



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City , 1209, Metro Manila



**COMPANY REG. NO.: 0000151309**

**CERTIFICATE OF FILING  
OF  
AMENDMENT TO THE BY-LAWS OF**

**RL COMMERCIAL REIT, INC.**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the Commission has approved the amendment of the Annual Meeting of the above-named Corporation pursuant to the provisions of **Section 47** of the Revised Corporation Code of the Philippines and Republic Act No. 11232, which took effect on February 23, 2019.

This amendment was adopted on March 7, 2025 by majority vote of the Board of Directors and on May 7, 2025 by the vote of majority of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the Corporation.

**IN WITNESS WHEREOF**, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209, Metro Manila, this 9th day of July, Two Thousand Twenty-Five.



**GERARDO F. DEL ROSARIO**

**Director**

**Company Registration and Monitoring Department**

*This is a computer generated certificate, signature is not required.*

Note: The original copy of this Certificate must be secured within thirty (30) calendar days from the date indicated in the digital copy of the Certificate of Amendment.

**AMENDED BY-LAWS**  
**OF**  
**RL COMMERCIAL REIT, INC.**  
**(Formerly: Robinsons Realty and Management Corporation)**  
**(As amended on 15 April 2021)**

**ARTICLE I**  
**SUBSCRIPTION, ISSUANCE, AND TRANSFER OF SHARES**

**Section 1. Subscription.** Subscribers to the capital stock of the Corporation shall pay to the Corporation the subscription value or the subscription price of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

**Section 2. Certificates.** All of the shares of stock of the Corporation shall be issued in the form of uncertificated securities and an investor may not require the Corporation to issue a certificate in respect of any share recorded in their name.

**Section 3. Addresses of Stockholders.** Each stockholder shall designate to the Secretary of the Corporation an address and electronic mail address at which notices of meetings and all other corporate notices may be served upon, mailed or e-mailed to him, and if any stockholder shall fail to designate such address and electronic mail address, corporate notices may be served upon him by mail or e-mail directed to him at his last known address and/or e-mail address.

**Section 4. Stock Transfer Agent.** The Corporation shall engage the services of a duly licensed transfer agent to monitor transfer of the Corporation's shares.

**ARTICLE II**  
**MEETING OF STOCKHOLDERS**

**Section 1. Annual/Regular Meetings.** The annual meetings of the stockholders shall be held on any business day in May of each year. (As amended on March 07, 2025 by the majority vote of the Board of Directors and on May 7, 2025 by shareholders representing a majority of the outstanding capital stocks of the Corporation)

**Section 2. Special Meetings.** Special meetings of the stockholders may be called by any of the following: (a) by resolution of the Board of Directors, at its own instance, or at the written request of stockholders representing majority of the outstanding capital stock, or (b) by order of the President. Such call shall state the purpose or purposes of the meeting.

**Section 3. Place of Meeting.** Stockholders' meetings, whether regular or special, shall be held at the offices of the Corporation or at any place in Metro Manila designated by the Board of Directors.

**Section 4. Notice of Meeting.** Notice for annual and special meetings of stockholders may be sent by the Secretary or Assistant Secretary by personal delivery or by sending the notice by, mail, telegraph, cable, facsimile, electronic-mail or other electronic means to each

stockholder of record entitled to vote thereat at the address and/or facsimile, telegraph number or electronic mail address last known to the Secretary or Assistant Secretary of the Corporation, at least twenty-eight (28) days before the date of the meeting. Except where expressly required by law, no publication of any notice of a meeting of stockholders shall be required. The Secretary shall maintain a record of the current residential or office address, and the electronic mail address of each stockholder of the Corporation. Any notice of any regular or special meeting sent by electronic mail to the last known electronic mail address of a stockholder shall be considered a valid service of the notice upon said stockholder. The notice shall state the date, time and place of the meeting and the agenda or purpose or purposes for which the meeting is called. Such requirements aforesaid and notice of any meetings may be waived, expressly or impliedly, by any stockholder.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any businesses may be transacted at the meeting originally convened.

**Section 5. Quorum.** No business shall be transacted at any meeting of the stockholders of the Corporation unless a quorum of the stockholders is present at the time when the meeting is called to order. Stockholders holding a majority of the outstanding capital stock of the Corporation, who are present in person or represented by proxy, shall constitute a quorum for any meeting of stockholders of the Corporation. If no quorum is present within an hour of the time appointed for such meeting the meeting shall be adjourned until the requisite number of stockholders shall be present.

