551,883	16,484,934	17,473,965	18,522,335	19,633,604	
FM Fees	PHP		14,546,579	15,171,826	15,834,582	16,537,098	17,281,759	
TOTAL OPERATING EXPENSES	PHP		143,456,897	150,907,026	158,758,671	167,033,648	175,754,969	
NET OPERATING INCOME	PHP		267,689,516	283,995,414	301,279,521	319,600,522	339,020,622	
Capital Expenditures	PHP		9,596,123	10,171,890	10,782,204	11,429,136	12,114,884	
NET OPERATING INCOME AFTER CAP	PHP		258,093,392	273,823,524	290,497,318	308,171,386	326,905,738	
TERMINAL VALUE	PHP							4,261,937,214
NET PRESENT VALUE								
Period lapsed	years		6.5000	7.5000	8.5000	9.5000	10.5000	10.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.5104	0.4603	0.4150	0.3742	0.3374	0.3374
Present value	PHP		131,737,667	126,028,993	120,561,451	115,325,482	110,311,842	1,438,158,135
Net present value (NPV)	PHP							
Rounded to:	PHP							

# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

**Valuation of Robinsons Novaliches**

Quirino Highway, Novaliches, Quezon City  
BCG24-C04418-001.12 | As of 31 March 2024

**ASIAN APPRAISAL**

PRIVATE AND CONFIDENTIAL

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10 May 2024

ROBINSONS LAND CORPORATION

Level 2, Galleria Corporate Center  
E. Delos Santos corner Ortigas Avenues  
Barangay Ugong Norte, Quezon City  
Metro Manila  
fl h \ Y ` İ 7 @ = 9 B H # 7 C A D 5 B Mİ Ł

Attention: **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re: **AACI File No. BCG24-C04418-001.12**  
Appraisal of Property

Gentlemen:

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of **Robinsons Novaliches** fl h \ Y ` İ D F C D e a f e d H l o n g Quirino Highway, Novaliches, Quezon City, Metropolitan Manila.

Purpose of the valuation: For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

Subject of the valuation: The subject of the valuation is the **Robinsons Novaliches** located along Quirino Highway, Novaliches, Quezon City, Metropolitan Manila.

Basis of value: The valuation was made on the basis of *market value*.

**Market value** ] g ` X Y Z ] the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" İ

Meanwhile, a **basis of value** ] g ` X Y Z ] b Y X ` U g ` İ Z i b X U a Y b h U ` ` a Y U g i f Y a Y b h ` U g g (IVSC 2022).

Valuation date: The valuation date is as of **31 March 2024**.

Opinion of value: Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:  
FIVE BILLION  
TWO HUNDRED NINETY-NINE MILLION  
FOUR HUNDRED TWENTY THOUSAND ONLY**  
*(In Words)*

**PHP5,299,420,000.00**  
*(In Figures)*

We have made no investigation of and assume no responsibility for titles to and liabilities against the property appraised.

**WE HEREBY CERTIFY** that we have neither present nor prospective interest on the property appraised or on the value reported.

Yours faithfully,

**ASIAN APPRAISAL COMPANY, INC.**



### GENERAL SERVICE CONDITIONS

The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

### CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.



### ASSUMPTIONS AND LIMITING CONDITIONS

- a) This Report has been produced without reference to, and in disregard of, any liens, liabilities, charges or encumbrances relating to or affecting the subject matter of the same, whether known or unknown. Any person relying upon this Report shall be deemed to be aware of all such liens, liabilities charges and/or encumbrances and shall be responsible for making his own assumptions as to the cost or valuation implication of the same and no responsibility in respect thereof will be accepted by us or by any of our employees.
- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.



- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
- m) Any requirements or preconditions imposed by the CLIENT/COMPANY in connection with the preparation of this Report have been duly taken into account but no liability is accepted in respect of a CLIENT/COMPANY withholding approval and finalization of the Report.
- n) The values reported herein are based upon the premise and for the purpose(s) for which they are stated herein.
- o) Erasures on appraisal date and values invalidate this valuation report.
- p) This appraisal report is invalid unless it bears the service seal of AACI.

## 1 Identification of the Client

### 1.1 ROBINSONS LAND CORPORATION

The CLIENT, Robinsons Land Corporation, is a corporation organized and existing under the laws of the Philippines.

## 2 Purpose of the Valuation

This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

## 3 Basis of Value

The basis of value shall be **market value** k \ ] W \ ' ] g ' X the ~~estimated amount~~ for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" I

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.

## 4 Macroeconomic Overview: Philippine Economy

### 4.1 Q4 2023 Gross Domestic Product (GDP)

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## 5 Extent of investigation and nature and source of the information relied upon

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).

## 6 Particulars of the Property

### 6.1 Property Description

Part of the mixed-use property development in Novaliches by Robinsons Land Corporation, which also consists of an 8.7-hectare value housing project, Robinsons Novaliches is located in the middle of a densely populated cluster of residential subdivisions, strategically aligned along Quirino Highway. This three-storey retail center offers more than 250 retail businesses, specialty shops, restaurants, entertainment venues, and service centers.



Figure 1: Robinsons Novaliches

## 6.2 Location

The property appraised, identified as the Robinsons Novaliches, is located along Quirino Highway, Novaliches District, Quezon City, Metropolitan Manila.

The site is approximately 14.6 kilometers slightly northeast from Quezon City Hall, some 3.4 kilometers northeast from Novaliches Proper, approximately 2.3 kilometers northeast from Novaliches General Hospital, and 3.2 kilometers southwest from the La Mesa Nature Reserve.

The property is located in an area where land development is generally for commercial as well as residential usage.

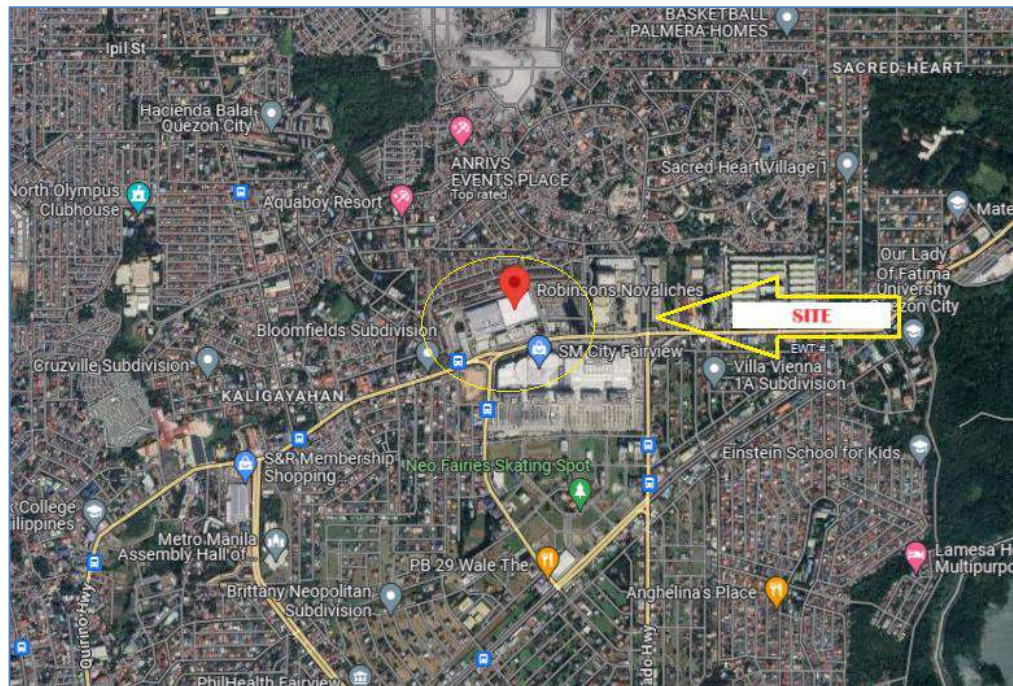


Figure 2: Vicinity Map

Source: Google

### **6.3 Property Ownership**

The land and building are owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is a commercial mall with an aggregate gross floor area of 70,190.18 sq. m. and a gross leasable area of 53,859.62 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 94% occupied with a Weighted Average Lease Expiry (WALE) of 2.85 years.

## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

### 7.2 Market Approach

The **market approach** provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available.

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

### 7.3 Cost Approach

The **cost approach** determines the value of an asset by estimating the cost to replace the asset with a new one of similar utility. The cost approach is based on the premise that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The cost approach is based on the replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

### 7.4 Income Approach

The **income approach** determines the value of an asset by estimating the present value of the future income that the asset is expected to generate. The income approach is based on the premise that the value of an asset is determined by its ability to generate income. The income approach is based on reference to the value of income, cash flow or cost saving generated by the asset.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.



## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.



## 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
<b>Cost of equity</b>	<b>14.5769%</b>	<b>9.57%</b>	<b>11.37%</b>

### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
<b>Weighted average cost of capital</b>			<b>10.90%</b>

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

7` ] Y b h Ñ g` X Y V h` h c` Y e i ] h m` f U h ] c` ] g` U h` ' ) # \* ) "

## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [FV_t / (1 + i)^t] - I_0$$

The last equation states that the Net Present Value, PV, is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY's cash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 3% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.

## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:  
FIVE BILLION  
TWO HUNDRED NINETY-NINE MILLION  
FOUR HUNDRED TWENTY THOUSAND ONLY**  
*(In Words)*

**PHP5,299,420,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS NOVALICHES  
DISCOUNTED CASH FLOW

as of the date indicated

ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP		283,593,863	400,812,660	424,861,420	450,353,105	477,374,291	506,016,749
Aircon Charges - net	PHP		43,647,656	61,106,719	64,162,055	67,370,158	70,738,666	74,275,599
Common use service area charges - net	PHP		39,514,603	55,320,445	58,086,467	60,990,790	64,040,330	67,242,346
Parking Income	PHP		13,088,363	17,974,685	18,513,925	19,069,343	19,641,423	20,230,666
Commission	PHP		1,510,983	2,115,376	2,221,145	2,332,202	2,448,812	2,571,253
Other Income	PHP		29,577	41,408	43,479	45,653	47,935	50,332
GROSS REVENUES	PHP		381,385,046	537,371,293	567,888,490	600,161,250	634,291,457	670,386,944
Less: Operating Expenses								
Contracted Services	PHP		35,918,094	50,285,332	52,799,599	55,439,579	58,211,558	61,122,135
Net Utilities	PHP		6,653,404	9,314,765	9,780,503	10,269,528	10,783,005	11,322,155
Repair & Maintenance	PHP		7,836,125	10,970,576	11,519,104	12,095,060	12,699,813	13,334,803
Advertising & Promotion	PHP		3,202,800	4,483,920	4,708,116	4,943,522	5,190,698	5,450,233
Taxes & Licenses	PHP		7,134,681	9,988,554	10,487,982	11,012,381	11,563,000	12,141,150
Insurance	PHP		4,668,152	6,535,413	6,862,183	7,205,292	7,565,557	7,943,835
Supplies	PHP		383,925	537,495	564,370	592,588	622,218	653,329
Other G&A	PHP		1,843,839	2,581,375	2,710,443	2,845,965	2,988,264	3,137,677
Carpark Expenses	PHP		6,680,554	9,352,775	9,820,414	10,311,434	10,827,006	11,368,356
Land Lease	PHP		19,851,570	28,056,886	29,740,299	31,524,717	33,416,200	35,421,172
PM Fees	PHP		14,252,054	20,129,664	21,323,752	22,589,017	23,929,712	25,350,344
FM Fees	PHP		15,759,917	21,794,247	22,621,342	23,497,241	24,424,845	25,407,223
TOTAL OPERATING EXPENSES	PHP		124,185,115	174,031,001	182,988,107	192,326,325	202,221,874	212,652,413
NET OPERATING INCOME	PHP		257,199,931	363,340,291	384,950,383	407,834,925	432,069,583	457,734,531
Capital Expenditures	PHP		8,507,816	12,024,380	12,745,843	13,510,593	14,321,229	15,180,502
NET OPERATING INCOME AFTER CAP	PHP		248,692,115	351,315,912	372,204,540	394,324,332	417,748,354	442,554,028
TERMINAL VALUE	PHP							
NET PRESENT VALUE								
Period lapsed	years		0.5000	1.5000	2.5000	3.5000	4.5000	5.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.9496	0.8562	0.7721	0.6962	0.6278	0.5661
Present value	PHP		236,154,013	300,813,804	287,374,505	274,528,081	262,249,443	250,514,433
Net present value (NPV)	PHP		5,299,415,238					
Rounded to:	PHP		5,299,420,000					

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS NOVALICHES  
DISCOUNTED CASH FLOW

as of the date indicated

ASSUMPTIONS TO PROJECTIONS

		Remarks	2030	2031	2032	2033	2034	TERMINAL VALUE
FREE CASH FLOWS								
Revenues								
Rental Income	PHP		536,377,754	568,560,419	602,674,044	638,834,487	677,164,556	
Aircon Charges - net	PHP		77,989,379	81,888,848	85,983,290	85,983,290	94,796,577	
Common use service area charges - net	PHP		70,604,463	74,134,687	77,841,421	77,841,421	85,820,167	
Parking Income	PHP		20,837,586	21,462,713	22,106,595	22,106,595	23,452,886	
Commission	PHP		2,699,815	2,834,806	2,976,546	2,976,546	3,281,642	
Other Income	PHP		52,849	55,491	58,266	58,266	64,238	
GROSS REVENUES	PHP		708,561,846	748,936,964	791,640,162	827,800,605	884,580,066	
Less: Operating Expenses								
Contracted Services	PHP		64,178,242	67,387,154	70,756,512	74,294,338	78,009,055	
Net Utilities	PHP		11,888,263	12,482,676	13,106,810	13,762,150	14,450,258	
Repair & Maintenance	PHP		14,001,543	14,701,621	15,436,702	16,208,537	17,018,963	
Advertising & Promotion	PHP		5,722,744	6,008,882	6,309,326	6,624,792	6,956,032	
Taxes & Licenses	PHP		12,748,207	13,385,617	14,054,898	14,757,643	15,495,525	
Insurance	PHP		8,341,027	8,758,078	9,195,982	9,655,781	10,138,570	
Supplies	PHP		685,995	720,295	756,310	794,125	833,831	
Other G&A	PHP		3,294,561	3,459,289	3,632,253	3,813,866	4,004,559	
Carpark Expenses	PHP		11,936,774	12,533,613	13,160,294	13,818,308	14,509,224	
Land Lease	PHP		37,546,443	39,799,229	42,187,183	44,718,414	47,401,519	
PM Fees	PHP		26,855,694	28,450,823	30,141,099	31,932,211	33,830,187	
FM Fees	PHP		26,447,632	27,549,518	28,716,536	29,952,559	31,261,689	
TOTAL OPERATING EXPENSES	PHP		223,647,125	235,236,795	247,453,904	260,332,724	273,909,412	
NET OPERATING INCOME	PHP		484,914,721	513,700,169	544,186,257	567,467,880	610,670,654	
Capital Expenditures	PHP		16,091,333	17,056,813	18,080,221	19,165,035	20,314,937	
NET OPERATING INCOME AFTER CAP	PHP		468,823,388	496,643,357	526,106,036	548,302,846	590,355,718	
TERMINAL VALUE	PHP							7,696,588,683
NET PRESENT VALUE								
Period lapsed	years		6.5000	7.5000	8.5000	9.5000	10.5000	10.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.5104	0.4603	0.4150	0.3742	0.3374	0.3374
Present value	PHP		239,299,809	228,583,217	218,343,176	205,188,713	199,211,024	2,597,155,020
Net present value (NPV)	PHP							
Rounded to:	PHP							

# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

## Valuation of Robinsons Cainta

Ortigas Avenue Extension, Junction, Cainta, Rizal  
BCG24-C04418-001.13 | As of 31 March 2024

**ASIAN APPRAISAL**

PRIVATE AND CONFIDENTIAL

---

10 May 2024

**ROBINSONS LAND CORPORATION**

Level 2, Galleria Corporate Center  
E. Delos Santos corner Ortigas Avenues  
Barangay Ugong Norte, Quezon City  
Metro Manila

Attention: **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re: **AACI File No. BCG24-C04418-001.13**  
Appraisal of Property

**Gentlemen:**

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of *Robinsons Cainta* located along Ortigas Avenue Extension, Barangay Sto. Domingo, Municipality of Cainta, Province of Rizal.

Purpose of the valuation:	For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).
Subject of the valuation:	The subject of the valuation is the <i>Robinsons Cainta</i> located along Ortigas Avenue Extension, Barangay Sto. Domingo, Municipality of Cainta, Province of Rizal.
Basis of value:	The valuation was made on the basis of <i>market value</i> .

**Market value** the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion

Meanwhile, a **basis of value** fundamental measurement assumptions of a va (IVSC 2022).

Valuation date:	The valuation date is as of <b>31 March 2024</b> .
-----------------	--

Opinion of value:

Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of ***THE PROPERTY*** as of 31 March 2024 is as follows:

**PESOS:  
ONE BILLION  
FOUR HUNDRED SEVENTY-SIX MILLION  
FOUR HUNDRED THOUSAND ONLY**  
*(In Words)*

**PHP1,476,400,000.00**  
*(In Figures)*

We have made no investigation of and assume no responsibility for titles to and liabilities against the property appraised.

**WE HEREBY CERTIFY** that we have neither present nor prospective interest on the property appraised or on the value reported.

Yours faithfully,

**ASIAN APPRAISAL COMPANY, INC.**





### GENERAL SERVICE CONDITIONS

The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

### CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.



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- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.

- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
- m) Any requirements or preconditions imposed by the CLIENT/COMPANY in connection with the preparation of this Report have been duly taken into account but no liability is accepted in respect of a CLIENT/COMPANY withholding approval and finalization of the Report.
- n) The values reported herein are based upon the premise and for the purpose(s) for which they are stated herein.
- o) Erasures on appraisal date and values invalidate this valuation report.
- p) This appraisal report is invalid unless it bears the service seal of AACI.

## 1 Identification of the Client

### 1.1 ROBINSONS LAND CORPORATION

The CLIENT, Robinsons Land Corporation, is a corporation organized and existing under the laws of the Philippines.

## 2 Purpose of the Valuation

This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

## 3 Basis of Value

The basis of value shall be **market value** the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.

## 4 Macroeconomic Overview: Philippine Economy

### 4.1 Q4 2023 Gross Domestic Product (GDP)

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## 5 Extent of investigation and nature and source of the information relied upon

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).

## 6 Particulars of the Property

### 6.1 Property Description

Robinsons Cainta is a three-level shopping center that serves the requirements of Cainta and is located directly across the new Cainta public market. Robinsons Cainta, which is conveniently located along the Ortigas Avenue Extension and close to Cainta Junction is a favorite meeting spot for quick shopping and dining. Robinsons Cainta is a vital hub in the Eastern Manila district because of its proximity to important commercial areas and population hubs like Ortigas, Makati, Taytay, Antipolo, Angono, Binangonan, and other municipalities in Rizal.



Figure 1: Robinsons Cainta



## 6.2 Location

The property appraised, identified as the Robinsons Cainta, is located along Ortigas Avenue Extension, Barangay Sto. Domingo, Municipality of Cainta, Province of Rizal.

The site is approximately 1.2 kilometers northwest from Cainta Municipal Hall, some 700 meters northwest from Ortigas Hospital and Healthcare Center, and approximately 300 meters northwest from Felix Avenue & Bonifacio Avenue Junction.

The property is located in an area where land development is generally for commercial as well as residential usage.



Figure 2: Vicinity Map

Source: Google

### **6.3 Property Ownership**

The CLIENT is leasing the land with a term of fifty (50) years starting December 03, 2003 until December 02, 2053. The building is owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is a commercial mall with an aggregate gross floor area of 31,134.70 sq. m. and a gross leasable area of 19,390.17 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 93% occupied with a Weighted Average Lease Expiry (WALE) of 2.86 years.



## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

### 7.2 Market Approach

The **market approach** provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available.

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

### 7.3 Cost Approach

The **cost approach**

buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors inv

replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

### 7.4 Income Approach

The **income approach**

reference to the value of income, cash flow or cost saving generated by the asset.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.

## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.

## 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
<b>Cost of equity</b>	<b>14.5769%</b>	<b>9.57%</b>	<b>11.37%</b>

### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
<b>Weighted average cost of capital</b>			<b>10.90%</b>

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [ FVt / (1 + i)^t ] - I_0$$

The last equation states that the Net Present Value, PV, is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY cash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 3% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.

## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of **THE PROPERTY** as of 31 March 2024 is as follows:

**PESOS:  
ONE BILLION  
FOUR HUNDRED SEVENTY-SIX MILLION  
FOUR HUNDRED THOUSAND ONLY**  
*(In Words)*

**PHP1,476,400,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS CAINTA  
DISCOUNTED CASH FLOW

as of the date indicated

ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP		86,768,472	122,632,774	129,990,741	137,790,185	146,057,596	154,821,052
Aircon Charges - net	PHP		14,766,664	20,673,329	21,706,996	22,792,346	23,931,963	25,128,561
Common use service area charges - net	PHP		14,303,925	20,025,495	21,026,770	22,078,109	23,182,014	24,341,115
Commission	PHP		90,997	127,396	133,766	140,454	147,477	154,851
Other Income	PHP		34,200	47,880	50,274	52,788	55,427	58,198
GROSS REVENUES	PHP		115,964,259	163,506,875	172,908,547	182,853,881	193,374,477	204,503,777
Less: Operating Expenses								
Contracted Services	PHP		7,813,074	10,938,304	11,485,219	12,059,480	12,662,454	13,295,577
Net Utilities	PHP		2,592,894	3,630,051	3,811,554	4,002,131	4,202,238	4,412,350
Repair & Maintenance	PHP		3,279,430	4,591,202	4,820,762	5,061,800	5,314,890	5,580,635
Advertising & Promotion	PHP		443,403	620,764	651,802	684,393	718,612	754,543
Rent Expenses	PHP		18,548,746	25,968,244	27,266,656	28,629,989	30,061,489	31,564,563
Taxes & Licenses	PHP		1,238,348	1,733,687	1,820,371	1,911,389	2,006,959	2,107,307
Insurance	PHP		1,075	1,505	1,580	1,660	1,742	1,830
Supplies	PHP		70,833	99,167	104,125	109,331	114,798	120,538
Other G&A	PHP		805,973	1,128,362	1,184,780	1,244,019	1,306,220	1,371,530
PM Fees	PHP		4,226,464	5,974,895	6,334,956	6,716,699	7,121,429	7,550,530
FM Fees	PHP		4,756,167	6,571,446	6,815,259	7,073,839	7,348,078	7,638,922
TOTAL OPERATING EXPENSES	PHP		43,776,406	61,257,626	64,297,066	67,494,731	70,858,909	74,398,324
NET OPERATING INCOME	PHP		72,187,852	102,249,249	108,611,481	115,359,150	122,515,568	130,105,453
Capital Expenditures	PHP		2,603,054	3,678,983	3,899,722	4,133,706	4,381,728	4,644,632
NET OPERATING INCOME AFTER CAPEX	PHP		69,584,798	98,570,265	104,711,759	111,225,445	118,133,840	125,460,822
NET PRESENT VALUE								
Period lapsed	years		0.5000	1.5000	2.5000	3.5000	4.5000	5.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.9496	0.8562	0.7721	0.6962	0.6278	0.5661
Present value	PHP		66,076,600	84,400,665	80,846,649	77,435,008	74,160,756	71,019,005
Net present value (NPV)	PHP		1,476,398,245					
Rounded to:	PHP		1,476,400,000					

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS CAINTA  
DISCOUNTED CASH FLOW

as of the date indicated

ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2030	2031	2032	2033	2034	2035	2036	2037
Revenues										
Rental Income	PHP		164,110,315	173,956,934	184,394,350	195,458,011	207,185,492	219,616,621	232,793,618	246,761,235
Aircon Charges - net	PHP		26,384,989	27,704,239	29,089,450	30,543,923	32,071,119	33,995,386	36,035,109	38,197,216
Common use service area charges - net	PHP		25,558,171	26,836,079	28,177,883	29,586,777	31,066,116	32,930,083	34,905,888	37,000,241
Commission	PHP		162,593	170,723	179,259	188,222	197,633	209,491	222,061	235,384
Other Income	PHP		61,108	64,164	67,372	70,741	74,278	78,734	83,458	88,466
GROSS REVENUES	PHP		216,277,176	228,732,138	241,908,315	255,847,674	270,594,638	286,830,316	304,040,135	322,282,543
Less: Operating Expenses										
Contracted Services	PHP		13,960,356	14,658,374	15,391,292	16,160,857	16,968,900	17,987,034	19,066,256	20,210,231
Net Utilities	PHP		4,632,967	4,864,616	5,107,846	5,363,239	5,631,401	5,969,285	6,327,442	6,707,088
Repair & Maintenance	PHP		5,859,667	6,152,650	6,460,283	6,783,297	7,122,462	7,549,809	8,002,798	8,482,966
Advertising & Promotion	PHP		792,270	831,883	873,478	917,151	963,009	1,020,790	1,082,037	1,146,959
Rent Expenses	PHP		33,142,791	34,799,931	36,539,927	38,366,924	40,285,270	42,702,386	45,264,529	47,980,401
Taxes & Licenses	PHP		2,212,672	2,323,306	2,439,471	2,561,445	2,689,517	2,850,888	3,021,941	3,203,258
Insurance	PHP		1,921	2,017	2,118	2,224	2,335	2,475	2,624	2,781
Supplies	PHP		126,565	132,893	139,537	146,514	153,840	163,070	172,855	183,226
Other G&A	PHP		1,440,107	1,512,112	1,587,718	1,667,104	1,750,459	1,855,487	1,966,816	2,084,825
PM Fees	PHP		8,005,467	8,487,795	8,999,163	9,541,319	10,116,114	10,723,080	11,366,465	12,048,453
FM Fees	PHP		7,947,375	8,274,502	8,621,433	8,989,362	9,379,561	9,942,334	10,538,874	11,171,207
TOTAL OPERATING EXPENSES	PHP		78,122,158	82,040,079	86,162,267	90,499,435	95,062,866	100,766,638	106,812,636	113,221,395
NET OPERATING INCOME	PHP		138,155,019	146,692,059	155,746,048	165,348,239	175,531,771	186,063,678	197,227,498	209,061,148
Capital Expenditures	PHP		4,923,309	5,218,708	5,531,830	5,863,740	6,215,565	6,588,499	6,983,809	7,402,837
NET OPERATING INCOME AFTER CAPEX	PHP		133,231,709	141,473,351	150,214,217	159,484,498	169,316,207	179,475,179	190,243,690	201,658,311
NET PRESENT VALUE										
Period lapsed	years		6.5000	7.5000	8.5000	9.5000	10.5000	11.5000	12.5000	13.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.5104	0.4603	0.4150	0.3742	0.3374	0.3043	0.2744	0.2474
Present value	PHP		68,004,975	65,113,996	62,341,519	59,683,110	57,134,460	54,609,804	52,196,708	49,890,241
Net present value (NPV)	PHP									
Rounded to:	PHP									

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS CAINTA  
DISCOUNTED CASH FLOW

as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2038	2039	2040	2041	2042	2043	2044	2045	2046
Revenues											
Rental Income	PHP	261,566,910	277,260,924	293,896,580	311,530,374	330,222,197	350,035,529	371,037,660	393,299,920	416,897,915	
Aircon Charges - net	PHP	40,489,049	42,918,392	45,493,495	48,223,105	51,116,491	54,183,481	57,434,490	60,880,559	64,533,393	
Common use service area charges - net	PHP	39,220,256	41,573,471	44,067,879	46,711,952	49,514,669	52,485,549	55,634,682	58,972,763	62,511,129	
Commission	PHP	249,507	264,478	280,346	297,167	314,997	333,897	353,931	375,167	397,677	
Other Income	PHP	93,774	99,400	105,364	111,686	118,387	125,490	133,020	141,001	149,461	
GROSS REVENUES	PHP	341,619,495	362,116,665	383,843,665	406,874,285	431,286,742	457,163,947	484,593,783	513,669,410	544,489,575	
Less: Operating Expenses											
Contracted Services	PHP	21,422,845	22,708,216	24,070,709	25,514,951	27,045,848	28,668,599	30,388,715	32,212,038	34,144,760	
Net Utilities	PHP	7,109,513	7,536,084	7,988,249	8,467,544	8,975,597	9,514,133	10,084,981	10,690,080	11,331,484	
Repair & Maintenance	PHP	8,991,944	9,531,460	10,103,348	10,709,549	11,352,122	12,033,249	12,755,244	13,520,559	14,331,792	
Advertising & Promotion	PHP	1,215,777	1,288,723	1,366,047	1,448,010	1,534,890	1,626,983	1,724,602	1,828,079	1,937,763	
Rent Expenses	PHP	50,859,225	53,910,779	57,145,425	60,574,151	64,208,600	68,061,116	72,144,783	76,473,470	81,061,878	
Taxes & Licenses	PHP	3,395,453	3,599,180	3,815,131	4,044,039	4,286,681	4,543,882	4,816,515	5,105,506	5,411,836	
Insurance	PHP	2,948	3,125	3,312	3,511	3,722	3,945	4,182	4,433	4,699	
Supplies	PHP	194,220	205,873	218,225	231,319	245,198	259,910	275,504	292,034	309,556	
Other G&A	PHP	2,209,914	2,342,509	2,483,060	2,632,043	2,789,966	2,957,364	3,134,806	3,322,894	3,522,268	
PM Fees	PHP	12,771,360	13,537,642	14,349,901	15,210,895	16,123,548	17,090,961	18,116,419	19,203,404	20,355,608	
FM Fees	PHP	11,841,479	12,551,968	13,305,086	14,103,391	14,949,595	15,846,570	16,797,364	17,805,206	18,873,519	
TOTAL OPERATING EXPENSES	PHP	120,014,678	127,215,559	134,848,493	142,939,402	151,515,766	160,606,712	170,243,115	180,457,702	191,285,164	
NET OPERATING INCOME	PHP	221,604,817	234,901,106	248,995,173	263,934,883	279,770,976	296,557,234	314,350,668	333,211,709	353,204,411	
Capital Expenditures	PHP	7,847,007	8,317,828	8,816,897	9,345,911	9,906,666	10,501,066	11,131,130	11,798,998	12,506,937	
NET OPERATING INCOME AFTER CAPEX	PHP	213,757,810	226,583,278	240,178,275	254,588,972	269,864,310	286,056,169	303,219,539	321,412,711	340,697,474	
NET PRESENT VALUE											
Period lapsed	years	14,5000	15,5000	16,5000	17,5000	18,5000	19,5000	20,5000	21,5000	22,5000	
Discount rate	%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%	
Present value factor	%	0.2231	0.2012	0.1814	0.1636	0.1475	0.1330	0.1199	0.1081	0.0975	
Present value	PHP	47,685,693	45,578,559	43,564,535	41,639,507	39,799,542	38,040,881	36,359,932	34,753,260	33,217,584	
Net present value (NPV)	PHP										
Rounded to:	PHP										



ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS CAINTA  
DISCOUNTED CASH FLOW

as of the date indicated

ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2047	2048	2049	2050	2051	2052	2053
Revenues									
Rental Income	PHP	441,911,790	468,426,498	496,532,087	526,324,013	557,903,453	591,377,661	574,621,960	
Aircon Charges - net	PHP	68,405,396	72,509,720	76,860,303	81,471,922	86,360,237	91,541,851	88,948,165	
Common use service area charges - net	PHP	66,261,797	70,237,505	74,451,755	78,918,860	83,653,992	88,673,232	86,160,823	
Commission	PHP	421,537	446,830	473,639	502,058	532,181	564,112	548,129	
Other Income	PHP	158,429	167,935	178,011	188,691	200,013	212,013	206,006	
GROSS REVENUES	PHP	577,158,950	611,788,487	648,495,796	687,405,544	728,649,876	772,368,869	750,485,084	
Less: Operating Expenses									
Contracted Services	PHP	36,193,446	38,365,052	40,666,956	43,106,973	45,693,391	48,434,995	47,062,670	
Net Utilities	PHP	12,011,373	12,732,056	13,495,979	14,305,738	15,164,082	16,073,927	15,618,499	
Repair & Maintenance	PHP	15,191,700	16,103,202	17,069,394	18,093,557	19,179,171	20,329,921	19,753,907	
Advertising & Promotion	PHP	2,054,029	2,177,271	2,307,907	2,446,382	2,593,164	2,748,754	2,670,873	
Rent Expenses	PHP	85,925,591	91,081,126	96,545,994	102,338,753	108,479,079	114,987,823	111,729,835	
Taxes & Licenses	PHP	5,736,547	6,080,739	6,445,584	6,832,319	7,242,258	7,676,794	7,459,284	
Insurance	PHP	4,981	5,279	5,596	5,932	6,288	6,665	6,476	
Supplies	PHP	328,130	347,818	368,687	390,808	414,256	439,112	426,670	
Other G&A	PHP	3,733,604	3,957,620	4,195,077	4,446,782	4,713,589	4,996,404	4,854,839	
PM Fees	PHP	21,576,945	22,871,561	24,243,855	25,698,486	27,240,396	28,874,819	28,056,699	
FM Fees	PHP	20,005,930	21,206,286	22,478,663	23,827,383	25,257,026	26,772,447	26,013,894	
TOTAL OPERATING EXPENSES	PHP	202,762,274	214,928,010	227,823,691	241,493,112	255,982,699	271,341,661	263,653,647	
NET OPERATING INCOME	PHP	374,396,676	396,860,476	420,672,105	445,912,431	472,667,177	501,027,208	486,831,437	
Capital Expenditures	PHP	13,257,354	14,052,795	14,895,963	15,789,720	16,737,104	17,741,330	17,238,659	
NET OPERATING INCOME AFTER CAPEX	PHP	361,139,322	382,807,681	405,776,142	430,122,711	455,930,073	483,285,878	469,592,778	
NET PRESENT VALUE									
Period lapsed	years	23,5000	24,5000	25,5000	26,5000	27,5000	28,5000	29,5000	
Discount rate	%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%	
Present value factor	%	0.0879	0.0793	0.0715	0.0645	0.0581	0.0524	0.0473	
Present value	PHP	31,749,767	30,346,809	29,005,845	27,724,136	26,499,063	25,328,123	22,191,514	
Net present value (NPV)	PHP								
Rounded to:	PHP								

# VALUATION REPORT

*presented to*

**ROBINSONS LAND CORPORATION**

## Valuation of Robinsons Place Ormoc

Palo-Carigara-Ormoc City Road  
Barangay Cogon, Ormoc City, Province of Leyte  
BCG24-C04418-001.14 | As of 31 March 2024

**ASIAN APPRAISAL**

PRIVATE AND CONFIDENTIAL

---

10 May 2024

**ROBINSONS LAND CORPORATION**

Level 2, Galleria Corporate Center  
E. Delos Santos corner Ortigas Avenues  
Barangay Ugong Norte, Quezon City  
Metro Manila  
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Attention: **MR. LANCE Y. GOKONGWEI**  
Chairman, President and  
Chief Executive Officer

Re: **AACI File No. BCG24-C04418-001.14**  
Appraisal of Property

**Gentlemen:**

We are pleased to submit our *final report* on the valuation as of 31 March 2024, of **Robinsons Place Ormoc** fl h \ Y ' Î D F C located along Palo-Carigara-Ormoc City Road, Barangay Cogon, Ormoc City, Province of Leyte.

