

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)

(632) 8397-1888

(Company Telephone Number)

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| 1 | 2 |
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| | |
|---|---|
| 3 | 1 |
|---|---|

Month Day
(Fiscal Year)

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| 1 | 7 | - | C | |
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(Form Type)

Any business day in May

Any business day in May

Month Day
(Annual Meeting)

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| <p>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</p> |
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(Secondary License
Type, If Applicable)

| |
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Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

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Document ID

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC Form 17-C

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

1. **February 5, 2026**
(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 incorporation)
6. (SEC Use Only)
Industry Classification Code:
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. **N/A**
(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

19,548,803,008

11. **Item 9 – Other Events**

RCREIT

February 5, 2026

Securities and Exchange Commission

17/F SEC Headquarters, 7907 Makati Avenue

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:

Matters approved by the Board of Directors on February 5, 2026

Please be informed that at a regular meeting held today, February 5, 2026, the Board of Directors of RL Commercial REIT, Inc. ("Corporation") approved the following matters:

1. The declaration of cash dividends for the fourth quarter of 2025:

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|-----------------------------------|--|
| Amount of cash dividend per share | Php0.1112 per outstanding common share |
| Record date | February 20, 2026 |
| Payment date | March 2, 2026 |

2. The amendment of the following provisions in the Amended By-Laws of the Corporation for purposes of strengthening the corporate governance:

- a. Article III, Section 4 (A) of the Amended By-Laws of the Corporation:

| From | To |
|--|---|
| The Corporation shall <u>have such number of independent directors as may be required by law or regulation.</u> XXX | The Corporation shall <u>have at least three (3) independent directors, or such number as to constitute at least one third (1/3) of the members of the Board, whichever is higher.</u> XXX |

RCREIT

b. Article III, Section 9 of the Amended By-Laws of the Corporation:

| From | To |
|---|---|
| At any meeting of the Board of Directors, <u>majority</u> of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of business. XXX | At any meeting of the Board of Directors, <u>two-thirds (2/3)</u> of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of business. XXX |

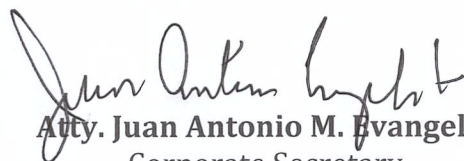
3. The setting of the 2026 Annual Shareholders Meeting and related matters:

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|---|--|
| Date of Approval by Board of Directors: | February 5, 2026 |
| Date of Shareholders Meeting: | May 13, 2026 |
| Time: | 2:00 p.m. |
| Format: | Fully virtual via Microsoft Teams Live |
| Record Date: | March 30, 2026 |
| Agenda: | To be announced |

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.

RL Commercial REIT, Inc.



Atty. Juan Antonio M. Evangelista
Corporate Secretary

February 5, 2026

CERTIFICATION

I, Atty. Juan Antonio M. Evangelista, Corporate Secretary of RL Commercial REIT, Inc. (the "Corporation") with SEC registration number 151309 and with principal office address at 25/F 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 – Matters approved by the Board of Directors on
February 5, 2026

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 February 5, 2026 at City of Pasig.


ATTY. JUAN ANTONIO M. EVANGELISTA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this February 5, 2026 at City of Pasig affiant exhibiting to me his IBP Lifetime ID No. 12937.

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Page No. 34
Book No. XII
Series of 2026.




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. 3963294; January 06, 2026; Pasig City