**Section 6. Conduct of Meeting.** Meetings of the Stockholders shall be presided over by the Chairman of the Board or in his absence, by a Chairman to be chosen by the stockholders. The Secretary or Assistant Corporate Secretary shall act as secretary of every meeting, but if not present, the Chairman of the meeting shall appoint a secretary of the meeting.

**Section 7. Manner of Voting.** Unless otherwise provided by law, each stockholder shall at every meeting of the stockholders be entitled to one vote, in person, through proxy, through remote communication, *or in absentia*, for each share held by such stockholder. At all meetings of the stockholders, all elections and all questions, except in cases where hereunder specified or where other provision is made by statute or by the Articles of the Incorporation, shall be decided by the majority vote of the stockholders present in person or by proxy, a quorum being present. Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares voted by him.

**Section 8. Proxies.** Any stockholder entitled to vote may be represented by proxy at any regular or special stockholders' meeting. Proxies shall be in writing and signed in accordance with the applicable laws and rules and regulations of the Securities and Exchange Commission and of the stock exchange where the shares of the Corporation are listed. Duly accomplished proxies must be submitted to the office of the Corporate Secretary not later than seven (7) business days prior to the date of the stockholders' meeting. Validation of proxies shall be conducted by the Proxy Validation Committee at least five (5) business days prior to the date of the stockholders' meeting.

A proxy need not be a stockholder, and unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary or Assistant Secretary. The instrument appointing a proxy shall be deemed to confer authority to demand, or join in, a poll. Proxies filed with the Secretary or the Assistant Secretary may be revoked by the stockholders extending the same either by an instrument in writing duly presented and recorded with the Secretary or Assistant Secretary prior to the scheduled meeting or by their personal presence at the meeting. The decision of the Secretary or Assistant Secretary on the validity of proxies shall be final and binding until set aside by a court of competent jurisdiction.

**Section 9. Closing of Transfer Books or Fixing of Record Date.** For the purpose of determining the stockholders entitled to notice of, or to vote at, any meetings of stockholders or any adjournment thereof, or to receive payment of any dividends, or to exercise any right under the law, the Board of Directors may provide that the stock and transfer books be closed for at least twenty (20) working days immediately preceding the scheduled date of a regular stockholders' meeting and at least seven (7) working days immediately preceding the scheduled date of a special stockholders' meeting.

### **ARTICLE III BOARD OF DIRECTORS**

**Section 1. General.** Unless otherwise provided by law, the corporate powers of the Corporation shall be exercised, all business conducted and all property of the Corporation controlled and held by the Board of Directors to be elected by the stockholders. The Board of Directors is the supreme authority in matters of governance and managing the business of the Corporation. Within their chartered authority, the directors acting as a board have the fullest powers to regulate the concerns of the Corporation according to their best judgment. It shall be the Board's responsibility to promote and adhere to the principles and best practices of corporate governance and to foster the long-term success of the Corporation and secure its sustained competitiveness in a manner consistent with the Board's fiduciary responsibility, which the Board shall exercise in the best interest of the Corporation and its stockholders.

**Section 2. Number and Term of Office.** The Board of Directors shall have seven (7) members who shall be elected by the stockholders entitled to vote at the annual stockholders' meeting, and shall hold office for one (1) year and until their successors are elected and qualified in accordance with these By-Laws.

As a corporation that shall be listed on the Philippine Stock Exchange or any other stock exchange authorized by the Securities and Exchange Commission, the Corporation shall conform with the requirement to have such number of independent directors as may be required by law or regulations, including the REIT Act, and with the procedures for the nomination and election of independent directors as prescribed by law or regulations.