Purpose of the valuation: For possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

Subject of the valuation: The subject of the valuation is the **Robinsons Place Ormoc** located along Palo-Carigara-Ormoc City Road, Barangay Cogon, Ormoc City, Province of Leyte.

Basis of value: The valuation was made on the basis of *market value*.

**Market value** ] g ' X Y Z ] the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" ĩ

Meanwhile, a **basis of value** ] g ' X Y Z ] b Y X ' U g ' ĩ fundamental measurement assumptions of a valuation.ĭ (IVSC 2022).

Valuation date: The valuation date is as of **31 March 2024**.

Opinion of value:

Based on the given assumptions used, and the Discounted Cash Flow analysis made, it is our opinion that the market value of ***THE PROPERTY*** as of 31 March 2024 is as follows:

**PESOS:  
TWO BILLION  
NINETY-EIGHT MILLION  
FIVE HUNDRED SIXY THOUSAND ONLY**  
*(In Words)*

**PHP2,098,560,000.00**  
*(In Figures)*

We have made no investigation of and assume no responsibility for titles to and liabilities against the property appraised.

**WE HEREBY CERTIFY** that we have neither present nor prospective interest on the property appraised or on the value reported.

Yours faithfully,

**ASIAN APPRAISAL COMPANY, INC.**



### GENERAL SERVICE CONDITIONS

The services provided by **Asian Appraisal Company, Inc. (AACI)**, were performed in accordance with recognized professional appraisal standards, which is the International Valuation Standards (IVS). We have acted as an independent contractor. Our compensation was not contingent in any way upon our conclusion of value. We assumed, without independent verification, the accuracy of all data provided to us. Although it is not our normal practice, we reserve the right to use subcontractors. All files, work papers or documents furnished, obtained, or developed during the course of the assignment shall remain our property. We will retain this data for at least five (5) years.

### CERTIFICATE OF APPRAISER

It is hereby certified that, to the best of our knowledge and belief, the statements of fact, upon which the analyses, opinions, and conclusions expressed in this report are based, are true and correct; that this report sets forth the limiting conditions affecting the analyses, opinions and conclusions it contains; that this report has been made in accordance with generally accepted valuation principles and procedures and in conformity with the requirements of the Code of Ethics applying to the realty services in the Philippines; and that we have no present nor contemplated future interest in the property, nor is the appraisal fee contingent upon the final estimate of value. It is further certified that the valuation of the property as of 31 March 2024, was done under the direct supervision of the undersigned.



### ASSUMPTIONS AND LIMITING CONDITIONS

- a) This Report has been produced without reference to, and in disregard of, any liens, liabilities, charges or encumbrances relating to or affecting the subject matter of the same, whether known or unknown. Any person relying upon this Report shall be deemed to be aware of all such liens, liabilities charges and/or encumbrances and shall be responsible for making his own assumptions as to the cost or valuation implication of the same and no responsibility in respect thereof will be accepted by us or by any of our employees.
- b) AACI or any of its employees shall not be required to give evidence or otherwise testify in any court or tribunal or otherwise in relation to this Report or anything therein contained save on such terms as we may reasonably specify or unless arrangements have been previously made.
- c) No instrument survey was made to pinpoint the exact location and boundaries of the property. It is then assumed that the property as indicated on plans or as shown by the owner (s)/representative(s) is the property described in the title furnished us.
- d) No structural survey or engineering tests were made, and no responsibility is assumed for the soundness of the structure, physical defects which were not readily apparent to the appraiser(s) during inspection or the condition of the services.
- e) Plats and other illustrative data used in the report are presented as aids in visualizing the property and its environs. Although preparation of materials was based on the best available data, it should not be considered as a survey nor scaled for size. No independent surveys were conducted.
- f) No soil analysis or geological studies were made in conjunction with this Report nor was an investigation made of any water, oil, gas, coal, or other sub-surface mineral and use rights or conditions.
- g) This Report is confidential and is intended for the sole use of the CLIENT/COMPANY to whom it is addressed and is intended for the specific purpose to which it refers only. No responsibility will be accepted for any loss, direct or indirect, caused to any third party as a consequence of its use, or reliance upon, this Report or anything contained herein other than that for which it has been produced. This report may not be reproduced in whole or in part nor shall it be disclosed to any third party without our express consent in writing.

- h) We have assumed in our valuation that the Property as currently used is not in contravention of any planning or similar governmental regulations.
- i) It is assumed that all building, sidewalk and occupancy permits, consents, or other licenses and certificates from governmental institutions have been or can be obtained or renewed for any use on which the value estimate contained in this Report is based.
- j) We give no guarantee or warranty in respect of the accuracy where such information has been provided by or is based on information, estimates or data provided, directly or indirectly, by third parties. Subject to this qualification, all information contained in this Report is believed to be correct at the time at which it was published.
- k) In providing this Report, no warranties are given as to the ownership of the subject matter of the same. The CLIENT/COMPANY shall be deemed to have made all appropriate and proper investigations as to the title and shall be deemed to have satisfied itself to the same.
- l) We did not observe the existence of hazardous materials, unless otherwise stated in this Report, which may or may not be present on the property. The presence of hazardous materials, which we are not qualified to detect, may affect the value of the property. The value estimate is asserted on the assumption that there is no such material on, or in, the property that would cause a loss in value. No responsibility is assumed for any such conditions, or for any expertise or engineering knowledge required discovering them.
- m) Any requirements or preconditions imposed by the CLIENT/COMPANY in connection with the preparation of this Report have been duly taken into account but no liability is accepted in respect of a CLIENT/COMPANY withholding approval and finalization of the Report.
- n) The values reported herein are based upon the premise and for the purpose(s) for which they are stated herein.
- o) Erasures on appraisal date and values invalidate this valuation report.
- p) This appraisal report is invalid unless it bears the service seal of AACI.

## 1 Identification of the Client

### 1.1 ROBINSONS LAND CORPORATION

The CLIENT, Robinsons Land Corporation, is a corporation organized and existing under the laws of the Philippines.

## 2 Purpose of the Valuation

This valuation shall be used for possible property-for-share swap purposes only between Robinsons Land Corporation (RLC) and RL Commercial REIT, Inc. (RCR).

## 3 Basis of Value

The basis of value shall be **market value** ~~the estimated amount for~~ which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion" ~~It~~

Based on analysis of prevailing building usage in the neighbourhood and the property itself, we are of the opinion that the existing mixed-use, office and commercial development represents the highest and best use of the property.



## **4 Macroeconomic Overview: Philippine Economy**

### **4.1 Q4 2023 Gross Domestic Product (GDP)**

In the fourth quarter of 2023, the Philippine GDP grew 5.6% year-on-year, down from an upwardly revised 6% growth in the previous quarter but still exceeding market estimates of 5.2% growth. It was the eleventh straight quarter of annual growth, backed by increases in fixed investments (10.2% vs. 8.1%) and household consumption (5.3% vs. 5.1% in Q3). On the other hand, government spending decreased (-1.8% vs. 6.7%), while net trade decreased GDP as imports increased 2.9% (vs. -1.1%) and exports decreased 2.6% (vs. 2.6%). Growth in production was slower in the industry sector (3.2% vs. 5.6%), but it increased in agriculture, forestry, and fisheries (1.4% vs. 0.9%) and services (7.4% vs. 6.8%).

The GDP growth rate for the entire year of 2023 dropped to 5.6% from 7.6% the previous year, much below the 6% to 7% government objective.

(Source: Trading Economics; Philippine Statistics Authority)

## **5 Extent of investigation and nature and source of the information relied upon**

- a. For the COMPANY, we have relied on documents available from online resources and the Securities and Exchange Commission (SEC) website;
- b. For the term of lease, we have used documents provided by the COMPANY; and
- c. For the macroeconomic and industry data, we have gathered information from the websites of the Bangko Sentral ng Pilipinas (BSP), Securities and Exchange Commission (SEC) and the Philippine Statistics Authority (PSA).

## 6 Particulars of the Property

### 6.1 Property Description

Robinsons Place Ormoc, which occupies 114,000 square meters, offers top-notch shopping and entertainment opportunities to the expanding population in the province of Leyte's western region. Due to its excellent location and simple access from Palo-Carigara-Ormoc City Road, it is highly convenient to reach by both private and public transit. Inspired by the pineapple, which is the most popular produce in the city, the mall's front features geometric triangle designs.



Figure 1: Robinsons Place Ormoc

## 6.2 Location

The property appraised, identified as the Robinsons Place Ormoc, is located along Palo-Carigara-Ormoc City Road, Barangay Cogon, Ormoc City, Province of Leyte.

The site is approximately 1.7 kilometers north from New Ormoc City Hall, some 400 meters northeast from Ormoc District Hospital, and approximately 2.6 kilometers northwest from Ormoc City Port Area.

The property is located in an area where land development is generally for commercial as well as residential usage.

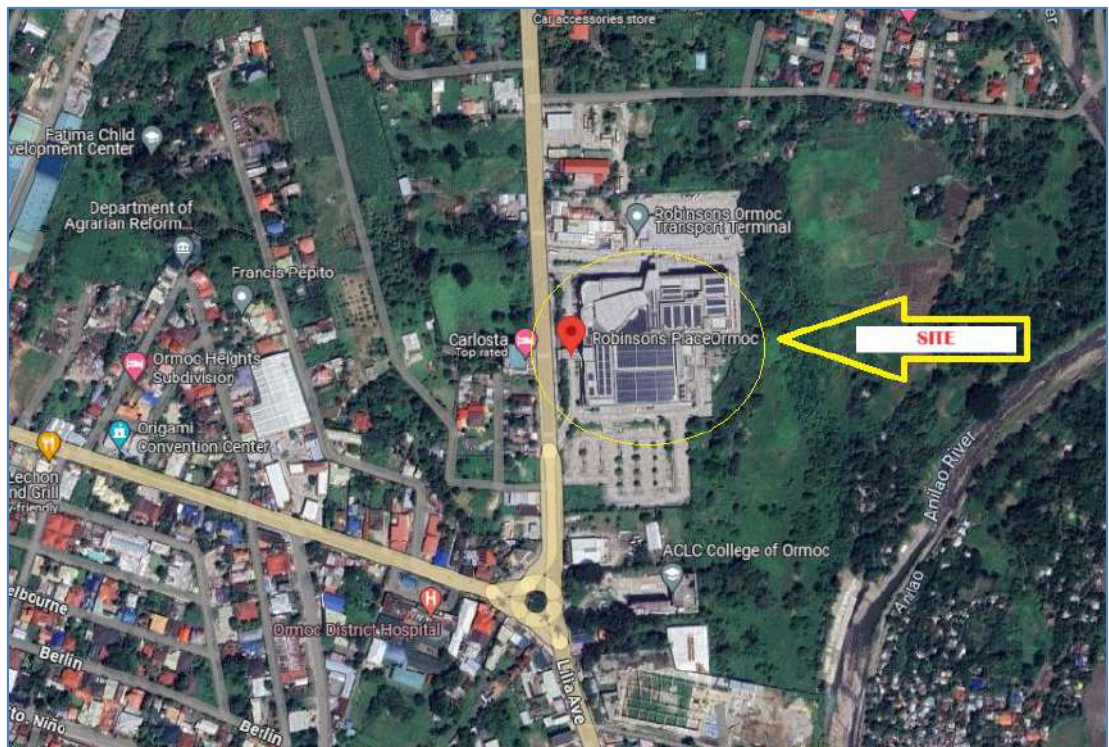


Figure 2: Vicinity Map

Source: Google

### **6.3 Property Ownership**

The land and building are owned by the CLIENT.

### **6.4 Existing use of the PROPERTY**

The subject PROPERTY is a commercial mall with an aggregate gross floor area of 34,901.00 sq. m. and a gross leasable area of 22,774.56 sq. m.

### **6.5 Occupancy Rate**

As of 31 March 2024, the Property is 98% occupied with a Weighted Average Lease Expiry (WALE) of 0.75 year.

## 7 Valuation Approaches and Methodology

### 7.1 Three Approaches to Value

Based on IVS, there are three (3) approaches to value, namely:

### 7.2 Market Approach

The **market approach** provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available.

In this approach, the value of the building is based on sales and listings of comparable properties registered within the vicinity. The technique of this approach requires the adjustments of a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the immediate vicinity of the subject property. The comparison is premised on the factors of construction materials used, quality of workmanship, age of building, floor area, maintenance, amenities and facilities and complexity of the structure among others.

### 7.3 Cost Approach

The **cost approach** determines the value of an asset by estimating the cost to replace the asset with a new one of similar utility, less any depreciation. The cost to replace an asset is the amount a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The cost to replace an asset is determined by estimating the replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

### 7.4 Income Approach

The **income approach** determines the value of an asset by estimating the present value of the future income that the asset is expected to generate. The income approach is based on the principle that the value of an asset is the present value of the future income that the asset is expected to generate. The income approach is based on the principle that the value of an asset is the present value of the future income that the asset is expected to generate. The income approach is based on the principle that the value of an asset is the present value of the future income that the asset is expected to generate.

Considering that the PROPERTY is an investment property that generates income to the COMPANY, we have used the income approach to value, specifically, the discounted cash flow method.

## 7.5 Valuation Analysis

The **Income Approach** explicitly recognizes that the value of an asset or property is dependent on the expected future economic benefits to be derived from ownership of that asset or property such as periodic income, cost savings, increased market share, or proceeds from sale. These benefits are converted into a lump sum value.

In the Discounted Cash Flow Analysis, future benefits for a given projection period are converted into a value indication by discounting them at an appropriate yield rate.

## 7.6 Future and Present Value

The Future Value of an amount or investment is the value obtained after it is compounded by an interest rate over a specific number of time periods (usually in number of years). The formula is expressed as:

$$FV = PV (1 + i)^t$$

such that:

**FV** = the future value of the investment PV after t years

**PV** = the principal amount of an investment or its present value

**i** = the applicable compound interest or discount rate

**t** = the relevant time period usually in number of years

From this same equation, the formula for the Present Value can be derived. The Present Value of an investment is simply its expected worth at a particular time in the future brought back to present terms, or:

$$PV = FV / (1 + i)^t$$

The expression states that an expected future amount, FV pesos, at year t is worth PV pesos in present terms in view of an i% compounded discount rate. The FV refers to the future worth of benefits such as cash on hand, profits, revenues, market recognition, or excess income expected to be gained.



## 7.7 Discount Rate

As per section 50.31 of International Valuation Standards of 2022, valuers may use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes: Capital Asset Pricing Model (CAPM), Weighted Average Cost of Capital (WACC), Observed or Inferred Rates/Yields and a Build-Up Method.

In our valuation, the discount rate used is the weighted average cost of capital using the industry average and market risks as of the valuation date.

Cost of Equity		Delevered	Relevered
Risk free rate (10Y)	6.2322%		
Market rate of return	13.616854%		
Real Estate Beta	1.1300	0.4520	0.6954
<b>Cost of equity</b>	<b>14.5769%</b>	<b>9.57%</b>	<b>11.37%</b>

### Computation of Weighted Average Cost of Capital

	Cost	%	Weight
Debt	10.03%	35.00%	3.51%
Equity	11.37%	65.00%	7.39%
<b>Weighted average cost of capital</b>			<b>10.90%</b>

It is a common market practice to use a 10-year or 20-year government bond yield on the discount rate when valuing an asset. For this valuation, we used the 10-year Risk free Rate based on BVAL as of the valuation date.

Market rate of return was based on the risk-free rate used as of the valuation date and the 7.38% country risk premium for the Philippines published by Prof. Aswath Damodaran of the Stern School of Business at New York University.

We used the 1.1300 Real Estate Industry Beta as of the valuation date.

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## 7.8 Net Present Value

Given that annual earnings and benefits are brought back to present worth, the formula for the Net Present Value may now be expressed as:

$$NPV = [ FV_t / (1 + i)^t ] - I_0$$

The last equation states that the Net Present Value, PV, is just the sum of the present worth of the expected economic benefits to be received.

## 7.9 Valuation Assumption

To arrive at the market value of the PROPERTY, we used the following assumptions.

- 7.9.1 For the tenure of the leases, we have relied on the rent roll data provided by the COMPANY in an Excel format showing the floor area, commencement date and expiry date, current lease contract rent, and escalation rate.
- 7.9.2 The COMPANY's cash inflows consist of monthly rental income from its lessees, exclusive of value added tax (VAT), provided by the COMPANY;
- 7.9.3 For the operating expenses, we have used the data provided by the CLIENT;
- 7.9.4 To determine the terminal value/reversion value, we have used the Gordon growth model. We calculated the capitalization rate using the discount rate and the 3% rental growth rate based on market and AACI estimates. Net Cash Flow at the end of the projections over the capitalization rate is the Terminal/Reversion Value.



