

RCREIT

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 23, 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. **(632) 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

June 23, 2026

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

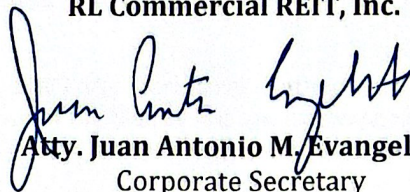
Gentlemen:

Please see the attached PSE Disclosure Form REIT-10 Update on Corporate Actions/ Material Transactions/Agreements filed by RL Commercial REIT, Inc. ("RCR") with Philippine Stock Exchange on June 23, 2026 with regard to "RCR to expand its portfolio through the infusion of six (6) mall assets from Robinsons Land Corporation via Property-for-Share Swap".

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

June 23, 2026

**PSE Disclosure Form REIT-10 - Update on Corporate Actions/
Material Transactions/Agreements**
*References: Rule 5 of the IRR of the REIT Act of 2009 and Section
6 of the Amended PSE Listing Rules for REITS*

Subject of the Disclosure

RL Commercial REIT, Inc. to expand its portfolio through the infusion of six (6) mall assets from Robinsons Land Corporation via Property-for-Share Swap.

Background/Description of the Disclosure

On June 23, 2026, the fifth property-for-share swap transaction of RL Commercial REIT, Inc. ("RCR") with its Sponsor, Robinsons Land Corporation ("RLC") has been executed through the signing of a Deed of Assignment for the infusion of six (6) mall assets totaling to 160,269 square meters ("sqm") of Gross Leasable Area ("GLA") with a total appraised value of Ten Billion Six Hundred Twenty-Two Million Three Hundred Eighty-Nine Thousand Pesos (10,622,389,000.00) in exchange for One Billion Two Hundred Eighty-Seven Million Five Hundred Sixty-Two Thousand Three Hundred Two (1,287,562,302) common shares of RCR ("Shares") at a price of Php8.25 per share ("Transaction").

The Transaction has been approved by the Board of Directors of RCR and RL Fund Management, Inc., the Fund Manager of RCR, and the Related Party Transaction Committee of RCR. Further, the Transaction will be subject to the approval of the Securities and Exchange Commission ("SEC") and the listing of the Shares by The Philippine Stock Exchange, Inc. ("PSE").

Material Update or Status of the Transaction

Please be informed that RCR and RLC executed a Deed of Assignment involving six (6) mall assets of RLC with a total appraised value of Php10,622,389,000.00 in exchange for 1,287,562,302 common shares of RCR at a price of Php8.25 per share ("Transaction").

The Transaction was approved by RCR's Board of Directors on June 23, 2026.

On June 23, 2026, RCR filed with the Philippine Competition Commission ("PCC") a request for issuance of a Letter of Non-Coverage from compulsory notification, the Transaction being classified as internal restructuring, covered by PCC Clarificatory Note No. 16-002.

On June 23, 2026, RCR filed an application for Confirmation of Valuation with the SEC, as required under Section 61 of the Revised Corporation Code of the Philippines. The Shares to be issued in exchange for the Properties is exempt from registration requirements with the SEC under Section 10.1 (k) of the Securities Regulation Code (as implemented by Rule 10.1.3 of the 2015 Implementing Rules and Regulations of the SRC (as amended by SEC Memorandum Circular No. 11, series 2025).

RCR will secure from the Bureau of Internal Revenue ("BIR") the Certificate Authorizing Registration ("CAR") confirming that the transfer of the Properties and the issuance of the Shares is a tax-free exchange. RCR will likewise secure with the respective local governments the transfer of ownership over the Properties to its name.

Lastly, RCR will file with the PSE an application for the additional listing of the Shares. The Transaction will close upon the listing of the Shares with PSE.

We will provide the pertinent disclosures on the approvals to update RCR shareholders and the investing public as soon as applicable.

Other Relevant Information

For more information on the Transaction, please refer to PSE Disclosure Form REIT-4 -Acquisition and Disposition of Assets.

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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 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 - PSE Disclosure Form REIT-10 (Update on Corporate Actions/ Material Transactions/Agreements)

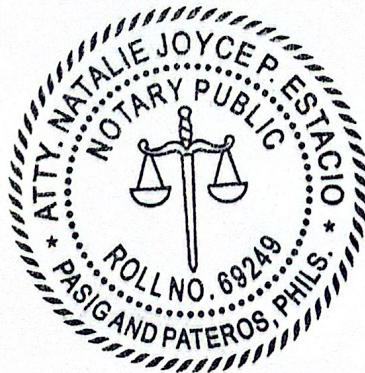
2. I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
3. The Corporation will comply with the requirements set forth in SEC Notice dated June 24, 2020 for the complete and official submission of reports and/or documents through electronic 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 hand this 23rd day of June 2026 at the City of Pasig.


ATTY. JUAN ANTONIO M. EVANGELISTA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 23rd day of June 2026 at the City of Pasig affiant exhibiting to me his IBP Lifetime No. 12937.

Doc No. 480;
Page No. 97;
Book No. XIII;
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