**Section 3. Qualifications.** No person shall be elected nor be competent to hold the office of director of the Corporation: (1) unless at least one (1) share of stock of the Corporation shall stand in his/her name in the books of the Corporation at the time of his/her election; (2) if he/she has any of the disqualifications provided under relevant laws including but not limited to the Code of Corporate Governance for Publicly Listed Companies issued by the Securities and Exchange Commission, as may be amended or restated ("Code of Corporate

Governance"); (3) he/she fails to meet the minimum qualifications provided herein or in the Corporate Governance Manual of the Corporation; (4) if he/she is engaged in any business which competes with or is antagonistic to that of the Corporation. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged -

- (a) if he is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any corporation (other than one in which the Corporation owns at least 30% of the capital stock) engaged in a business which the Board of Directors, by at least two-thirds (2/3) vote, determines to be competitive or antagonistic to that of the Corporation; or
- (b) if he is an officer, manager or controlling persons of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any other corporation or entity engaged in any line of business of the Corporation, when in the judgment of the Board of Directors, by at least two-thirds (2/3) vote, the laws against combinations in restraint of trade shall be violated by such person's membership in the Board of Directors; or
- (c) if the Board of Directors, in the exercise of its judgment in good faith, determines by at least two-thirds (2/3) vote that he is the nominee of any person covered by par. (a) or (b) above.

In determining whether or not a person is a controlling person, beneficial owner, or the nominee of another, the Board may take into account such factors as business and family relations.

#### **Section 4. Independent Directors.**

- A. The Corporation shall have such number of independent directors as may be required by law or regulation. For this purpose, an independent director shall mean a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to materially interfere with his exercise of independent judgment in carrying out his responsibilities as an independent director of the Corporation and includes, among others, a person who:
  - (a) Is not, or has not been a senior officer or employee of the Corporation unless there has been a change in the controlling ownership of the Corporation;
  - (b) Is not, and has not been in the three (3) years immediately preceding the election, a director, officer, employee of the Corporation, or the Corporation's subsidiaries, associates, affiliates or related companies; or a director, officer, employee of the Corporation's substantial stockholder or of its related companies or any of its substantial stockholders;
  - (c) Has not been appointed in the Corporation, its subsidiaries, associates, affiliates or related companies as Chairman "Emeritus," "Ex-Officio" Directors/Officers or Members of any Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities within three (3) years immediately preceding his/her election;

- (d) Is not a relative of any director, officer or substantial stockholder of the Corporation, any of its related companies or any of its substantial stockholders. For this purpose, relatives include spouse, parent, child, brother, sister and the spouse of such child, brother or sister;
- (e) Is not acting as a nominee or representative of any director of the Corporation, or any of its related companies;
- (f) Is not a securities broker-dealer of listed companies and registered issuers of securities;
- (g) Is not retained, either in his/her personal capacity or through a firm as a professional adviser, auditor, consultant, agent or counsel of the Corporation, any of its related companies or substantial stockholder, or is otherwise independent of management and free from any business or other relationship within the three (3) years immediately preceding the date of his/her election;
- (h) Does not engage or has not engaged, whether by himself or with other persons or through a firm of which he is a partner, director or substantial stockholder, in any transaction with the Corporation or any of its related companies or substantial stockholder, other than such transaction that are conducted at arm's length and could not materially interfere with or influence the exercise of his/her independent judgment;
- (i) Is not affiliated with any non-profit organization that received significant funding from the Corporation or any of its related companies or substantial stockholders; and
- (j) Is not employed as an executive officer of another company where any of the Corporation's executives serves as directors.

When used in relation to a company subject to the requirement above:

- (a) Related company means another company which is (a) its holding company, (b) its subsidiary, and (c) a subsidiary of its holding company.
  - (b) Substantial stockholder means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.
- B. Qualifications of an Independent Director - An independent director shall have the following qualifications:
- (a) He must be a holder of at least one (1) share of stock of the Corporation registered under his name;
  - (b) He must be a college graduate or holds an equivalent academic degree;
  - (c) He must have been engaged in or exposed to the business of the Corporation for at least five (5) years;

- (d) He must be a person of proven integrity/probity.
- C. Disqualifications of an Independent Director - No person enumerated under Recommendation 2.6 of the Code of Corporate Governance shall qualify as an independent director. He shall also be disqualified during his tenure under any of the following instances or causes:
  - (a) He becomes an officer or employee of the Corporation where he is such member of the Board of Directors or becomes any of the persons enumerated under Section 4 (a), Article III of these By-Laws;
  - (b) His beneficial security ownership exceeds two percent (2%) of the outstanding capital stock of the Corporation; and
  - (c) Fails, without any justifiable cause, to attend at least fifty percent (50%) of the total number of board meetings during his incumbency unless such absences are due to grave illness or death of an immediate family;
  - (d) Such other disqualifications which the Corporation's Manual on Corporate Governance provides.