## 8 Valuation Conclusion

Based on the given assumptions used, and the Discounted Cash Flow Analysis made, it is our opinion that the market value of *THE PROPERTY* as of 31 March 2024 is as follows:

**PESOS:  
TWO BILLION  
NINETY-EIGHT MILLION  
FIVE HUNDRED SIXTY THOUSAND ONLY**  
*(In Words)*

**PHP2,098,560,000.00**  
*(In Figures)*

## 9 Valuation Date

This valuation is dated **31 March 2024**.

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS ORMOC  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2024	2025	2026	2027	2028	2029
Revenues								
Rental Income	PHP	119,267,131	168,564,212	178,678,065	189,398,749	200,762,674	212,808,434	
Aircon Charges - net	PHP	21,549,561	30,169,386	31,677,855	33,261,748	34,924,835	36,671,077	
Common use service area charges - net	PHP	19,083,522	26,716,931	28,052,777	29,455,416	30,928,187	32,474,596	
Commission	PHP	1,426,339	1,996,874	2,096,718	2,201,554	2,311,631	2,427,213	
Other Income	PHP	191,764	268,469	281,892	295,987	310,786	326,326	
GROSS REVENUES	PHP	161,518,317	227,715,872	240,787,307	254,613,453	269,238,114	284,707,646	
Less: Operating Expenses								
Contracted Services	PHP	15,630,602	21,882,842	22,976,984	24,125,834	25,332,125	26,598,732	
Net Utilities	PHP	14,330,599	20,062,838	21,065,980	22,119,279	23,225,243	24,386,505	
Repair & Maintenance	PHP	5,035,524	7,049,734	7,402,221	7,772,332	8,160,948	8,568,996	
Advertising & Promotion	PHP	2,101,221	2,941,709	3,088,794	3,243,234	3,405,396	3,575,665	
Taxes & Licenses	PHP	2,153,772	3,015,281	3,166,046	3,324,348	3,490,565	3,665,093	
Insurance	PHP	6,228	8,720	9,155	9,613	10,094	10,599	
Supplies	PHP	296,226	414,716	435,452	457,225	480,086	504,090	
Other G&A	PHP	872,150	1,221,011	1,282,061	1,346,164	1,413,472	1,484,146	
Carpark Expenses	PHP	6,450	9,030	9,481	9,955	10,453	10,975	
Land Lease	PHP	8,348,699	11,799,495	12,507,465	13,257,912	14,053,387	14,896,590	
PM Fees	PHP	5,832,751	8,243,136	8,737,215	9,260,914	9,816,007	10,404,378	
FM Fees	PHP	5,830,665	8,089,034	8,422,695	8,776,331	9,151,139	9,548,386	
TOTAL OPERATING EXPENSES	PHP	60,444,886	84,737,546	89,103,549	93,703,140	98,548,915	103,654,155	
NET OPERATING INCOME	PHP	101,073,430	142,978,326	151,683,758	160,910,313	170,689,198	181,053,491	
Capital Expenditures	PHP	3,578,014	5,056,926	5,360,342	5,681,962	6,022,880	6,384,253	
NET OPERATING INCOME AFTER CAP	PHP	97,495,416	137,921,400	146,323,416	155,228,351	164,666,318	174,669,238	
TERMINAL VALUE	PHP							
NET PRESENT VALUE								
Period lapsed	years	0.5000	1.5000	2.5000	3.5000	4.5000	5.5000	
Discount rate	%	10.90%	10.90%	10.90%	10.90%	10.90%	10.90%	
Present value factor	%	0.9496	0.8562	0.7721	0.6962	0.6278	0.5661	
Present value	PHP	92,580,072	118,095,024	112,974,493	108,069,773	103,372,400	98,874,176	
Net present value (NPV)	PHP	2,098,559,355						
Rounded to:	PHP	2,098,560,000						

ANNEX A

ROBINSONS LAND CORPORATION  
ROBINSONS ORMOC  
DISCOUNTED CASH FLOW  
as of the date indicated  
ASSUMPTIONS TO PROJECTIONS

FREE CASH FLOWS		Remarks	2030	2031	2032	2033	2034	TERMINAL VALUE
Revenues								
Rental Income	PHP		225,576,941	239,111,557	253,458,250	268,665,745	284,785,690	
Aircon Charges - net	PHP		38,504,630	40,429,862	42,451,355	44,573,923	46,802,619	
Common use service area charges - net	PHP		34,098,326	35,803,242	37,593,404	39,473,074	41,446,728	
Commission	PHP		2,548,574	2,676,002	2,809,802	2,950,293	3,097,807	
Other Income	PHP		342,642	359,774	377,763	396,651	416,484	
GROSS REVENUES	PHP		301,071,113	318,380,438	336,690,575	356,059,686	376,549,328	
Less: Operating Expenses								
Contracted Services	PHP		27,928,668	29,325,102	30,791,357	32,330,924	33,947,471	
Net Utilities	PHP		25,605,830	26,886,122	28,230,428	29,641,949	31,124,047	
Repair & Maintenance	PHP		8,997,445	9,447,318	9,919,684	10,415,668	10,936,451	
Advertising & Promotion	PHP		3,754,449	3,942,171	4,139,280	4,346,244	4,563,556	
Taxes & Licenses	PHP		3,848,348	4,040,766	4,242,804	4,454,944	4,677,691	
Insurance	PHP		11,129	11,685	12,269	12,883	13,527	
Supplies	PHP		529,295	555,759	583,547	612,725	643,361	
Other GAE	PHP		1,558,353	1,636,271	1,718,084	1,803,989	1,894,188	
Carpark Expenses	PHP		11,524	12,100	12,705	13,341	14,008	
Land Lease	PHP		15,790,386	16,737,809	17,742,078	18,806,602	19,934,998	
PM Fees	PHP		11,028,022	11,689,053	12,389,714	13,132,381	13,919,571	
FM Fees	PHP		9,969,416	10,415,653	10,888,609	11,389,881	11,921,168	
TOTAL OPERATING EXPENSES	PHP		109,032,865	114,699,809	120,670,559	126,961,530	133,590,037	
NET OPERATING INCOME	PHP		192,038,248	203,680,628	216,020,017	229,098,156	242,959,291	
Capital Expenditures	PHP		6,767,308	7,173,347	7,603,748	8,059,972	8,543,571	
NET OPERATING INCOME AFTER CAP	PHP		185,270,940	196,507,282	208,416,269	221,038,184	234,415,721	
TERMINAL VALUE	PHP							3,056,125,873
NET PRESENT VALUE								
Period lapsed	years		6.5000	7.5000	8.5000	9.5000	10.5000	10.5000
Discount rate	%		10.90%	10.90%	10.90%	10.90%	10.90%	10.90%
Present value factor	%		0.5104	0.4603	0.4150	0.3742	0.3374	0.3374
Present value	PHP		94,567,169	90,443,708	86,446,385	82,718,047	79,101,793	1,031,266,315
Net present value (NPV)	PHP							
Rounded to:	PHP							



# Property-for-Share Swap between Robinsons Land Corporation and RL Commercial REIT, Inc.

Fairness Opinion Report



**STRICTLY PRIVATE & CONFIDENTIAL**

June 3, 2024

**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. is pleased to submit this Fairness Opinion Report covering the property-for-share swap transaction in relation to the planned transfer of thirteen (13) properties (the owned by Robinsons Land Corporation to RL Commercial REIT, Inc. . RLC intends to transfer 100 percent of its ownership in the RLC Properties to RCR in exchange for primary shares to be issued by RCR (the .

The RLC Properties consist of 11 malls and two offices. These are (1) Robinsons Luisita, (2) Robinsons Sta. Rosa, (3) Giga Tower, (4) Cybergate Davao, (5) Robinsons Imus, (6) Robinsons Los Baños, (7) Robinsons Lipa, (8) Robinsons Cabanatuan, (9) Cybergate Delta 2, (10) Robinsons Palawan, (11) Robinsons Novaliches, (12) Robinsons Cainta, and (13) Robinsons Place Ormoc.

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

FTI Consulting conducted a valuation study of the RLC Properties and RCR in accordance with the International Valuation Standards to determine the fairness of the consideration to be transferred and consideration to be received by RCR. The following standards were used:

IVS 101 Scope of Work	IVS 105 Valuation Approaches and Methods
IVS 102 Investigations and Compliance	IVS 200 Business and Business Interests
IVS 103 Reporting	IVS 400 Real Property Interests*
IVS 104 Bases of Value	

The Valuation Date is 31 March 2024, with the Philippine Peso as the Valuation Currency. Market Value (also referred to as is the basis of value used in this engagement. Market Value is defined in the IVS as the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently, and without compulsion.

The Philippine Stock Exchange, Inc. Memorandum on Guidelines for Fairness Opinions and Valuation Reports (No. 2011-0104, amended No. 2024-0019) requires a fairness opinion covering the property-for-share swap transactions. Such fairness opinion must be supported by a valuation report.

FTI Consulting is an independent firm accredited by the PSE (PSE Accreditation CN 2023-0073 released on December 29, 2023) for purposes of issuing fairness opinions and valuation reports of listed companies and prospective initial listing applicants of the Exchange in compliance with the PSE Memorandum on Guidelines for Fairness Opinions and Valuation Reports (No. 2011-0104). FTI Consulting is also accredited by the Securities and Exchange Commission (SEC Accreditation No. 032) as a Professional Services Organization (PSO) in accordance with SEC Memorandum No. 2 Series of 2014 (Guideline on Asset Valuation).

\*Provisions on valuation approaches and methods

## Summary of Findings

The RLC Properties were valued using the Discounted Cash Flows Method and Direct Capitalization Method under the Income Approach. RCR, on the other hand, was valued using the DCF Method under the Income Approach and the Volume Weighted Average Price Method and Comparable Public Companies Method under the Market Approach. The estimated valuation ranges for the RLC Properties and RCR as of the Valuation Date are presented in Exhibits 1 and 2, respectively.

### Exhibit 1. Valuation Summary RLC Properties

Properties In PHP millions	Discounted Cash Flow Method		Direct Capitalization Method		Range of Market Values	
	Low Estimate	High Estimate	Low Estimate	High Estimate	Low Estimate	High Estimate
Robinsons Luisita	927.45	1,432.45	931.54	1,062.08	927.45	1,432.45
Robinsons Sta. Rosa	1,664.67	2,300.18	1,594.17	1,771.17	1,594.17	2,300.18
Cybergate Davao	597.54	793.12	552.63	609.12	552.63	793.12
Robinsons Imus	2,658.53	4,472.94	2,612.15	3,231.97	2,612.15	4,472.94
Robinsons Los Banos	327.84	616.28	322.52	439.45	322.52	616.28
Robinsons Lipa	4,465.61	6,471.53	4,334.13	4,899.87	4,334.13	6,471.53
Robinsons Cabanatuan	803.27	977.70	761.62	761.62	761.62	977.70
Robinsons Palawan	2,321.42	3,743.49	2,217.39	2,672.42	2,217.39	3,743.49
Robinsons Novaliches	4,160.69	6,343.61	3,966.73	4,719.62	3,966.73	6,343.61
Robinsons Cainta <sup>1</sup>	1,231.08	1,906.38	n.a.	n.a.	1,231.08	1,906.38
Robinsons Ormoc	1,574.11	2,554.03	1,526.94	1,832.72	1,526.94	2,554.03
Giga Tower	6,332.60	7,711.74	6,956.41	7,142.00	6,332.60	7,711.74
Cybergate Delta 2	1,302.99	1,559.92	1,437.62	1,455.84	1,302.99	1,559.92
<b>TOTAL RANGE OF MARKET VALUES</b>					<b>27,682.39</b>	<b>40,883.39</b>

*t has no automatic renewal provision and there is no certainty*

*that the third-party lessor will agree to a renewal of the lease contract upon expiration.*

Sources: FTI Consulting Analysis

## Summary of Findings

### Exhibit 2. Valuation Summary RCR

RCR Valuation	Equity Value		Value per Share	
	Low Estimate	High Estimate	Low Estimate	High Estimate
In PHP millions, except for the per share values				
<b>Discounted Cash Flows Method</b>	<b>56,852.41</b>	<b>73,241.99</b>	<b>5.30</b>	<b>6.83</b>
Cross-checks:				
<i>Volume Weighted Average Price Method</i>	<i>53,723.49</i>	<i>56,032.70</i>	<i>5.01</i>	<i>5.22</i>
<i>Comparable Public Companies Method</i>				
<i>Enterprise Value/LTM EBITDA</i>	<i>48,005.36</i>	<i>62,590.31</i>	<i>4.48</i>	<i>5.83</i>
<i>Enterprise Value/LTM EBIT</i>	<i>50,216.54</i>	<i>62,591.48</i>	<i>4.68</i>	<i>5.84</i>
<b>RANGE OF MARKET VALUES</b>	<b>56,852.41</b>	<b>73,241.99</b>	<b>5.30</b>	<b>6.83</b>

LTM = Last Twelve Months

Sources: FTI Consulting Analysis



### Fair Range of RCR shares to be Exchanged

Given the range of market values of the RLC Properties (as shown in Exhibit 1) and the range of market values per share of RCR (as shown in Exhibit 2), we determined the range of RCR shares to be issued which is considered fair from a financial point of view. This is presented in Exhibit 3, along with a comparison with the proposed number of shares to be issued by management in the Transaction.

**Exhibit 3. Comparison of the Fair Range of RCR Shares to be Issued and the Proposed Number of Shares to be Issued by RCR**

Properties In PHP millions	Range of Market Values		RCR (PHP/share)		Fair Number of Shares to be Issued		RCR Shares to be Issued
	Low Est.	High Est.	Low Est.	High Est.	Low Est.	High Est.	
Robinsons Luisita	927.45	1,432.45	5.30	6.83	135.83	270.27	193.61
Robinsons Sta. Rosa	1,594.17	2,300.18	5.30	6.83	233.48	433.99	276.37
Cybergate Davao	552.63	793.12	5.30	6.83	80.94	149.64	107.05
Robinsons Imus	2,612.15	4,472.94	5.30	6.83	382.57	843.95	493.76
Robinsons Los Banos	322.52	616.28	5.30	6.83	47.23	116.28	88.80
Robinsons Lipa	4,334.13	6,471.53	5.30	6.83	634.76	1,221.04	834.03
Robinsons Cabanatuan	761.62	977.70	5.30	6.83	111.55	184.47	130.08
Robinsons Palawan	2,217.39	3,743.49	5.30	6.83	324.75	706.32	430.05
Robinsons Novaliches	3,966.73	6,343.61	5.30	6.83	580.95	1,196.90	779.33
Robinsons Cainta	1,231.08	1,906.38	5.30	6.83	180.30	359.69	217.12
Robinsons Ormoc	1,526.94	2,554.03	5.30	6.83	223.63	481.89	308.61
Giga Tower	6,332.60	7,711.74	5.30	6.83	927.45	1,455.04	934.94
Cybergate Delta 2	1,302.99	1,559.92	5.30	6.83	190.83	294.32	193.90
<b>TOTAL</b>	<b>27,682.39</b>	<b>40,883.39</b>			<b>4,054.28</b>	<b>7,713.80</b>	<b>4,987.64</b>

Source: FTI Consulting Analysis

### Fairness Opinion

Given that the shares to be issued by RCR for each property fall within our fair range of shares that RCR can issue in exchange for each of the RLC Properties, we are of the opinion that the proposed Transaction is fair from a financial point of view.

## Statement of Limitations

This Report opines solely on the fairness of the number of shares to be issued by RCR and the valuation of the RLC Properties and RCR. It does not opine as to the operational merits or strategic rationale of the Transaction.

In the preparation of the valuation report, FTI Consulting relied on available information and records, including but not limited on the representation of RLC and RCR, audited and unaudited financial statements, reports of competent entities, and such other relevant supporting documents.

While our work may include an analysis of financial and accounting data, our work does not constitute an audit conducted in accordance with generally accepted auditing standards, an examination of internal controls, or other attestation or review services in accordance with standards established by the Auditing and Assurance Standards Council . Accordingly, we do not express an opinion or any other form of assurance on the financial statements of the RLC Properties and RCR or any financial or other information.

With respect to prospective financial information relative to the RLC Properties and RCR referenced throughout the valuation report, we did not examine, compile, or apply agreed-upon procedures to such information in accordance with standards established by the AASC and we express no assurance of any kind on such information. There will usually be differences between estimated and actual results because events and circumstances frequently do not occur as expected, and those differences may be material. We take no responsibility for the achievability of the expected results anticipated by the Management.

Management is responsible for any and all financial information provided to us during the course of our work.

## Statement of Compliance

The Report is not approved by an internal committee. The Report is reviewed and approved by the Senior Managing Directors of FTI Consulting.

The Report does not express an opinion about the fairness of the compensation in the Transaction to any of        or        directors, officers, or employees relative to the compensation to        or        shareholders.

FTI Consulting did not act as a financial advisor to any party to the Transaction and did not or will not receive a payment that is contingent on the successful completion of the Transaction, for rendering the fairness opinion.

There is no material relationship between FTI Consulting and any party to the Transaction. During the prior two years, as it relates to this Transaction, FTI Consulting has not received or intends to receive compensation as a financial advisor.

Information with respect to the RLC        and        operations and account balances purported to be in effect and described in our valuation report was obtained primarily through analyses provided by and discussions with        and        management        .

FTI Consulting performed appropriate analysis to evaluate inputs and assumptions, and their appropriateness for the valuation purpose.

