

COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

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

Atty. Juan Antonio M. Evangelista
Corporate Secretary

(Contact Person)

(02)8397-1888

(Company Telephone Number)

1	2	3	1
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Month *Day*
(Fiscal Year)

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(Form Type)

First Wednesday of May

First Wednesday of May

Month *Day*
(Annual Meeting)

PSE Disclosure Form

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

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

L. 611

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Document ID

Cashier

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SECURITIES AND EXCHANGE COMMISSION

SEC Form 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **June 19, 2025**
(Date of Report)
2. SEC Identification No. **151309**
3. BIR TIN: **004-707-597-000**
4. **RL COMMERCIAL REIT, INC. (Formerly: ROBINSONS REALTY AND MANAGEMENT CORPORATION)**
(Exact name of issuer as specified in its charter)
5. **Metro Manila, Philippines**
(Province, country or other jurisdiction of Industry Classification Code: incorporation)
6. (SEC Use Only)
7. **25F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Brgy. San Antonio, Pasig City**
(Address of principal office)
- 1605**
(Postal Code)
8. **(02) 8397-1888**
(Issuer's Tel. No., including area code)
9. **NA**
(Former name or former address, if changed since last report)
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA:

Title of Each Class

Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding

Common

15,714,445,508



June 19, 2025

Securities and Exchange Commission

17/F SEC Headquarters, 7907 Makati Avenue
Barangay Bel-Air, Makati City

Attention: Atty. Oliver O. Leonardo
Director, Market and Securities Regulation

Philippine Stock Exchange, Inc.

6th Floor, PSE Tower, 28th street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: Atty. Johanne Daniel M. Negre
Officer-in-Charge, Disclosure Department

Gentlemen:

Please be informed that the Board of Directors (“Board”) of RL Commercial REIT, Inc. (“RCR”), at its special meeting held today, June 19, 2025, approved the following:

1. Property-for-share swap transaction between Robinsons Land Corporation (“RLC”) and RL Commercial REIT, Inc. (the “Transaction”)

The Transaction is comprised of nine (9) malls totaling 324,107.75 square meters (“sqm.”) of leasable space, namely, Robinsons Dasmariñas, Robinsons Starmills, Robinsons General Trias, Robinsons Cybergate Cebu, Robinsons Tacloban, Robinsons Malolos, Robinsons Santiago, Robinsons Magnolia, and Robinsons Tuguegarao.

RLC will subscribe to 3,834,357,500 primary common shares of RCR at a price of ₱8.00 per share, equivalent to a total valuation of Thirty Billion Six Hundred Seventy Four Million Eight Hundred Sixty Thousand Pesos (₱30,674,860,000.00), as supported by an SEC/PSE accredited appraiser and a third-party fairness opinion.

The Transaction has been approved by the Board of RL Fund Management, Inc. as well as the Related Party Transactions Committee of RCR.

The Transaction shall be subject to the approval of pertinent regulatory bodies and will be presented for approval in a Special Shareholders Meeting, the details of which will be included in the Definitive Information Statement for the said meeting.

2. Conduct of a Special Shareholders Meeting

Pursuant to the approval of the Transaction, the Board approved the conduct of a Special Shareholders Meeting and related matters:

Date of Approval by Board of Directors	June 19, 2025
Date of Special Shareholders Meeting	August 13, 2025
Time	2:00 p.m.
Venue	Via remote communication
Record Date	July 04, 2025
Agenda	<ul style="list-style-type: none"> a. Proof of notice of the meeting and existence of a quorum; b. Approval of the property-for-share swap transaction of Robinsons Land Corporation and RL Commercial REIT, Inc.; c. Consideration of such other matters as may properly come during the meeting; and d. Adjournment.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

June 19, 2025

RL Commercial REIT, Inc.


Atty. Iris Fatima V. Cero
 Assistant Corporate Secretary

CERTIFICATION

I, Atty. Iris Fatima V. Cero, Assistant Corporate Secretary of RL Commercial REIT, Inc. (the "Corporation") with SEC registration number 151309 and with principal office address at 25F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City, hereby state under oath that:

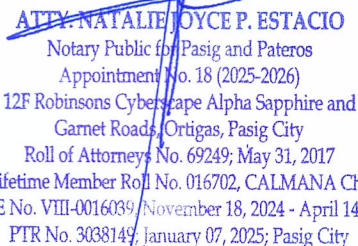
1. On behalf of the Corporation, I have caused the following to be prepared:
SEC Form 17-C Material Information and Notice of Special Shareholders Meeting
2. I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
3. The Corporation will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

IN WITNESS WHEREOF, I have hereunto set my hands this day of JUN 19 2025 at the City of Pasig.


ATTY. IRIS FATIMA V. CERO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this day of at the City of Pasig affiant exhibiting to me her TIN I.D No. 305-878-362.

Doc No. 230 ;
Page No. 47 ;
Book No. xii ;
Series of 2025.


ATTY. NATALIE JOYCE P. ESTACIO
Notary Public for Pasig and Pateros
Appointment No. 18 (2025-2026)
12F Robinsons Cyberscape Alpha Sapphire and
Garnet Roads, Ortigas, Pasig City
Roll of Attorneys No. 69249; May 31, 2017
IBP Lifetime Member Roll No. 016702, CALMANA Chapter
MCLE No. VIII-0016039; November 18, 2024 - April 14, 2028
PTR No. 3038149; January 07, 2025; Pasig City