D. Election of Independent Directors

- (a) Except as those required under the Securities Regulation Code and subject to pertinent existing laws, rules and regulations of the Securities and Exchange Commission, the conduct of the election of independent director/s shall be made in accordance with the standard election procedures for regular director as provided by these By-Laws. It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent director/s;
- (b) Specific slot/s for independent directors shall not be filled-up by unqualified nominees;
- (c) In case of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

**Section 5. Powers of the Board of Directors.** The Board of Directors shall have the following functions, duties, powers and attributes, in addition to those assigned to it by the Corporate Code, the REIT Act, and other sections of these By-Laws:

- (a) Exercise the functions, powers, duties and attributes of the Corporation as a real estate investment trust under the REIT Act and other applicable laws, rules and regulations, subject to the approval by the stockholders if such approval is required by law;
- (b) Determine the period, manner and conditions under which the Corporation shall engage in the kinds of business comprised in Article II of the Articles of Incorporation;

- (c) Determine the manner in which the corporate capital shall be invested, subject to the provisions of the REIT Act;
- (d) Create committees and other bodies it may deem advantageous or necessary in running the affairs of the Corporation, as well as appoint, as it may deem advantageous or necessary in running the affairs of the Corporation, advisory directors who can participate in deliberations of the Board of Directors but whose functions shall strictly be advisory and are non-voting; appoint/elect the Chairman of the Board of Directors, President, Chief Executive Officer, Chief Operating Officer, Corporate Secretary, Assistant Corporate Secretary, Treasurer, Chief Financial Officer and Compliance Officer of the Corporation; create positions such as Executive Vice Presidents or Executive Managing Directors, Senior Vice Presidents or Senior Managing Directors, Vice Presidents or Managing Directors and Assistant Vice Presidents or Associate Directors, who need not be members of the Board or Directors, Attorneys-in-Fact, Managers, Assistant Managers, Assistant Secretaries and Legal Counsel for the Corporation, and such other positions as the Board of Directors deems necessary or advantageous, fix their duties and powers, and appoint individuals to these positions; provided that, any two (2) or more compatible positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time;
- (e) Adopt rules for the internal regulation of the Corporation, including a Manual on Corporate Governance, in accordance with applicable laws and rules;
- (f) Determine the creation of branches, agencies, office departments of any class, under the conditions it may deem convenient;
- (g) Carry out the functions relating to the responsibility over the title and custody of the assets and property of the Corporation; decide as to the safekeeping of the funds of the Corporation, open current accounts, fixed deposit accounts and savings accounts with any bank authorized to operate in the Philippines and/or abroad;
- (h) Approve the budget and general expense account of the Corporation each year;
- (i) Fix annually the percentage to be written off on all capital expenditures of the Corporation such as buildings, furniture and fixtures. etc.;
- (j) Submit to the stockholders during the annual stockholders' meeting the Balance Sheet, Profit and Income Statement and Annual Report on the condition of the Corporation;
- (k) Call special meetings;
- (l) Authorize any other person or persons it may deem fit to purchase, sell, or mortgage the real or personal properties of the Corporation;
- (m) Authorize any other person or persons it may deem fit to cancel mortgages or

pledges executed as securities for loans and bonds when the mortgages have been repaid to the Corporation and when the bonds have been cancelled;

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

**Section 6. Vacancies.** Any vacancy occurring in the Board of Directors other than by removal by the stockholder or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, otherwise, the vacancy must be filled by the vote of at least a majority of the stockholders at a regular or special meeting of the stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at special meeting of stockholders called for the purpose, after giving notice as prescribed in these By-Laws.

**Section 7. Meetings.** The Board of Directors of the Corporation shall meet at least once every calendar quarter, either in person or through teleconference, videoconference or through similar modes of modern communication technology. Special meetings of the Board of Directors shall be held when called by the Chairman.

**Section 8. Notice.** Written notice of the date, time, place and agenda of each meeting of

the Board shall be given to each director at least seven (7) Business Days prior to such meeting by the Secretary or Assistant Secretary by personal delivery or by regular mail or electronic means at his/her last known residential or office address, or electronic mail address. Each director shall provide his/her current residential or office address and electronic mail address to the Secretary not later than thirty (30) days after the organizational meeting of the directors, and shall notify the Secretary of any change in his/her residential or office address or electronic mail address within five (5) days from the said change. The Secretary shall maintain a record of the current residential or office address, and the electronic mail address of each director of the Corporation. Any notice of any regular or special meeting sent by electronic mail to the last known electronic mail address of a director shall be considered a valid service of the notice upon said director. A director may waive this requirement, either expressly or impliedly.