Members of FTI Consulting, particularly those who are registered Certified Public Accountants and Chartered Financial Analysts, and Chartered Valuer and Appraiser, are compliant with the Code of Ethics of the Philippine Institute of Certified Public Accountants, the CFA Institute Code of Ethics, and Code for Ethical Principles for Professional Valuers.

A brief description of FTI Consulting and the educational and professional qualification of its representatives who conducted the valuation is included in our valuation report.

Should you require clarification on any of the matters contained in this Report or any further information, we would be pleased to meet and discuss.

Yours faithfully,

**FTI CONSULTING PHILIPPINES, INC.**





REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. 93269A

CERTIFICATE OF FILING  
OF  
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:


This is to certify that the amended articles of incorporation of the

**ROBINSONS LAND CORPORATION**  
(Amending Article II Primary Purpose thereof)

copy annexed, adopted on April 11, 2022 by majority vote of the Board of Directors and on May 12, 2022 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 27<sup>th</sup> day of June, Twenty Twenty Two.

  
DANIEL P. GABUYO  
Assistant Director  
SO Order 1188 Series of 2018

CS/qba



**AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**ROBINSONS LAND CORPORATION**  
**(Formerly Robinson's Land Corporation)**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are residents of the Philippines, of legal age, and Filipino citizens, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST. – That the name of the said Corporation shall be: "ROBINSONS LAND CORPORATION". (As amended on April 30, 1997 by stockholders representing 2/3 of the outstanding capital stock and on April 29, 1997 by majority of the Board of Directors).

SECOND. – That the primary purpose of which the corporation is being formed is:

To engage in the business of selling, acquiring, building, constructing, development, leasing, disposing of real properties such as land, buildings, shopping malls, commercial centers, office developments, subdivisions, housing projects of all types, hotels, motels, dormitories, and other variants, industrial facilities, logistics facilities, mixed-use property projects, industrial estates, infrastructure projects, integrated developments, amusement and recreation parks or theme parks, and property development of all kinds and nature, and to purchase, acquire, deal in and hold for investment or otherwise, any or all properties of every kind and description, and wherever situated, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities and obligations of any corporation or corporations, associations, domestic or foreign (As Amended on April 11, 2022 and May 12, 2022).

## SECONDARY PURPOSE

(a) To act as general agent of any company, whether domestic or foreign, or as a commercial broker, real estate dealer, export broker, or agent or factor of any person, partnership, corporation, or association engaged in any lawful business, industry or enterprise, except as insurance agent;

(b) To engage in the establishment of cinema houses, bowling lanes, amusement centers, and other facilities as are normally found in commercial complex establishment; and to engage in the operation of tourist facilities, tourist car service, and hotel accommodations; (As amended on April 29, 1998).

(c) To engage in the business of manufacturing, producing, converting, bartering, packing, and storing any and all kinds of products, wares, commodities, particularly shoes, bags, men's, ladies' and children's wear;

(d) To purchase or otherwise acquire, obtain, an interest in, own, hold, pledge, mortgage, assign, deal in, exchange, sell and otherwise dispose of alone or in conjunction with others all kinds of securities, including but not limited to, stock, bonds, debentures, trust certificates, trust receipts, notes and other securities, choses in action and evidence of indebtedness of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic, or foreign, and evidence of any interest therein; and to promote, manage, participate in or act as principal or agent for any purchasing or selling syndicate or group and shall not engage in stock brokerage business;

(e) To erect, construct, enlarge, alter or improve buildings or other structures on land held or owned by the corporation; and to promote, finance and manage build-operations, real estate developments or any other transaction involving real estate or any interest therein;

(f) To act as managers of managing agents of the corporation, partnership; and other forms of business organizations and to undertake, carry on, assist or participate in the promotion, organization, management, liquidation or re-organization of corporations, partnerships and other forms of business firms and

entities, excluding the management of funds, securities, portfolios or similar kinds of said firms or enterprises;

(g) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession and cooperation with any persons, firms, partnership, corporation, association, or other entity, whether domestic or any transactions deemed necessary, convenient or incidental to the purposes for which the corporation is organized and to undertake and carry on any other business venture or mercantile activity which may be undertaken or carried on by juridical persons, merchants, contractors, commercial brokers or agents, either directly itself in its own name or indirectly through the medium or ownership of shares or other interest in such business enterprise, provided, however, that the corporation shall not acquire any interest in another corporation engaged in agriculture;

(h) To purchase or otherwise acquire as a going concern or otherwise, all or any part of the business, goodwill, rights, property, real or personal, and assets of all kinds, and in connection with the acquisition of the same to undertake, assume and guarantee all or any part of the liabilities of any corporation, association, partnership or person deemed to be beneficial to the corporation in any manner in connection with any of its objects or purposes; and to pay for the same in cash, bonds, notes, and/or other securities of this corporation; to hold, possess, manage, conduct and carry on the whole or any part of the business or property so acquired in the manner and to extend now or hereafter authorized or permitted by law;

(i) To engage in general manufacturing industry, to manufacture, fabricate, make, construct, process or otherwise produce wares, goods commodities and merchandise of any and all kinds and descriptions which are lawful objects of trade and commerce; except in the manufacturing of tools, drugs and cosmetics.

IN FURTHERANCE OF THE FOREGOING PURPOSES, the corporation shall have, among others, the following incidental powers:

(aa) To acquire or obtain from any government authority, national or municipal, local or otherwise, or any corporation, company or persons, such charters, franchises, licenses, rights, privileges and



concessions as may be necessary or conducive to the attainment of any of the objects of the corporation;

(bb) To apply for, obtain, register, purchase, lease, or otherwise acquire, and to the extent authorized by law, to hold, use, own, sell, assign, and otherwise dispose of any trademarks, tradenames, distinctive marks, patents, inventions, improvements and process used in connection with or secured under letters of patent of the Philippines or of any foreign country; and to use, exercise, grant licenses in respect of and otherwise avail of the benefits of any patents, inventions, process and the like or any such property or rights;

(cc) To enter, make, perform and carry out contracts of every kind and for any lawful purposes, pertaining to the business of the corporation, in any manner incident thereto, as principal, agent or otherwise with any person, firm, association or corporation, whether domestic or foreign, to the extent permitted by laws of the land;

(dd) To borrow or raise money necessary to meet the financial requirements of its business by issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgages, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law, shares of its capital stock, bonds, debentures, and other evidences of indebtedness in payment for property acquired by the corporation or for money borrowed in the prosecution of its lawful business;

(ee) To do and perform all acts and things necessary, suitable or proper for the accomplishments, of any of the purpose or the attainment of any one or more of the objects herein enumerated or which shall at any time appear conducive to the protection or benefit of the corporation including the exercise of the powers and authorities conferred upon corporation organized under the laws of the Philippines in general and upon domestic corporation of like nature in particular, provided however, that the funds of the corporation or business, or for any purpose other than the main purpose for which this corporation has been organized unless the requirements of Section 17-1/2 of the Corporation Law, as amended have been complied with;

(ff) To invest and deal with the funds and properties of the corporation in such manner as from time to time to be considered

wise and expedient for the advancement or enhancement of its properties, business and interest, and to dispose of, sell, assign, pledge, lease, or otherwise, the business, goodwill, properties, assets, rights or undertakings of the company or any part thereof for such consideration and under such terms and conditions as it may see fit.

THIRD. - That the place where the principal office of the corporation is to be established or located shall be at Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila. The Corporation may establish branch offices or agency elsewhere on the Philippines or abroad whenever its business exigencies so require. (As further amended on September 18, 2014 by the majority vote of the Board of Directors and on November 21, 2014 through the written assent of the shareholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation).

FOURTH. - That the term for which said corporation is to exist is FIFTY (50) years from and after date of incorporation.

FIFTH. - That the names, citizenships, and residences of the incorporators of said corporation are as follows:

NAME	CITIZENSHIP	RESIDENCE
JOHN GOKONGWEI, JR.	Filipino	
HENRY L. GO	Filipino	
JOHNSON ROBERT GO	Filipino	
JAMES L. GO	Filipino	
IGNACIO GOTAO	Filipino	
QUIRINO A. MARQUINEZ	Filipino	

SIXTH. – That the number of directors of the said corporation shall be NINE (9) and that the names and residences of the directors who are to serve as such until their successors are duly elected and qualified as provided by the By-Laws are as follows: (As further amended on May 13, 2021)

NAME	CITIZENSHIP	RESIDENCE
JOHN GOKONGWEI, JR.	Filipino	
HENRY L. GO	Filipino	
JOHNSON ROBERT GO	Filipino	
JAMES L. GO	Filipino	
IGNACIO GOTAO	Filipino	
QUIRINO A. MARQUINEZ	Filipino	

SEVENTH. – That the authorized capital stock of the corporation is **EIGHT BILLION TWO HUNDRED MILLION PESOS (P8,200,000,000.00)** divided into **EIGHT BILLION TWO HUNDRED MILLION (8,200,000,000) common shares**, with a par value of One (P1.00) Peso per share. (As amended on 23 February 2011 by stockholders representing at least 2/3 of the outstanding capital stock and on 19 November 2010 by majority of the Board of Directors).

No transfer of shares or interest in the corporation shall reduce the percentage of Filipino stockholdings from that required by law may be allowed to be recorded in the books of the corporation. This restriction shall be printed in the stock certificates of the corporation. (As further amended on April 16, 1988).

That the Stockholders of the Corporation shall not have the pre-emptive right to subscribe to all issues of disposition of shares. (As amended on May 2, 1996 by stockholders representing 2/3 of the outstanding capital stock and on April 15, 1996 by majority of the Board of Directors).

EIGHT. -- That the amount of the capital stock of the said corporation which has been subscribed is FOUR MILLION PESOS (P4,000,000.00), Philippine Currency, and the following persons have subscribed for the number of FORTY THOUSAND (40,000) SHARES and the amount of capital stocks set out after their respective names:

NAMES	RESIDENCE	NO. OF SHARES	AMOUNT OF CAPITAL SUBSCRIBED
JOHN GOKONGWEI, JR.		39,995	P3,999,500.00
HENRY L. GO		1	100.00
JOHNSON ROBERT GO		1	100.00
JAMES L. GO		1	100.00
IGNACIO GOTAO		1	100.00
QUIRINO A. MARQUINEZ		1	100.00

NINTH. - That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names:

NAMES	RESIDENCE	AMOUNT PAID
JOHN GOKONGWEI, JR.		P999,500.00
HENRY L. GO		100.00
JOHNSON ROBERT GO		100.00

JAMES L. GO	100.00
IGNACIO GOTAO	100.00
QUIRINO A. MARQUINEZ	100.00
	<u>P1,000,000.00</u>

TENTH. - That IGNACIO GOTAO has been elected by the subscribers as TREASURER of the corporation to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, he has been authorized to receive for the corporation and issue receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands, this 28<sup>th</sup> day of April, 1980 at Pasig, Metro Manila, Philippines.

(sgd) JOHN GOKONGWEI, JR.

(sgd) HENRY L. GO

(sgd) JOHNSON ROBERT GO

(sgd) JAMES L. GO

(sgd) QUIRINO A. MARQUINEZ

(sgd) IGNACIO GOTAO

SIGNED IN THE PRESENCE OF:

(sgd) ISABELITA F. RAMOS

(sgd) MERLE A. DE GUZMAN

## ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES     )  
PASIG, METRO MANILA            )

BEFORE ME, a Notary Public for and in Rizal, this 28<sup>th</sup> day of April, 1980,  
personally appeared the following, to wit:

NAME	RES. CERT. NO.	DATE/PLACE ISSUED
JOHN GOKONGWEI, JR.		
HENRY L. GO		
JOHNSON ROBERT GO		
JAMES L. GO		
QUIRINO A. MARQUEZ		

all known to me and to me known to be the same persons who executed the  
foregoing Articles of Incorporation and they acknowledged to me that the same is  
their free act and voluntary deed.

WITNESS MY HAND AND SEAL on the date and place first above  
mentioned.

Doc. No. 194;  
Page No. 8;  
Book No. VI;  
Series of 1980.

(sgd) PEDRO S. JUANITAS  
Notary Public  
Until December 31, 1980  
PTR No. 0596261  
Issued at Pasig, M.M.  
on Jan. 23, 1980

**DIRECTORS' CERTIFICATE FOR THE AMENDMENT  
OF THE ARTICLES OF INCORPORATION OF  
ROBINSONS LAND CORPORATION**



We, the undersigned, being majority of the members of the Board of Directors of **ROBINSONS LAND CORPORATION** (the "Corporation"), and the current Corporate Secretary thereof, do certify under oath that:

1. In pursuance of notices of meeting stating the purpose, among others the amendment of the Articles of Incorporation of the Corporation, each of which was duly sent to each director and stockholder, the Board of Directors' and the Annual Stockholders' Meeting were held on April 11, 2022 and May 12, 2022, respectively;
2. A majority of the members of the Board of Directors were present at the said meetings. Stockholders representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation were present either in person or by proxy during the meeting last May 12, 2022;
3. The undersigned Lance Y. Gokongwei acted as Chairman while Corporate Secretary Atty. Juan Antonio M. Evangelista acted as Secretary of both meetings;
4. In both meetings, and upon motion duly made and seconded, the following resolution was duly adopted by the vote of majority of the members of the Board of Directors and more than two-thirds (2/3) of the entire issued and outstanding capital stock of the Corporation:

**RESOLVED THAT:**

Article Two of the Articles of Incorporation of the Corporation be as it is hereby amended to read as follows:

SECOND. – That the primary purpose for which the corporation is formed is:

To engage in the business of selling, acquiring, building, constructing, development, leasing, disposing of real properties such as land, buildings, shopping malls, commercial centers, office developments, subdivisions, housing projects of all types, hotels, motels, dormitories, and other variants, industrial facilities, logistics facilities, mixed-use property projects, industrial estates, infrastructure projects, integrated developments, amusement and recreation parks or theme parks, and property development of all kinds and nature, and to purchase, acquire, deal in and hold for investment or otherwise, any or all properties of every kind and description, and wherever situated, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities and obligations of any corporation or corporations, associations, domestic or foreign (As Amended on April 11, 2022 and May 12, 2022).



5. We further certify that the attached Amended Articles of Incorporation is a true and correct copy thereof.

IN WITNESS WHEREOF, we set our hands this \_\_\_\_\_ in \_\_\_\_\_ City, Metro Manila.

**JAMES L. GO**  
Director

**LANCE Y. GOKONGWEI**  
Director

**FREDERICK D. GO**  
Director

**PATRICK HENRY C. GO**  
Director

**JOHNSON ROBERT G. GO, JR.**  
Director

**ROBINA GOKONGWEI - PE**  
Director

**OMAR BYRON T. MIER**  
Director

**ROBERTO F. DE OCAMPO**  
Director

**BIENVENIDO S. BAUTISTA**  
Director  
TIN: 117-425-255

Countersigned

**Lance Y. Gokongwei**  
Chairman

**Juan Antonio M. Evangelista**  
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)  
CITY OF PASIG ) SS.

BEFORE ME, a Notary Public for and in the City of Pasig personally appeared:

MAY 27 2022

NAME	Valid Proof of Identity
Lance Y. Gokongwei	
Frederick D. Go	
Patrick Henry C. Go	
Johnson Robert G. Go, Jr.	
Robina Y. Gokongwei-Pe	
Omar Byron T. Mier	
Roberto F. De Ocampo	
Bienvenido S. Bautista	
Juan Antonio M. Evangelista	

known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged the same to be their free and voluntary act and deed.

This instrument refers to the Director's Certificate consisting of three (3) pages including this page where the acknowledgment is written, signed by the parties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date and at the place first above written.

Doc. No. 451 ;  
Page No. 92 ;  
Book No. 10 ;  
Series of 2022.

ATTY. IRIS FATIMA V. CERO  
Notary Public for Pasig, San Juan, and Pateros  
Appointment No. 194; Extended until June 30, 2022;  
by virtue of Bar Matter No. 3795 dated Sept. 28, 2021.  
12F Cyberscape Alpha, Sapphire &  
Garnet Rds. Ortigas Center, Pasig City  
Roll of Attorneys No. 65837; June 21, 2016  
PTR No. 8207774; January 24, 2022; Pasig City  
IBP No. 171119; December 21, 2021; RSM Chapter  
MCLE Compliance No. VI - 0013539; April 14, 2022

**ROBINSONS LAND CORPORATION**

SECRETARY'S CERTIFICATE

I, ATTY. JUAN ANTONIO M. EVANGELISTA, of legal age, Filipino, with office address at the 12/F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Brgy. San Antonio, Pasig City, Metro Manila, being the, after having been duly sworn in accordance with law, state that:

1. I am the duly elected and incumbent duly elected Corporate Secretary of **ROBINSONS LAND CORPORATION** (the "Corporation"), with principal office address at 43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Road, Ortigas Center, Pasig City;

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors and officers or vice versa.

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

SUBSCRIBED AND SWORN to before me this JUN 06 2022 at  
City of Pasig, affiant exhibiting to me his 5.

Doc No. 1;  
Page No. 2;  
Book No. 11;  
Series of 2022.