For purposes of this By-Laws, the term "*Business Days*" shall mean any day which is not a Saturday, a Sunday, or a day on which banks are authorized or required to close in Pasig City, Philippines.

**Section 9. Quorum.** At any meeting of the Board of Directors, majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is had.

**Section 10. Conduct of the Meetings.** Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary for the meeting. The directors cannot attend or vote by proxy at board meetings.

The directors may attend any meeting of the Board of Directors either in person, or by means of teleconferencing, videoconferencing, or similar communications equipment in accordance with the requirements of applicable laws and regulations. A director participating by teleconference or videoconference or such other similar communications equipment shall also be deemed to be present in person at such meeting and shall be entitled to vote and be considered for purposes of determining a quorum.

**Section 11. Manner of Voting.** All matters presented to the Board of Directors of the Corporation shall be decided upon by the majority vote of the directors present provided, that a quorum is present. The following actions shall require the majority vote of the entire membership of the Board of Directors, including the unanimous vote of all independent directors:

- (a) approval of any related party transaction or amendment thereto, including contracts involving the acquisition or lease of assets and contract for services;
- (b) restriction of retained earnings under the circumstances enumerated in Section 42 of the Revised Corporation Code; and
- (c) declaration of stock dividends by the Corporation.

**Section 12. Remuneration.** By resolution of the Board of Directors, each director, may receive a reasonable per diem allowance for his attendance to each meeting of the Board of

Directors. Any additional compensation, other than per diems, to be given to the members of the Board of Directors shall be subject to stockholders' approval.

A director, except an independent director, shall not be precluded from serving the Corporation in any other capacity such as an officer, agent or otherwise, and from receiving compensation thereof.

The amount of the annual compensation of all directors and principal officers of the Corporation shall be fixed subject to the provisions of the REIT Act and other applicable laws, rules and regulations.

## **ARTICLE IV COMMITTEES**

**Section 1. Committees.** Subject to the provisions of Section 34 of the Revised Corporation Code, the Board of Directors may, by resolution or resolutions passed by majority of the whole board, designate one (1) or more committees which, to the extent provided in said resolution or resolutions, or in these By-Laws, shall have, and may exercise any of the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required. The Board of Directors shall have the power to change the members of any such committee at any time, to fill vacancies and to discharge any such committee either with or without cause.

**Section 2. Executive Committee.** The Board of Directors may create an Executive Committee, composed of at least three (3) directors, one-third of whom shall be independent director/s. A majority of the members of the Executive Committee shall be members of the Board of Directors.

The Executive Committee shall exercise any of the powers and attributes, to the extent allowed by law, of the Board of Directors during the intervening period between meetings of the Board of Directors, shall report on all resolutions adopted by it to the Board of Directors at the meeting of the Board of Directors immediately succeeding the meeting/s of the Executive Committee during which such resolutions were approved. The Board of Directors may delegate to and determine the powers, duties, and functions of the members of Executive Committee subject to applicable law.

The Executive Committee may act by written assent of the majority of all its members or by the vote of the majority of all its members in a meeting constituting a quorum for the transaction of business, and any such act within the powers of the Executive Committee shall be binding on the Corporation.

**Section 3. Audit Committee.** The Board of Directors shall constitute an Audit Committee to be composed of at least three (3) members in accordance with the Code of Corporate Governance and other applicable laws, rules and regulations. The members of the Audit Committee shall be appointed by at least a majority vote of the Board of Directors for a term co-terminus with the term of the members of the Board of Directors. In addition to the functions specified in the Code of Corporate Governance and other applicable laws, rules and regulations, among the principal functions of the Audit Committee shall be to review

contracts and agreements between the Corporation and any of its stockholders, officers or directors for the purpose of determining whether such contracts and agreements are fair or reasonable, or otherwise comply with applicable law. The Audit Committee shall also perform such other functions as may be provided by applicable laws, rules, and regulations. The Board of Directors may, at its discretion, assign other powers, responsibilities or duties to the Audit Committee. The members of the Audit Committee shall receive such compensation as the Board of Directors may fix and determine.

## **ARTICLE V OFFICERS**

**Section 1. Election/Appointment.** Immediately after the election, the Board of Directors may formally organize by electing the Chairman, President, Chief Executive Officer, Chief Operating Officer, Treasurer, Chief Finance Officer, Corporate Secretary and Assistant Corporate Secretary at said meeting.

The Board may from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more compatible positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

**Section 2. President.** The President shall be the Chief Executive Officer of the Corporation and shall exercise the following functions:

- (a) To initiate and develop corporate objectives and policies and formulate long-range projects, plans and programs for the approval of the Board of Directors, including those for executive training development and compensation;
- (b) To supervise and manage of the business affairs of the Corporation upon the direction of the Board of Directors;
- (c) To implement the administrative and operational policies of the corporation under his supervision and control;
- (d) To appoint, remove, suspend or discipline employees of the Corporation, prescribed their duties and determine their salaries;
- (e) To oversee the preparation of the budgets and the statements of accounts of the Corporation;
- (f) To represent the Corporation at all functions and proceedings;
- (g) To execute on behalf of the Corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors;
- (h) To make reports to the Board of Directors and stockholders;
- (i) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

**Section 3. Secretary.** The Secretary must be resident and a citizen of the Philippines. He shall have the following specific powers and duties:

- (a) To record the minutes and transactions of all meetings of the directors and stockholders and to maintain minute books of such meetings in the form and manner required by law;
- (b) To keep the corporate seal and affix it all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;
- (c) To attend to the giving and serving of all notices of the corporation required by law or these By-Laws to be given;
- (d) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;
- (e) To act as inspector at the election of directors, and, as such to determine the number of shares of stock outstanding and entitled to vote; the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies and to receive votes, ballots of consents; to hear and determine questions in connection with the right to vote, to count and tabulate all votes, determine the result and do such acts as are proper to conduct the election;
- (f) To perform such other duties as are incidental to his office or as may be assigned to him by the Board of Directors or the President;

**Section 4. Treasurer.** The Treasurer of the Corporation shall have the following duties:

- (a) To keep full and accurate accounts of receipts and disbursements in the books of the Corporation;
- (b) To have custody of, and be responsible for all the funds, securities and bonds of the Corporation;
- (c) To deposit in the name and to the credit of the Corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the Corporation which may come under his control;
- (d) To be primarily responsible in securing the necessary credit lines and/or funds required by the Corporation; and
- (e) To exercise such powers and perform such duties and functions as may be assigned to him by the Board of Directors or by the President.

**Section 5. Chief Finance Officer.** The Chief Finance Officer shall serve as the Controller and shall have the following responsibilities:

- (a) To have custody of all of the Corporation's books of account, including oversight in the maintenance of these books of account and records of all

assets, liabilities and transactions of the Corporation to ascertain accuracy and completeness;

- (b) To render an annual statement showing the financial condition of the Corporation and such other financial reports as the Board of Directors, or the President may, from time to time require;
- (c) To prepare financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies; and
- (d) To exercise such powers and duties as may from time to time be assigned to him by the Board of Directors or by the President.

**Section 6. Compliance Officer.** To ensure adherence to corporate principles and best practices, the Chairman shall designate a Compliance Officer who shall hold the position of Vice-President or its equivalent. He shall have direct reporting responsibilities to the Chairman and shall have the following duties:

- (a) Monitor compliance with the provisions and requirements of the Code of Corporate Governance and the Corporation's Manual on Corporate Governance, and if any violations are found, report the matter to the Board of Directors and recommend the imposition of disciplinary actions and the adoption of measures to prevent a repetition of the violation;
- (b) Appear before the SEC upon summon on similar matters that need to be clarified by the same;
- (c) Issue a certification every January 30th of the year on the extent of the Corporation's compliance with the Manual on Corporate Governance for the completed year, explaining the reason/s of the latter's deviation from the same.

**Section 7. Term of Office.** The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.

**Section 8. Vacancies.** If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote elect a successor who shall hold office for the unexpired term.