**ATTY. MA. CLARISSE S. OSTERIA**  
Notary Public for Pasig, San Juan, and Pateros  
Appointment No. 229; Extended until June 30, 2022  
by virtue of Bar Matter No. 3795 dated Sept. 28, 2021  
12F Cyberscape Alpha, Sapphire &  
Garnet Rds. Ortigas Center, Pasig City  
Roll of Attorneys No. 69885; June 1, 2017  
PTR No. 8267772; January 24, 2022; Pasig City  
IBP No. 171121; December 21, 2021; Makati Chapter  
MCLE Compliance No. VI - 0015914; April 14, 2022



Machine Validation:



Republic of the Philippines

DEPARTMENT OF FINANCE  
SECURITIES AND EXCHANGE COMMISSION  
Secretariat Building, PICC Complex  
Roxas Boulevard, Pasay City, 1307



## PAYMENT ASSESSMENT FORM

No. 20220615-5456516

DATE 06/15/2022	RESPONSIBILITY CENTER CRMD
PAYOR: ROBINSONS LAND CORPORATION QC	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amended Articles of Incorporation		4020102000 (606)	1,000.00
Legal Research Fee (A0823)		2020105000 (131)	10.00
Documentary Stamp Tax	1	4010401000 (4010401)	30.00
-----NOTHING FOLLOWS-----			
TOTAL AMOUNT TO BE PAID			Php 1,040.00
Assessed by: S. Seragon			Amount in words: ONE THOUSAND FORTY PESOS AND 00/100
Remarks:			

## Payment Options

- Online payment thru SEC Payment Portal
  - <https://espaysec.sec.gov.ph>
- Over the Counter Payments
  - SEC Cashier Office
  - Selected Landbank Branches

## SEC BIR Accounts - DST

SEC Clearing Account	SEC Office
3752-1002-75	Head Office / NCR
0072-1178-59	Tarlac
0222-1003-48	Baguio
0132-1123-98	Legazpi
3302-1046-88	Iloilo
3162-1098-20	Bacolod
0142-1065-85	Cebu
0192-0639-30	Zamboanga
0152-1090-08	Cagayan De Oro
0162-1090-73	Davao

## SEC BTR Accounts - LRF

SEC Clearing Account	SEC Office
3402-2319-20	Head Office / Tarlac
3402-2319-38	Baguio
3402-2319-46	Legazpi
3402-2319-54	Iloilo / Bacolod
3402-2319-62	Cebu
3402-2319-70	Zamboanga
3402-2319-89	Cagayan De Oro
3402-2319-97	Davao

## Breakdown Summary

FUND ACCOUNT	AMOUNT	ACCOUNT #
BIR Account - DST	30.00	see SEC BIR accounts
SEC RCC Current Account	1,000.00	3752-1001-43
BTR Account - LRF	10.00	see SEC BTR accounts
TOTAL		Php 1,040.00

## Notes:

A. This form is valid for forty-five (45) calendar days from the date of Payment Assessment Form (PAF)

B. Accepted modes of payment at SEC Main Office, Pasay City:

- Cash
- Manager's/Cashier's Check
- Postal Money Order

C. Accepted modes of payment at selected Landbank branches:

- Cash
- Manager's/Cashier's Check payable to the Securities and Exchange Commission

D. For check payment, please prepare separate checks per fund account as indicated on the breakdown summary. All checks must be payable to Securities and Exchange Commission

E. For over the counter payment at LandBank, preparation of oncoll payment or deposit slip shall be per fund account as indicated on the breakdown summary.

If fund code is BTR, use an oncoll payment slip.

If fund code is BIR, REIT, SRC or RCC, use a regular deposit slip.

Send through email the copy of the machine-validated oncoll payment slip / deposit slip to the issuer of this PAF to confirm that payment has been made.

F. For National Capital Region, payments are only allowed through the following Landbank Branches: EDSA Greenhills, EDSA Congressional, Araneta EO, YMCA, DOTC, Ortigas EO, Muntinlupa, and North Avenue

G. ANY ALTERATIONS WILL INVALIDATE THIS FORM



SEC Main Office  
Ground Floor, Secretariat Building, PICC Complex, Pasay City, Metro Manila

## electronic Official Receipt

### Transaction Details

eOR Number	20220621-PM-0016905-15
Transaction Number	217202763186
Payment Date	June 21, 2022 10:06 AM
Payment Scheme	master-card
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

### Payment Assessment Details

PAF No.	20220615-5456516
PAF Date	2022-06-15 10:23:16
Payor Name	ROBINSONS LAND CORPORATION
Payor Address	QC

#	Nature of Collection	Account Code	Amount
1	Amended Articles of Incorporation	4020102000(606)	1,000.00
2	Documentary Stamp Tax	4010401000(4010401)	30.00
3	Legal Research Fee (A0823)	2020105000(131)	10.00
TOTAL			1,040.00

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.

Corporate and Partnership Registration Division  
Green Lane Unit  
Financial Analysis and Audit Division  
Licensing Unit  
Compliance Monitoring Division

**COMPANY REGISTRATION AND MONITORING DEPARTMENT  
CHECKLIST OF REQUIREMENTS  
FOR AMENDMENT OF ARTICLES OF INCORPORATION/BY-LAWS**

Name of Corporation:	ROBINSONS LAND CORP.			
Date Assigned:	June 10, 2022		Type of Application: Amended Articles	

	06/10/2022 <small>Remarks (If requirement not complied with or subject of correction)</small>	06/15/2022 <small>Remarks (If requirement not complied with or subject of correction)</small>	(DATE) <small>Remarks (If requirement not complied with or subject of correction)</small>	(DATE) <small>Remarks (If requirement not complied with or subject of correction)</small>
<b>1. Cover Sheet</b>	<b>Not Complied</b>	<b>Complied</b>		
<b>2. Directors'/Trustees' Certificate</b> a. Signed by majority of the directors/trustees and corporate secretary b. Proposed amendments indicated c. Required votes of the directors/trustees and the stockholders/members d. Date and place of the e. stockholders'/members' meeting f. Names of signatories are reflected in the latest GIS	<b>Indicate both date of meeting in the amended provision</b>	<b>Complied</b>		
<b>3. Amended Articles of Incorporation</b> a. Amended Provision/s Others (please specify): If the provision to be mended in the primary/secondary purposes: Compliance with the naturalization Laws Foreign Equity per 0%	<b>Not Complied</b>  <b>AMENDED ARTICLES refers to complete set of application from page 1 to acknowledgement page</b>	<b>Indicate both date of meeting at the end of the amended provision</b>		
<b>4. Amended By-laws</b> a. Amended Provision/s b. Others (please specify):	<b>N.A.</b>	<b>N.A.</b>		
<b>5. Monitoring Clearance</b>	<b>Attach latest monitoring clearance</b>	<b>With MSRD Clearance</b>		
<b>6. Secretary's Certificate</b> certifying that no intra-corporate case/action has been filed or is pending before any court or tribunal, against or among the directors, officers, or stockholders of the corporation	<b>Complied</b>	<b>Complied</b>		

ADDITIONAL REQUIREMENTS:				
	(DATE) <small>Remarks (If requirement not complied with or subject of correction)</small>	(DATE) <small>Remarks (If requirement not complied with or subject of correction)</small>	(DATE) <small>Remarks (If requirement not complied with or subject of correction)</small>	(DATE) <small>Remarks (If requirement not complied with or subject of correction)</small>
<b>1.</b> Endorsement/clearance from other government agencies, if applicable				
<b>2.</b> If the provision to be amended is the <b>corporate name</b> : a. Name Verification Slip b. Affidavit of director, trustee or officer undertaking to change corporate name (not required if the Articles of Incorporation has a provision on this commitment)				
<b>3.</b> Others (please specify):				

\_\_\_\_\_  
Authorized Representative

**CRISTEL R. SERAGON**  
SEC Administrative Officer II

*Note: This Checklist must be submitted to form part of the application documents.*





**MARKETS AND SECURITIES REGULATION DEPARTMENT**

21 March 2022

**ROBINSONS LAND CORPORATION**  
Level 2, Galleria Corporate Center  
EDSA corner Ortigas Avenue  
Quezon City, Metro Manila

**Attention: JUAN ANTONIO M. EVANGELISTA**  
Corporate Secretary

**Subject: REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

This is in connection with Robinsons Land Corporation's (the "Company") application for the amendment of Article Six of the Amended Articles of Incorporation, decreasing the number of board seats from eleven (11) to nine (9) as follows:

***"\*SIXTH:** That the number of directors of the said corporation shall be NINE (9) and that names and residence of the directors who are to serve as such until their successors are duly elected and qualified as provided by the By-Laws..."*

We do not interpose any objection to your application, provided that the Company shall comply with the provision of existing laws, rules and regulations on the required minimum number of independent directors.

Further, once the application has been approved, the Company shall immediately file (1) a duly accomplished Current Report (SEC Form 17-C) disclosing therein the Commission's approval of the change in its reporting period with the Commission and upload the same on the PSE Edge and (2) an Amended General Information Sheet (GIS) within seven (7) days after such changes occurred or became effective.

Our Department nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD), considering that it has primary jurisdiction over the registration of corporations and partnerships in general, as well as amendments to articles of incorporation and by-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Revised Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances. If the clearance relates to or gives rise to any other application, corporate action or transaction which are or will be submitted for the approval or notice of the Commission, then we reserve the right to review and comment on matters that fall within the jurisdiction of this Department.

Very truly yours,

**VICENTE GRACIANO P. FELIZMENIO, JR.**  
Director

RECEIVED BY:

SIGNATURE OVER PRINTED NAME OF  
AUTHORIZED REPRESENTATIVE

COMPANY NAME/DATE RECEIVED



**SECURITIES AND EXCHANGE COMMISSION**

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City  
1209 Trunk Line No: 02-5322-7696 Email Us: [www.sec.gov.ph](http://www.sec.gov.ph) / [imessagemo@sec.gov.ph](mailto:imessagemo@sec.gov.ph)



**The following document has been received:**

**Receiving:** Buen Jose Mose

**Receipt Date and Time:** May 30, 2024 05:20:29 PM

**Company Information**

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**SEC Registration No.:** 000093269A

**Company Name:** ROBINSONS LAND CORP.

**Industry Classification:** K70120

**Company Type:** Stock Corporation

**Document Information**

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**Document ID:** OST10530202482669847

**Document Type:** General Information Sheet

**Document Code:** GIS

**Period Covered:** May 08, 2024

**Submission Type:** Annual Meeting

**Remarks:** None

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Acceptance of this document is subject to review of forms and contents

GENERAL INFORMATION SHEET (GIS)			
FOR THE YEAR 2024			
STOCK CORPORATION			
<b>GENERAL INSTRUCTIONS:</b> 1. FOR USER CORPORATION: THIS GIS SHOULD BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS FROM THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING. <b>DO NOT LEAVE ANY ITEM BLANK.</b> WRITE "N.A." IF THE INFORMATION REQUIRED IS NOT APPLICABLE TO THE CORPORATION OR "NONE" IF THE INFORMATION IS NON-EXISTENT. IF THE ANNUAL STOCKHOLDERS' MEETING IS HELD ON A DATE OTHER THAN THAT STATED IN THE BY-LAWS, THE GIS SHALL BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS AFTER THE ELECTION OF THE DIRECTORS, TRUSTEES AND OFFICERS OF THE CORPORATION AT THE ANNUAL MEMBERS' MEETING. 2. IF NO MEETING IS HELD, THE CORPORATION SHALL SUBMIT THE GIS NOT LATER THAN JANUARY 30 OF THE FOLLOWING YEAR. HOWEVER, SHOULD AN ANNUAL STOCKHOLDERS' MEETING BE HELD THEREAFTER, A NEW GIS SHALL BE SUBMITTED/FILED. 3. THIS GIS SHALL BE ACCOMPLISHED IN ENGLISH AND CERTIFIED AND SWORN TO BY THE <b>CORPORATE SECRETARY</b> OF THE CORPORATION. 4. THE SEC SHOULD BE TIMELY APPRISED OF RELEVANT CHANGES IN THE SUBMITTED INFORMATION AS THEY ARISE. FOR CHANGES RESULTING FROM ACTIONS THAT AROSE BETWEEN THE ANNUAL MEETINGS, THE CORPORATION SHALL SUBMIT AMENDED GIS CONTAINING THE NEW INFORMATION TOGETHER WITH A COVER LETTER SIGNED THE CORPORATE SECRETARY OF THE CORPORATION. THE AMENDED GIS AND COVER LETTER SHALL BE SUBMITTED WITHIN SEVEN (7) DAYS AFTER SUCH CHANGE OCCURED OR BECAME EFFECTIVE. 5. SUBMIT FOUR (4) COPIES OF THE GIS TO THE RECEIVING SECTION AT THE SEC MAIN OFFICE, OR TO SEC SATELLITE OFFICES OR EXTENSION OFFICES. ALL COPIES SHALL UNIFORMLY BE ON A4 OR LETTER-SIZED PAPER. THE PAGES OF ALL COPIES SHALL USE ONLY ONE SIDE 6. <b>ONLY THE GIS ACCOMPLISHED IN ACCORDANCE WITH THESE INSTRUCTIONS SHALL BE CONSIDERED AS HAVING BEEN FILED.</b> 7. THIS GIS MAY BE USED AS EVIDENCE AGAINST THE CORPORATION AND ITS RESPONSIBLE DIRECTORS/OFFICERS FOR ANY VIOLATION OF EXISTING LAWS, RULES AND REGULATIONS			
===== PLEASE PRINT LEGIBLY =====			
CORPORATE NAME: <div style="text-align: center;">ROBINSONS LAND CORPORATION</div>		DATE REGISTERED: <div style="text-align: center;">June 4, 1980</div>	
BUSINESS/TRADE NAME: <div style="text-align: center;">ROBINSONS LAND CORPORATION</div>		FISCAL YEAR END: <div style="text-align: center;">December 31</div>	
SEC REGISTRATION NUMBER: <div style="text-align: center;">93269-A</div>		CORPORATE TAX IDENTIFICATION NUMBER (TIN) <div style="text-align: center;">000-361-376-000</div>	
DATE OF ANNUAL MEETING PER BY-LAWS: <div style="text-align: center;">Last Wednesday of May</div>		WEBSITE/URL ADDRESS: <div style="text-align: center;">www.robinsonsland.com</div>	
ACTUAL DATE OF ANNUAL MEETING: <div style="text-align: center;">May 8, 2024</div>		E-MAIL ADDRESS: <div style="text-align: center;">N/A</div>	
COMPLETE PRINCIPAL OFFICE ADDRESS: <div style="text-align: center;">Level 2 Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City</div>		FAX NUMBER: <div style="text-align: center;">8395-2500</div>	
COMPLETE BUSINESS ADDRESS: <div style="text-align: center;">Level 2 Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City</div>			
OFFICIAL E-MAIL ADDRESS <div style="text-align: center;">corp.secretary@robinsonsland.com</div>	ALTERNATE E-MAIL ADDRESS <div style="text-align: center;">RLCCorpInfo@robinsonsland.com</div>	OFFICIAL MOBILE NUMBER <div style="text-align: center;">09992267684</div>	ALTERNATE MOBILE NUMBER <div style="text-align: center;">09190870811</div>
NAME OF EXTERNAL AUDITOR & ITS SIGNING PARTNER: <div style="text-align: center;">Sycip Gorres Velayo &amp; Co. - Michael C. Sabado</div>		SEC ACCREDITATION NUMBER (if applicable): <div style="text-align: center;">0664-AR-4 (Group A)</div>	TELEPHONE NUMBER(S): <div style="text-align: center;">8397-1888</div>
PRIMARY PURPOSE/ACTIVITY/INDUSTRY PRESENTLY ENGAGED IN: <div style="text-align: center;">Real Estate Development, Property Investment &amp; Hotel Operations</div>		INDUSTRY CLASSIFICATION: <div style="text-align: center;">Real Estate Development</div>	GEOGRAPHICAL CODE: <div style="text-align: center;">N/A</div>
===== INTERCOMPANY AFFILIATIONS =====			
PARENT COMPANY	SEC REGISTRATION NO.	ADDRESS	
JG SUMMIT HOLDINGS, INC.	184044	43rd Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City, Metro Manila	
SUBSIDIARY/AFFILIATE	SEC REGISTRATION NO.	ADDRESS	
See Annex "A"			
NOTE: USE ADDITIONAL SHEET IF NECESSARY			