## **ARTICLE VI THE FUND MANAGER**

**Section 1. Qualifications.** No entity shall be engaged to act as the Corporation's Fund Manager unless it meets the following qualifications:

- (a) It is either a registered domestic corporation, a trust entity with an existing BSP license, or a foreign corporation duly licensed to do business in the Philippines and: (i) duly licensed by the appropriate Philippine regulatory agency to engage in the business of fund management or if a trust entity, shall be covered by existing Bangko Sentral ng Pilipinas (BSP) rules and

regulations governing trust entities and regulations which the BSP may from time to time issue, (ii) with at least three (3)-years track record in the area of fund management, corporate finance, other relevant finance-related functions, property management in the real estate industry or in the development of real estate industry (iii) with a minimum paid-up capital of Fifty Million Pesos (P50,000,000.00); and (iv) with sufficient human, organizational and technical resources for the proper performance of its duties, including two (2) responsible officers or a trust officer, in case of a trust entity, each of whom shall have at least three (3) years track record in fund management and at least one (1) of the responsible officers or a trust officer, in case of a trust entity, shall be available at all times to supervise the business of the Fund Manager;

- (b) Its office in the Philippines shall have a meaningful role in its business activities and must perform accounting, compliance and investor relations services in the Philippines;
- (c) Its chief executive officer or any equivalent officer or its trust officer must have two (2) full-time and qualified professional employees, who shall have a track record and experience in the financial management as well as experience in the real estate industry for at least three (3) years; and
- (d) Such other qualifications which the Board of Directors may deem proper or beneficial to the Corporation.

**Section 2. Functions.** The Fund Manager of the Corporation shall have the following duties and responsibilities:

- (a) Implement the investment strategies of the Corporation by: (i) determining the allocation of its Deposited Property to the allowable investment outlets in accordance with the REIT Plan and the investment strategy of the Corporation; and (ii) selecting income-generating real estate in accordance with the investment strategy of the Corporation;
- (b) Objectively evaluate the desired investments, and formally advise the Corporation of its recommendation, even if contrary to the instructions of the Corporation;
- (c) Oversee and coordinate the following activities of the Corporation: property acquisition; leasing; operational and financial reporting (including operating budgets); appraisals; audits; market review; accounting and reporting procedures, as well as refinancing and asset disposition plans;
- (d) Cause a valuation of any of the real estate and other properties of the Corporation to be carried out by the Property Valuer once a year and whenever the Fund Manager believes that such valuation is appropriate;
- (e) Such other duties and functions as may be required by the Board of or agreed between the Corporation and the Fund Manager.

## **ARTICLE VII**

### **THE PROPERTY MANAGER**

**Section 1. Qualifications.** No entity shall be engaged to act as the Corporation's Property Manager, unless it meets the following qualifications:

- (a) It must employ either a real estate consultant, real estate appraiser, or a real estate assessor, who must be subject to compliance with relevant laws;
- (b) It shall possess sufficient human, organizational and technical resources for the proper performance of its duties, including two (2) responsible officers each of whom shall have at least three (3) years track record in property portfolio management, and at least one (1) of the responsible officers shall be available at all times to supervise the business of the Property Manager, including asset and property management;
- (c) It shall maintain satisfactory internal controls and written compliance procedures;
- (d) It shall have sufficient financial resources at its disposal to enable it to conduct its business effectively and meet its liabilities; and
- (e) Such other qualifications which the Board of Directors may deem proper or beneficial to the Corporation.

**Section 2. Functions.** The Property Manager of the Corporation shall have the following duties:

- (a) manage all aspects of the real estate owned by the Corporation in accordance with the REIT Plan and the investment strategy of the Corporation;
- (b) plan the tenant mix and identify potential tenants;
- (c) formulate and implement leasing strategies;
- (d) enforce tenancy conditions;
- (e) ensure compliance with government regulations in respect of the real estate under management;
- (f) perform tenancy administration work, such as managing tenant occupancy and ancillary amenities, and negotiating with tenants on grant, surrender and renewal of lease, rent review, termination and re-letting of premises;
- (g) conduct rental assessment, formulating tenancy terms, preparing tenancy agreements, rent collection and accounting, recovery of arrears and possession;
- (h) secure and administer routine management services, including security control, fire precautions, communication systems and emergency management;

- (i) maintain and manage the physical structures/real properties;
- (j) formulate and implement policies and programs in respect of building management, maintenance and improvement;
- (k) initiating refurbishment and monitoring such activity; and
- (l) such other duties and functions necessary and incidental to property management, as may be required by the Board of Directors or agreed between the Corporation and the Property Manager.