<b>GENERAL INFORMATION SHEET</b> <b>STOCK CORPORATION</b> <b>===== PLEASE PRINT LEGIBLY =====</b>	
<b>Corporate Name:</b> ROBINSONS LAND CORPORATION	
<b>A. Is the Corporation a covered person under the Anti Money Laundering Act (AMLA), as amended? (Rep. Acts. 9160/9164/10167/10365)</b> <span style="float: right;"> <input checked="" type="radio"/> Yes    <input type="radio"/> No         </span>	
<b>Please check the appropriate box:</b>	
<b>1.</b> <input type="checkbox"/> a. Banks <input type="checkbox"/> b. Offshore Banking Units <input type="checkbox"/> c. Quasi-Banks <input type="checkbox"/> d. Trust Entities <input type="checkbox"/> e. Non-Stock Savings and Loan Associations <input type="checkbox"/> f. Pawnshops <input type="checkbox"/> g. Foreign Exchange Dealers <input type="checkbox"/> h. Money Changers <input type="checkbox"/> i. Remittance Agents <input type="checkbox"/> j. Electronic Money Issuers <input type="checkbox"/> k. Financial Institutions which Under Special Laws are subject to Bangko Sentral ng Pilipinas' (BSP) supervision and/or regulation, including their subsidiaries and affiliates.	<b>4.</b> <input type="checkbox"/> Jewelry dealers in precious metals, who, as a business, trade in precious metals
<b>2.</b> <input type="checkbox"/> a. Insurance Companies <input type="checkbox"/> b. Insurance Agents <input type="checkbox"/> c. Insurance Brokers <input type="checkbox"/> d. Professional Reinsurers <input type="checkbox"/> e. Reinsurance Brokers <input type="checkbox"/> f. Holding Companies <input type="checkbox"/> g. Holding Company Systems <input type="checkbox"/> h. Pre-need Companies <input type="checkbox"/> i. Mutual Benefit Association <input type="checkbox"/> j. All Other Persons and entities supervised and/or regulated by the Insurance Commission (IC)	<b>5.</b> <input type="checkbox"/> Jewelry dealers in precious stones, who, as a business, trade in precious stone
<b>3.</b> <input type="checkbox"/> a. Securities Dealers <input type="checkbox"/> b. Securities Brokers <input type="checkbox"/> c. Securities Salesman  <input type="checkbox"/> d. Investment Houses <input type="checkbox"/> e. Investment Agents and Consultants <input type="checkbox"/> f. Trading Advisors <input type="checkbox"/> g. Other entities managing Securities or rendering similar services <input type="checkbox"/> h. Mutual Funds or Open-end Investment Companies <input type="checkbox"/> i. Close-end Investment Companies <input type="checkbox"/> j. Common Trust Funds or Issuers and other similar entities <input type="checkbox"/> k. Transfer Companies and other similar entities <input type="checkbox"/> l. Other entities administering or otherwise dealing in currency, commodities or financial derivatives based there on <input type="checkbox"/> m. Entities administering of otherwise dealing in valuable objects <input type="checkbox"/> n. Entities administering or otherwise dealing in cash Substitutes and other similar monetary instruments or property supervised and/or regulated by the Securities and Exchange Commission (SEC)	<b>6.</b> Company service providers which, as a business, provide any of the following services to third parties:  <input type="checkbox"/> a. acting as a formation agent of juridical persons <input type="checkbox"/> b. acting as (or arranging for another person to act as) a director or corporate secretary of a company, a partner of a partnership, or a similar position in relation to other juridical persons  <input type="checkbox"/> c. providing a registered office, business address or accommodation, correspondence or administrative address for a company, a partnership or any other legal person or arrangement  <input type="checkbox"/> d. acting as (or arranging for another person to act as) a nominee shareholder for another person
	<b>7.</b> Persons who provide any of the following services:  <input type="checkbox"/> a. managing of client money, securities or other assets <input type="checkbox"/> b. management of bank, savings or securities accounts <input type="checkbox"/> c. organization of contributions for the creation, operation or management of companies  <input type="checkbox"/> d. creation, operation or management of juridical persons or arrangements, and buying and selling business entities
	<b>8.</b> <input type="checkbox"/> None of the above <div style="display: flex; border: 1px solid black; padding: 2px;"> <div style="width: 30%; border-right: 1px solid black; padding: 2px;">Describe nature of business:</div> <div style="padding: 2px;">Real Estate Development</div> </div>
<b>B. Has the Corporation complied with the requirements on Customer Due Diligence (CDD) or Know Your Customer (KYC), record-keeping, and submission of reports under the AMLA, as amended, since the last filing of its GIS?</b> <span style="float: right;"> <input checked="" type="radio"/> Yes    <input type="radio"/> No         </span>	

**GENERAL INFORMATION SHEET**  
STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

<b>CORPORATE NAME:</b>		ROBINSONS LAND CORPORATION					
<b>CAPITAL STRUCTURE</b>							
<b>AUTHORIZED CAPITAL STOCK</b>		(as of May 8, 2024)					
	<b>TYPE OF SHARES *</b>	<b>NUMBER OF SHARES</b>	<b>PAR/STATED VALUE</b>	<b>AMOUNT (PhP) (No. of shares X Par/Stated Value)</b>			
	Common	8,200,000,000	1.00	8,200,000,000.00			
	-----	-----	-----	-----			
	-----	-----	-----	-----			
<b>TOTAL</b>		<b>8,200,000,000</b>	<b>TOTAL P</b>	<b>8,200,000,000.00</b>			
<b>SUBSCRIBED CAPITAL</b>							
<b>FILIPINO</b>	<b>NO. OF STOCK-HOLDERS</b>	<b>TYPE OF SHARES *</b>	<b>NUMBER OF SHARES</b>	<b>NUMBER OF SHARES IN THE HANDS OF THE PUBLIC **</b>	<b>PAR/STATED VALUE</b>	<b>AMOUNT (PhP)</b>	<b>% OF OWNERSHIP</b>
	1,002	Common	4,032,940,631	847,249,627	1.00	4,032,940,631.00	83.34%
	-----	-----	-----	-----	-----	-----	-----
	-----	-----	-----	-----	-----	-----	-----
<b>TOTAL</b>		<b>4,032,940,631</b>	<b>TOTAL</b>	<b>TOTAL P</b>	<b>4,032,940,631.00</b>		<b>83.34%</b>
<b>FOREIGN (INDICATE BY NATIONALITY)</b>	<b>NO. OF STOCK-HOLDERS</b>	<b>TYPE OF SHARES *</b>	<b>NUMBER OF SHARES</b>	<b>NUMBER OF SHARES IN THE HANDS OF THE PUBLIC **</b>	<b>PAR/STATED VALUE</b>	<b>AMOUNT (PhP)</b>	<b>% OF OWNERSHIP</b>
Hong Kong	1	Common	7,200	7,200	1.00	7,200.00	0.00%
Indian	1	Common	69,500	69,500	1.00	69,500.00	0.00%
Indonesian	1	Common	18,675	18,675	1.00	18,675.00	0.00%
Japanese	1	Common	60,000	60,000	1.00	60,000.00	0.00%
American	3	Common	73,609	73,609	1.00	73,609.00	0.00%
British	2	Common	66,000	66,000	1.00	66,000.00	0.00%
Canadian	1	Common	2,400	2,400	1.00	2,400.00	0.00%
Spanish	1	Common	14,400	14,400	1.00	14,400.00	0.00%
Taiwanese	1	Common	1	1	1.00	1.00	0.00%
Other Alien	9	Common	805,889,071	805,889,071	1.00	805,889,071.00	16.65%
<b>Total</b>	<b>21</b>						
<b>Percentage of Foreign Equity :</b>		<b>TOTAL</b>	<b>806,200,856</b>	<b>TOTAL</b>	<b>TOTAL P</b>	<b>806,200,856.00</b>	<b>16.66%</b>
				<b>TOTAL SUBSCRIBED P</b>	<b>4,839,141,487.00</b>		
<b>PAID-UP CAPITAL</b>							
<b>FILIPINO</b>	<b>NO. OF STOCK-HOLDERS</b>	<b>TYPE OF SHARES *</b>	<b>NUMBER OF SHARES</b>	<b>PAR/STATED VALUE</b>	<b>AMOUNT (PhP)</b>	<b>% OF OWNERSHIP</b>	
	1,002	Common	4,032,940,631	1.00	4,032,940,631	83.34%	
	-----	-----	-----	-----	-----	-----	-----
	-----	-----	-----	-----	-----	-----	-----
<b>TOTAL</b>		<b>4,032,940,631</b>	<b>TOTAL P</b>	<b>4,032,940,631</b>		<b>83.34%</b>	
<b>FOREIGN (INDICATE BY NATIONALITY)</b>	<b>NO. OF STOCK-HOLDERS</b>	<b>TYPE OF SHARES *</b>	<b>NUMBER OF SHARES</b>	<b>PAR/STATED VALUE</b>	<b>AMOUNT (PhP)</b>	<b>% OF OWNERSHIP</b>	
Hong Kong	1	Common	7,200	1.00	7,200.00	0.00%	
Indian	1	Common	69,500	1.00	69,500.00	0.00%	
Indonesian	1	Common	18,675	1.00	18,675.00	0.00%	
Japanese	1	Common	60,000	1.00	60,000.00	0.00%	
American	3	Common	73,609	1.00	73,609.00	0.00%	
British	2	Common	66,000	1.00	66,000.00	0.00%	
Canadian	1	Common	2,400	1.00	2,400.00	0.00%	
Spanish	1	Common	14,400	1.00	14,400.00	0.00%	
Taiwanese	1	Common	1	1.00	1.00	0.00%	
Other Alien	9	Common	805,889,071	1.00	805,889,071.00	16.65%	
<b>Total</b>	<b>21</b>						
<b>TOTAL</b>		<b>806,200,856</b>	<b>TOTAL P</b>	<b>806,200,856.00</b>		<b>16.66%</b>	
				<b>TOTAL PAID-UP P</b>	<b>4,839,141,487.00</b>		
<b>NOTE: USE ADDITIONAL SHEET IF NECESSARY</b>							
* Common, Preferred or other classification							
** Other than Directors, Officers, Shareholders owning 10% of outstanding shares.							

## GENERAL INFORMATION SHEET

STOCK CORPORATION

PLEASE PRINT LEGIBLY

<b>CORPORATE NAME:</b> ROBINSONS LAND CORPORATION								
<b>DIRECTORS / OFFICERS (as of May 8, 2024)</b>								
NAME/CURRENT ADDRESS	NATIONALITY	INC'R	BOARD	GENDER	STOCK HOLDER	OFFICER	EXEC. COMM.	TAX IDENTIFICATION NUMBER
1. James L. Go		Y	M	M	Y	Chairman Emeritus	N/A	
2. Lance Y. Gokongwei		N	C	M	Y	Chairman, President and CEO	N/A	
3. Patrick Henry C. Go		N	M	M	Y	N/A	N/A	
4. Johnson Robert G. Go, Jr.		N	M	M	Y	N/A	N/A	
5. Robina Gokongwei-Pe		N	M	F	Y	N/A	N/A	
6. Omar Byron T. Mier		N	I	M	Y	N/A	N/A	
7. Vivencio B. Dizon		N	I	M	Y	N/A	N/A	
8. Bienvenido S. Bautista		N	I	M	Y	N/A	N/A	
9. Jose T. Pardo		N	I	M	Y	N/A	N/A	
10. Faraday D. Go		N	N	M	Y	Executive Vice President and Business Unit General Manager	N/A	
11. Kerwin Max S. Tan		N	N	M	Y	Chief Financial, Risk and Compliance Officer	N/A	
12. Maria Socorro Isabelle V. Aragon-Gobio		N	N	F	N	Senior Vice President and Business Unit General Manager	N/A	
13. Barun Jolly		N	N	M	N	Senior Vice President and Business Unit General Manager	N/A	
14. Jericho P. Go		N	N	M	N	Senior Vice President and Business Unit General Manager	N/A	
<p>FOR BOARD COLUMN, PUT "C" FOR CHAIRMAN, "M" FOR MEMBER, "I" FOR INDEPENDENT DIRECTOR.</p> <p>FOR INC'R COLUMN, PUT "Y" IF AN INCORPORATOR, "N" IF NOT.</p> <p>FOR STOCKHOLDER COLUMN, PUT "Y" IF A STOCKHOLDER, "N" IF NOT.</p> <p>FOR OFFICER COLUMN, INDICATE PARTICULAR POSITION IF AN OFFICER, FROM VP UP INCLUDING THE POSITION OF THE TREASURER, SECRETARY, COMPLIANCE OFFICER AND/OR ASSOCIATED PERSON.</p> <p>FOR EXECUTIVE COMMITTEE, INDICATE "C" IF MEMBER OF THE COMPENSATION COMMITTEE; "A" FOR AUDIT COMMITTEE; "N" FOR NOMINATION AND ELECTION COMMITTEE. ADDITIONALLY WRITE "C" AFTER SLASH IF CHAIRMAN AND "M" IF MEMBER.</p>								



## GENERAL INFORMATION SHEET

STOCK CORPORATION

PLEASE PRINT LEGIBLY

<b>CORPORATE NAME:</b> ROBINSONS LAND CORPORATION								
<b>DIRECTORS / OFFICERS (as of May 8, 2024)</b>								
NAME/CURRENT ADDRESS	NATIONALITY	INC'R	BOARD	GENDER	STOCK HOLDER	OFFICER	EXEC. COMM.	TAX IDENTIFICATION NUMBER
15. John Richard B. Sotelo		N	N	M	N	Senior Vice President, Chief Marketing Officer and Business Unit General Manager	N/A	
16. Ronald D. Paulo		N	N	M	N	Senior Vice President - Construction	N/A	
17. Corazon L. Ang Ley		N	N	F	N	Senior Vice President, Head of Corporate Property Acquisition	N/A	
18. Constantino C. Felipe		N	N	M	N	Vice President - Human Resources	N/A	
19. Eileen B. Fernandez		N	N	F	N	Vice President - Treasurer	N/A	
20. Sheila Jean S. Francisco		N	N	F	N	Vice President - Controller	N/A	
21. Liza R. Gerella		N	N	F	N	Vice President - Deputy Compliance Officer	N/A	
22. Anne Mae E. Mangaser		N	N	F	N	Vice President - Accounting	N/A	
23. Dennis R. Llarena		N	N	M	N	Data Protection Officer	N/A	
24. Atty. Juan Antonio M. Evangelista		N	N	M	N	Corporate Secretary	N/A	
25. Atty. Iris Fatima V. Cero		N	N	F	N	Assistant Corporate Secretary	N/A	

**INSTRUCTION:**

FOR SEX COLUMN, PUT "F" FOR FEMALE, "M" FOR MALE.

FOR BOARD COLUMN, PUT "C" FOR CHAIRMAN, "M" FOR MEMBER, "I" FOR INDEPENDENT DIRECTOR.

FOR INC'R COLUMN, PUT "Y" IF AN INCORPORATOR, "N" IF NOT.

FOR STOCKHOLDER COLUMN, PUT "Y" IF A STOCKHOLDER, "N" IF NOT.

FOR OFFICER COLUMN, INDICATE PARTICULAR POSITION IF AN OFFICER, FROM VP UP INCLUDING THE POSITION OF THE TREASURER, SECRETARY, COMPLIANCE OFFICER AND/OR ASSOCIATED PERSON.

FOR EXECUTIVE COMMITTEE, INDICATE "C" IF MEMBER OF THE COMPENSATION COMMITTEE; "A" FOR AUDIT COMMITTEE; "N" FOR NOMINATION AND ELECTION COMMITTEE. ADDITIONALLY WRITE "C" AFTER SLASH IF CHAIRMAN AND "M" IF MEMBER.

GIS\_STOCK (v.2020)

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**GENERAL INFORMATION SHEET**  
**STOCK CORPORATION**

===== PLEASE PRINT LEGIBLY =====						
<b>CORPORATE NAME:</b>		ROBINSONS LAND CORPORATION				
<b>TOTAL NUMBER OF STOCKHOLDERS:</b>		1,023		<b>NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH:</b>		992
<b>TOTAL ASSETS BASED ON LATEST AUDITED FINANCIAL STATEMENTS:</b>				Php264,697,625,415.00		
<b>STOCKHOLDER'S INFORMATION (as of May 8, 2024)</b>						
NAME, NATIONALITY AND CURRENT ADDRESS	SHARES SUBSCRIBED				AMOUNT PAID (PhP)	TAX IDENTIFICATION NUMBER
	TYPE	NUMBER	AMOUNT (PhP)	% OF OWNERSHIP		
1 JG Summit Holdings, Inc.	Common			65.4415%		
	<b>TOTAL</b>	<b>3,166,806,886</b>	<b>3,166,806,886.00</b>			
2. PCD Nominee Corp. (Filipino)*	Common			17.5959%		
	<b>TOTAL</b>	<b>851,491,728</b>	<b>851,491,728.00</b>			
3. PCD Nominee Corp. (Non-Filipino)*	Common			16.6529%		
	<b>TOTAL</b>	<b>805,858,371</b>	<b>805,858,371.00</b>			
4. Cebu Liberty Lumber	Common			0.0455%		000-310-746-000
	<b>TOTAL</b>	<b>2,203,200</b>	<b>2,203,200.00</b>			
5. James L. Go**	Common			0.0442%		124-294-200
	<b>TOTAL</b>	<b>2,139,344</b>	<b>2,139,344.00</b>			
6. Quality Investments & Sec. Corp.	Common			0.0187%		Not available
	<b>TOTAL</b>	<b>903,000</b>	<b>903,000.00</b>			
<b>TOTAL AMOUNT OF SUBSCRIBED CAPITAL</b>			<b>4,839,141,487.00</b>	<b>100.00%</b>	<b>4,839,141,487.00</b>	
<b>TOTAL AMOUNT OF PAID-UP CAPITAL</b>						
<small>*Out of PCD Nominee Corporation accounts, "The Hongkong and Shanghai Banking Corp.Ltd.-Clients Acct.", "Citibank N.A." and "COL Financial Group, Inc." holds for various trust accounts the following shares of the Corporation: The Hongkong and Shanghai Banking Corp.Ltd.-Clients Acct.- 420,691,979 shares representing 8.69%, Citibank N.A. - 342,845,768 shares representing 7.08% and COL Financial Group, Inc. - 219,585,476 shares representing 4.54% of the Corporation's outstanding capital stock as of May 8, 2024.</small>						
<small>**As of May 8, 2024, the total no. of shares of Robinsons Land Corporation reported as being owned by Mr. James L. Go is 13,247,144</small>						
INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS						
<small>Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities.</small>						

**GENERAL INFORMATION SHEET**  
STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

<b>CORPORATE NAME:</b> ROBINSONS LAND CORPORATION							
<b>TOTAL NUMBER OF STOCKHOLDERS:</b>		1,023		<b>NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH:</b>		992	
<b>TOTAL ASSETS BASED ON LATEST AUDITED FINANCIAL STATEMENTS:</b>				Php264,697,625,415.00			
<b>STOCKHOLDER'S INFORMATION (as of May 8, 2024)</b>							
NAME, NATIONALITY AND CURRENT ADDRESS	SHARES SUBSCRIBED				AMOUNT PAID (PhP)	TAX IDENTIFICATION NUMBER	
	TYPE	NUMBER	AMOUNT (PhP)	% OF OWNER- SHIP			
7. Alberto Mendoza And/Or Jeanie Mendoza	Common			0.0110%			
	<b>TOTAL</b>	<b>532,800</b>	<b>532,800.00</b>				
8. CHS Capital Holdings Corp.	Common			0.0072%			
	<b>TOTAL</b>	<b>350,000</b>	<b>350,000.00</b>				
9. Samuel C. Uy	Common			0.0067%			
	<b>TOTAL</b>	<b>324,000</b>	<b>324,000.00</b>				
10. Robina Gokongwei-Pe	Common			0.0054%			
	<b>TOTAL</b>	<b>260,000</b>	<b>260,000.00</b>				
11. Ong Tiong	Common			0.0042%			
	<b>TOTAL</b>	<b>204,996</b>	<b>204,996.00</b>				
12. Lisa Gokongwei Cheng	Common			0.0037%			
	<b>TOTAL</b>	<b>180,000</b>	<b>180,000.00</b>				
13. FEBTC # 103-00507	Common			0.0032%			
	<b>TOTAL</b>	<b>156,240</b>	<b>156,240.00</b>				
<b>TOTAL AMOUNT OF SUBSCRIBED CAPITAL</b>			<b>4,839,141,487.00</b>		<b>100.00%</b>	<b>4,839,141,487.00</b>	
<b>TOTAL AMOUNT OF PAID-UP CAPITAL</b>							
INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS							
Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.							

**GENERAL INFORMATION SHEET**  
STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

<b>CORPORATE NAME:</b> ROBINSONS LAND CORPORATION						
<b>TOTAL NUMBER OF STOCKHOLDERS:</b> 1,023			<b>NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH:</b> 992			
<b>TOTAL ASSETS BASED ON LATEST AUDITED FINANCIAL STATEMENTS:</b> Php264,697,625,415.00						
<b>STOCKHOLDER'S INFORMATION (as of May 8, 2024)</b>						
NAME, NATIONALITY AND CURRENT ADDRESS	SHARES SUBSCRIBED				AMOUNT PAID (PhP)	TAX IDENTIFICATION NUMBER
	TYPE	NUMBER	AMOUNT (PhP)	% OF OWNER-SHIP		
14. Ching Tiong Keng and/or Cynthia D. Ching	Common			0.0031%		
	<b>TOTAL</b>	<b>150,000</b>	<b>150,000.00</b>			
15. Francisco L. Benedicto	Common			0.0031%		
	<b>TOTAL</b>	<b>150,000</b>	<b>150,000.00</b>			
16. Arthur C. Uy	Common			0.0030%		
	<b>TOTAL</b>	<b>144,000</b>	<b>144,000.00</b>			
17. Catalino Macaraig Jr. and/or Araceli Macaraig	Common			0.0029%		
	<b>TOTAL</b>	<b>140,000</b>	<b>140,000.00</b>			
18. Jolly Ting	Common			0.0028%		
	<b>TOTAL</b>	<b>136,800</b>	<b>136,800.00</b>			
19. Ching Tiong Keng	Common			0.0028%		
	<b>TOTAL</b>	<b>133,200</b>	<b>133,200.00</b>			
20. Antonio S. Tanjanco	Common			0.0026%		
	<b>TOTAL</b>	<b>126,599</b>	<b>126,599.00</b>			
21. Others (Indicate the number of the remaining stockholders) 1002 stockholders	Common			0.1395%		
	<b>TOTAL</b>	<b>6,750,323</b>	<b>6,750,323.00</b>			
<b>TOTAL AMOUNT OF SUBSCRIBED CAPITAL</b>			<b>4,839,141,487.00</b>	<b>100.00%</b>	<b>4,839,141,487.00</b>	
<b>TOTAL AMOUNT OF PAID-UP CAPITAL</b>						
INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS						
Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.						

# GENERAL INFORMATION SHEET

STOCK CORPORATION

PLEASE PRINT LEGIBLY			
CORPORATE NAME: ROBINSONS LAND CORPORATION			
1. INVESTMENT OF CORPORATE FUNDS IN ANOTHER CORPORATION	AMOUNT (PhP)	DATE OF BOARD RESOLUTION	
1.1 STOCKS			
1.2 BONDS/COMMERCIAL PAPER (Issued by Private Corporations)			
1.3 LOANS / CREDITS / ADVANCES			
1.4 GOVERNMENT TREASURY BILLS			
2. OTHERS			
2. INVESTMENT OF CORPORATE FUNDS IN ACTIVITIES UNDER ITS SECONDARY PURPOSES (PLEASE SPECIFY):	DATE OF BOARD RESOLUTION	DATE OF STOCKHOLDERS RATIFICATION	
NONE	NONE	NONE	
3. TREASURY SHARES	NO. OF SHARES	% AS TO THE TOTAL NO. OF SHARES ISSUED	
NONE	NONE	NONE	
4. UNRESTRICTED/UNAPPROPRIATED RETAINED EARNINGS AS OF END OF LAST FISCAL YEAR: Php106,016,156,476.00			
5. DIVIDENDS DECLARED DURING THE IMMEDIATELY PRECEDING YEAR: Php2,540,697,061.00			
On April 21, 2023, the Company declared a cash dividend of P0.52 per share from Unrestricted Retained Earnings as of December 31, 2022 to all stockholders on record as of May 31, 2023, which were paid out on June 21, 2023.			
TYPE OF DIVIDEND	AMOUNT (PhP)	DATE DECLARED	
5.1 CASH	Php2540697061.00	April 21, 2023	
5.2 STOCK	None	None	
5.3 PROPERTY	None	None	
TOTAL	Php2540697061.00		
6. ADDITIONAL SHARES ISSUED DURING THE PERIOD:			
DATE	NO. OF SHARES	AMOUNT	
NONE	NONE	NONE	
SECONDARY LICENSE/REGISTRATION WITH SEC AND OTHER GOV'T AGENCY:			
NAME OF AGENCY:	SEC	B S P	I C
TYPE OF LICENSE/REGN.	1. Certificate of Permit to Offer Securities for Sale: a. SEC - BED Order No. 125 Series of 1989 issued on February 10, 1989; b. SEC - BED Order No. 435 Series of 1989 issued on June 3, 1989; 2. Certificate of Permit to Offer Securities for Sale dated July 5, 1993 under SEC - BED Order No. 523 Series of 1993 issued on July 3, 1993; 3. Certificate of Permit to Offer Securities for Sale dated July 5, 1993 under SEC - BED Order No. 524 Series of 1993 issued on July 5, 1993; 4. Certificate of Permit to Offer Securities for Sale dated April 25, 1995 under SEC - BED Order No. 572 Series of 1995 issued on April 25, 1995; 5. Certificate of Permit to Offer Securities for Sale dated April 3, 1997 under SEC - BED Order No. 057 Series of 1997 issued on April 3, 1997; 6. Certificate of Permit to Offer Securities for Sale dated September 25, 2006 under SEC - CPD Order No. 128 Series of 2006 issued on September 25, 2006; 7. Certificate of Permit to Offer Securities for Sale under SEC - MSRD Order No. 71 Series of 2015 issued on February 6, 2015; 8. Certificate of Permit to Offer Securities for Sale under SEC - MSRD Order No. 57 Series of 2022 issued on August 12, 2022; 9. Certificate of Permit to Offer Securities for Sale under SEC - MSRD Order No. 57 Series of 2022 issued on June 15, 2023.	N/A	N/A
DATE ISSUED:	1. s. February 10, 1989 b. June 3, 1989 2. July 3, 1993 3. July 5, 1993 4. April 25, 1995 5. April 3, 1997 6. September 25, 2006 7. February 6, 2015 8. August 12, 2022 9. June 15, 2023	N/A	N/A
DATE STARTED OPERATIONS:	June 4, 1980	N/A	N/A
TOTAL ANNUAL COMPENSATION OF DIRECTORS DURING THE PRECEDING FISCAL YEAR (in PhP)	TOTAL NO. OF OFFICERS	TOTAL NO. OF RANK & FILE EMPLOYEES	TOTAL MANPOWER COMPLEMENT
Php186,946,224.00	1,871	1,435	3,306

NOTE: USE ADDITIONAL SHEET IF NECESSARY

I, **Atty. Juan Antonio M. Evangelista**, Corporate Secretary of **Robinsons Land Corporation**, declare under penalty of perjury that all matters set forth in this GIS have been made in good faith, duly verified by me and to the best of my knowledge and belief are true and correct.

I hereby attest that all the information in this GIS are being submitted in compliance with the rules and regulations of the Securities and Exchange Commission (SEC) the collection, processing, storage and sharing of said information being necessary to carry out the functions of public authority for the performance of the constitutionally and statutorily mandated functions of the SEC as a regulatory agency.

I further attest that I have been authorized by the Board of Directors to file this GIS with the SEC.

I understand that the Commission may place the corporation under delinquent status for failure to submit the reportorial requirements three (3) times, consecutively or intermittently, within a period of five (5) years (Section 177, RA No. 11232 ).

Done this       MAY 30 2024       day of \_\_\_\_\_, 20\_\_ in Pasig City.

**ATTY. JUAN ANTONIO M. EVANGELISTA**  
(Signature over printed name)

**SUBSCRIBED AND SWORN TO** before me in City of Pasig on       MAY 30 2024       by affiant who personally appeared before me and exhibited to me his Integrated Bar of the Philippines Lifetime No.

NOTARY PUBLIC

DOC. NO. 162  
PAGE NO. 34  
BOOK NO. 13  
SERIES OF 2024.

**ATTY. IRIS FATIMA V. CERO**  
Notary Public for Pasig, San Juan, and Pateros  
Appointment No. 53 (2024-2025) until Dec 31, 2025  
12F Cyberscape Alpha, Sapphire & Garnet Roads,  
Ortigas Center, Pasig City  
Roll of Attorneys No. 65837; June 21, 2016  
PTR No 1651074; January 04, 2024; Pasig City  
IBP No. 372782; December 23, 2023; RSM Chapter  
MCLE Compliance No. VII-0014637; April 14, 2025

**BENEFICIAL OWNERSHIP DECLARATION**  
**FOR THE YEAR:** 2024

93269-A

**SEC REGISTRATION NUMBER:**

**CORPORATE NAME:**

ROBINSONS LAND CORPORATION

**Instructions:**

1. Identify the Beneficial Owner/s of the corporation as described in the Categories of Beneficial Ownership in items A to I below. List down as many as you can identify. You may use an additional sheet if necessary.
2. Fill in the required information on the beneficial owner in the fields provided for.
3. In the "Category of Beneficial Ownership" column, indicate the letter(s) corresponding thereto. In the event that the person identified as beneficial owner falls under several categories, indicate all the letters corresponding to such categories.
4. If the category is under letter "I", indicate the position held (i.e., Director/Trustee, President, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, etc.).
5. Do not leave any item blank. Write "N/A" if the information required is not applicable or "NONE" if non-existent.

"Beneficial Owner" refers to any natural person(s) who ultimately own(s) or control(s) or exercise(s) ultimate effective control over the corporation. This definition covers the natural person(s) who actually own or control the corporation as distinguished from the legal owners. Such beneficial ownership may be determined on the basis of the following:

**Category**

**Description**

- A** Natural person(s) owning, directly or indirectly or through a chain of ownership, at least twenty-five percent (25%) of the voting rights, voting shares or capital of the reporting corporation.
- B** Natural person(s) who exercise control over the reporting corporation, alone or together with others, through any contract, understanding, relationship, intermediary or tiered entity.
- C** Natural person(s) having the ability to elect a majority of the board of directors/trustees, or any similar body, of the corporation.
- D** Natural person(s) having the ability to exert a dominant influence over the management or policies of the corporation.
- E** Natural person(s) whose directions, instructions, or wishes in conducting the affairs of the corporation are carried out by majority of the members of the board of directors of such corporation who are accustomed or under an obligation to act in accordance with such person's directions, instructions or wishes.
- F** Natural person(s) acting as stewards of the properties of corporations, where such properties are under the care or administration of said natural person(s).
- G** Natural person(s) who actually own or control the reporting corporation through nominee shareholders or nominee directors acting for or on behalf of such natural persons.
- H** Natural person(s) ultimately owning or controlling or exercising ultimate effective control over the corporation through other means not falling under any of the foregoing categories.
- I** Natural person(s) exercising control through positions held within a corporation (i.e., responsible for strategic decisions that fundamentally affect the business practices or general direction of the corporation such as the members of the board of directors or trustees or similar body within the corporation; or exercising executive control over the daily or regular affairs of the corporation through a senior management position). This category is only applicable in exceptional cases where no natural person is identifiable who ultimately owns or exerts control over the corporation, the reporting corporation having exhausted all reasonable means of identification and provided there are no grounds for suspicion.

COMPLETE NAME (Surname, Given Name, Middle Name, Name Extension (i.e., Jr., Sr., III))	SPECIFIC ADDRESS	NATIONALITY	DATE OF BIRTH	TAX IDENTIFICATION NO.	% OF OWNERSHIP <sup>1</sup> / % OF VOTING RIGHTS <sup>2</sup>	TYPE OF BENEFICIAL OWNER <sup>3</sup> Direct (D) or Indirect (I)	CATEGORY OF BENEFICIAL OWNERSHIP
James L. Go Chairman Emeritus / Director					0.04%	D	I
Lance Y. Gokongwei Chairman/Director					0.01%	D	I
Patrick Henry C. Go Director					0.00%	D	I
Johnson Robert G. Go, Jr. Director					0.00%	D	I
Robina Gokongwei-Pe Director					0.00%	D	I
Omar Byron T. Mier Director					0.00%	D	I
Vivencio B. Dizon Director					0.00%	D	I
Bienvenido S. Bautista Director					0.00%	D	I
Jose T. Pardo Director					0.00%	D	I

**Note: This page is not for uploading on the SEC iView.**

<sup>1</sup> For Stock Corporations.

<sup>2</sup> For Non-Stock Corporations.

<sup>3</sup> For Stock Corporations.



**Annex "A"**

<b>Subsidiary/Affiliate</b>	<b>SEC Registration</b>	<b>Address</b>
1. RL Commercial REIT, Inc.	151309	25/F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Brgy. San Antonio, Pasig City
2. Robinson's Inn, Inc.	156497	43/ F Robinsons Equitable Tower ADB Ave. Cor. Poveda St. Ortigas Center, Pasig City
3. Robinsons (Cayman), Ltd.	N/A	c/o Maples and Calder, P.O. Box 309, South Church St. George Town, Grand Cayman, Cayman Islands, British West
4. Robinsons Properties Marketing and Management Corporation	A199813341	2nd Level Galleria Corporate Center, EDSA cor. Ortigas Avenue, Quezon City
5. Altus Angeles, Inc.	CS-260259048	Mezzanine Floor, Galleria Corporate Center, EDSA cor. Ortigas Avenue, Quezon City
6. Altus Mall Ventures, Inc.	CS200253592	2nd Level Galleria Corporate Center, EDSA cor. Ortigas Avenue, Quezon City
7. GoHotels Davao, Inc.	CS201304986	43/ F Robinsons Equitable Tower ADB Ave. Cor. Poveda St. Ortigas Center, Pasig City
8. RLC Resources, Ltd.	N/A	Offshore Incorporation Limited, P.O. Box 957, Offshore
9. Bonifacio Property Ventures, Inc.	CS201826107	Lower Ground Floor, Cyber Sigma Bldg., Lawton Ave., Fort Bonifacio, Taguig City
10. Bacoor R and F Land Corporation	CS201823053	Unit 3202, 32/ F Robinsons Equitable Tower ADB Ave. Cor. Poveda St. Ortigas Center, Pasig City
11. RHK Land Corporation	CS201810392	31F Robinsons Cyberscape Gamma, Topaz and Ruby Roads, Ortigas Center, Pasig City
12. RLC DMCI Property Ventures, Inc.	201904419	DMCI Homes Corporate Center, 1321 Apolinario St., Brgy. Bangkal, Makati City
13. RLGB Land Corporation	CS201952989	2nd Level Galleria Corporate Center, EDSA cor. Ortigas Avenue, Quezon City
14. Robinsons Doubledragon Corp.	CS201920311	14F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City
15. Robinsons Logistix and Industrials, Inc.	CS202103991	12F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City
16. Malldash Corp.	CS2021070020032-14	11F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City
17. RL Fund Management, Inc.	CS202102243	14F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City
18. RL Property Management, Inc.	CS202104251	11F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City
19. Staten Property Management Inc.	CS2022010039315-45	27/F Galleria Corporate Center, EDSA cor. Ortigas Avenue, Quezon City
20. RL Digital Ventures Inc.	CS2022020042463-01	14F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City
21. Shang Robinsons Properties Inc.	CS201808166	Lower Ground Floor, Cyber Sigma Bldg., Lawton Ave., Fort Bonifacio, Taguig City, NCR, Fourth District, Philippines
22. GoTyme Bank Corporation	2021120036972-10	30F Robinsons Cyberscape Gamma, Topaz & Ruby Roads, Ortigas Center, Brgy. San Antonio, Pasig City, Philippines, 1605