## **ARTICLE VIII OFFICES**

**Section 1.** The Principal Office of the Corporation shall be located at the place stated in Article III of the Articles of Incorporation. The Corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.

## **ARTICLE IX AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS**

**Section 1. Audit of Books.** At the annual stockholders' meeting, the external auditors of the Corporation for the ensuing year shall be appointed. The external auditors shall examine, verify and report on the earnings and expenses of the Corporation.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

**Section 3. Dividends.** Dividends shall be declared and paid out of the unrestricted retained earnings and shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law. The Corporation shall distribute dividends in accordance with the provisions of the REIT Act.

## **ARTICLE X AMENDMENTS**

**Section 1. Amendments.** These By-Laws may be amended or repealed or new by-laws adopted by the affirmative vote of at least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholders' meeting called for that purpose. However, the power to amend, modify, repeal or adopt new By-Laws may be delegated to the Board of Directors by the affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of power to the Board of Directors to amend, repeal or adopt new by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

**ARTICLE XI**  
**SEAL**

**Section 1. Form and Inscription.** The seal of the Corporation shall be determined by the Board of Directors.

**IN WITNESS WHEREOF**, we, the undersigned stockholders have adopted the foregoing By-laws, have hereunto subscribed our names this 15<sup>th</sup> day of April 2021 at Pasig City.

(signed)  
**Frederick D. Go**  
Director

(signed)  
**Faraday D. Go**  
Director

(signed)  
**Henry L. Yap**  
Director

(signed)  
**Corazon L. Ang Ley**  
Director

(signed)  
**Kerwin Max S. Tan**  
Director



STOCK CORPORATION

TRN-S062025-SECD0MAK0XUJD

SEC HEADQUARTERS - MAIN OFFICE  
AMENDMENT FORM (By-Laws)

Corporate Name: RL COMMERCIAL REIT, INC.  
Company Type: STOCK CORPORATION  
Authorized Representative: MENDOZA, MARISHEN  
Mobile/Landline No.:

SEC Registration No.: 0000151309  
Email Address: marishen.mendoza@robinsonsland.com

Provision for Amendment on By-Laws: Change of Annual Meeting


From (based from the latest SEC approved By-Laws (amendments, if any))	To
First Wednesday of May	Any business day in May

DIRECTORS' CERTIFICATE


We, the undersigned majority of the Board of Directors and the Corporate Secretary of RL COMMERCIAL REIT, INC., do hereby certify that the By-Laws of said corporation was amended by a majority vote of the Board of Directors at a meeting held on March 7, 2025, at which meeting a quorum was present, and ratified by the stockholders owning or representing majority of the outstanding capital stock at a meeting held on May 7, 2025 at the principal office of the corporation.

We further certify that to the best of our 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 or officers or vice versa.

Signed this \_\_\_\_\_ day of JUL 07 2025 at City of Pasig.

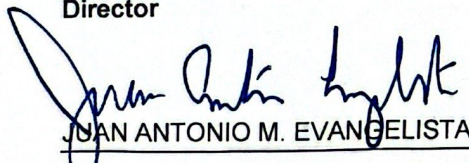
  
FARADAY D. GO

TIN:  
Director

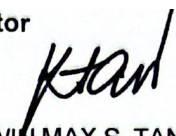
  
MARIA SOCORRO ISABELLE V.  
ARAGON-GOBIO  
TIN:  
Director

ARTEMIO V. PANGANIBAN JR.  
TIN:  
Director

  
CESAR LUIS F. BATE  
TIN:  
Director

  
JUAN ANTONIO M. EVANGELISTA  
TIN:  
Corporate Secretary

JERICO P. GO  
TIN:  
Director

  
KERWIN MAX S. TAN  
TIN:  
Director


WILFREDO A. PARAS  
TIN:  
Director

JUL 07 2025

SUBSCRIBED AND SWORN TO before me on this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_ in  
City of Pasig Philippines, affiant exhibiting to me  
his/her \_\_\_\_\_ issued on \_\_\_\_\_ at \_\_\_\_\_.

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Series of 2025

NOTARY PUBLIC

  
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, RSM Chapter  
MCLE No. VIII-0016039/ November 18, 2024 - April 14, 2028  
PTR No. 3038149; January 07, 2025; Pasig City