A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, BUT HAS NOT YET BECOME EFFECTIVE. THESE SECURITIES MAY NOT BE SOLD NOR OFFERS TO BUY THE SAME BE ACCEPTED PRIOR TO THE TIME THE REGISTRATION STATEMENT BECOMES EFFECTIVE. THIS PRELIMINARY PROSPECTUS IS SUBJECT TO CHANGE/COMPLETION AND SHALL NOT CONSTITUTE AN OFFER TO SELL OR BE CONSIDERED A SOLICITATION OF AN OFFER TO BUY.

ROBINSONS LAND CORPORATION

Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City
Telephone Number: (632) 8397 1888
Corporate Website: www.robinsonsland.com

Offer of up to ₱10,000,000,000 Fixed Rate Bonds With an Oversubscription Option of up to ₱10,000,000,000 Fixed Rate Bonds

Issue Price: 100% of Face Value
Series C Bonds: [•] % p.a. due 2023
Series D Bonds: [•] % p.a. due 2025

Robinsons Land Corporation ("**Robinsons Land**" or "**RLC**" or the "**Issuer**" or the "**Company**") intends to offer, for subscription and issue, fixed rate bonds (the "**Offer**") in the aggregate principal amount of up to Ten Billion Pesos (₱10,000,000,000), with an oversubscription option of up to Ten Billion Pesos (₱10,000,000,000) (the "**Bonds**"). The Bonds will be issued at face value on [•] (the "**Issue Date**") and listed and traded through the Philippine Dealing & Exchange Corp. ("**PDEx**").

The Bonds will be comprised of Series C Bonds due 2023 (the "**Series C Bonds**") and Series D Bonds due 2025 (the "**Series D Bonds**"). RLC reserves the right to allocate the Bonds between the Series C Bonds and Series D Bonds based on the bookbuilding process and may opt to allocate the entire Offer in only one (1) series.

The Series C Bonds shall have a term ending three (3) years from the Issue Date with a fixed interest rate equivalent to [•]% per annum. The Series D Bonds shall have a term ending five (5) years from the Issue Date with a fixed interest rate equivalent to [•]% per annum. Interest on the Bonds shall be payable semi-annually in arrears on [•] and [•] of each year, or the subsequent Business Day without adjustment, if such Interest Payment Date is not a Business Day. The last interest payment date shall fall on [•], 2023 for Series C Bonds and [•], 2025 for the Series D Bonds (the "**Maturity Date**") while the Bonds are outstanding (see "*Description of the Bonds – Interest*"). The Bonds shall be redeemed at par (or 100% of face value) on the Maturity Date or as otherwise set out in "*Description of the Bonds – Redemption and Purchase*" and "*Payment in the Event of Default*" sections of this Prospectus.

Upon issuance, the Bonds shall constitute the direct, unconditional, unsecured and unsubordinated Peso-denominated obligations of Robinsons Land and shall at all times rank *pari passu* and ratably without any preference or priority amongst themselves and at least *pari passu* with all other present and future unsubordinated and unsecured obligations of Robinsons Land, other than obligations preferred by law. The Bonds shall effectively be subordinated in right of payment to, among others, all of Robinsons Land's secured debts to the extent of the value of the assets securing such debt and any of its debt that is evidenced by a public instrument under Article 2244(14) of the Civil Code of the Philippines.

The Bonds have been rated PRS [•] by Philippine Rating Services Corporation ("**PhilRatings**"). [A rating of PRS of [•] is assigned to long-term debt securities of the [•] quality with [•] credit risk. A rating of PRS Aaa is the highest credit rating on PhilRatings' long-term credit rating scale.] A rating is not a recommendation to buy, sell, or hold securities, and may be subject to revision, suspension, or withdrawal at any time by the rating agency concerned.

THE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE SECURITIES AND EXCHANGE COMMISSION.

Joint Lead Underwriters and Bookrunners

BDO Capital & Investment Corporation | BPI Capital Corporation | China Bank Capital | First Metro Investment Corporation, Metrobank Group | Standard Chartered

The date of this Prospectus is April 21, 2020.

The Bonds shall be offered to the public at face value through the Joint Lead Underwriters and Bookrunners named in this Prospectus with the Philippine Depository & Trust Corp. ("**PDTC**") as the Registrar of the Bonds. It is intended that upon issuance, the Bonds shall be issued in scripless form with PDTC maintaining the scripless Registry Book. The Bonds shall be issued in denominations of ₱50,000.00 each, as a minimum, and in multiples of ₱10,000.00 thereafter. The Bonds shall be traded in denominations of ₱10,000.00 in the secondary market.

Robinsons Land expects to raise gross proceeds amounting up to Ten Billion Pesos (₱10,000,000,000.00) from the Offer. The net proceeds are estimated to be ₱9,870,096,875, after deducting fees, commissions and expenses relating to the issuance of the Bonds. Should the entire Ten Billion Pesos (₱10,000,000,000.00) Oversubscription Option be exercised, the net proceeds to the Company would amount to ₱19,752,116,875. Proceeds of the Offer shall be used by the Company to (i) partially fund the capital expenditure budget of the Company for calendar years 2020 and 2021; (ii) repay short-term loans maturing in the second half of calendar year 2020 as listed in the "*Description of Certain Other Debt*" section of this Prospectus; and (iii) fund general corporate purposes including, but not limited to, working capital (see "*Use of Proceeds*"). The Joint Lead Underwriters and Bookrunners shall receive a fee of [0.40]% on the final aggregate nominal principal amount of the Bonds issued.

On [•], the Company filed an application with the Securities and Exchange Commission ("**SEC**") to register the Bonds under the provisions of the Securities Regulation Code of the Philippines (Republic Act No. 8799) ("**SRC**"). On [•], the SEC approved the registration statement for the Bonds. The SEC is expected to issue an order rendering the Registration Statement filed by the Company effective and a corresponding permit to offer securities for sale covering the Bonds. As a listed company, RLC regularly disseminates such updates and information in its disclosures to the SEC and The Philippine Stock Exchange, Inc. ("**PSE**").

The Bonds will be registered and offered exclusively in the Philippines. The distribution of this Prospectus and the offer and sale of the Bonds may, in certain jurisdictions, be restricted by law. The Company and the Joint Lead Underwriters and Bookrunners require persons into whose possession this Prospectus comes, to inform themselves of the applicable legal requirements under the laws and regulations of the countries of their nationality, residence or domicile, and as to any relevant tax or foreign exchange control laws and regulations affecting them personally. This Prospectus does not constitute an offer of any securities, or any offer to sell, or a solicitation of any offer to buy any securities of the Company in any jurisdiction, to or from any person whom it is unlawful to make such offer in such jurisdiction.

Robinsons Land confirms that this Prospectus contains all information relating to the Company, its subsidiaries and affiliates referred to in this Prospectus and the Bonds which is, in the context of the issue and offering of the Bonds, material (including all information required by the applicable laws of the Republic of the Philippines), true, accurate and correct, and that there is no misstatement or omission of fact which would make any statement in this Prospectus misleading in any material respect. Robinsons Land confirms that it has made all reasonable inquiries in respect of the information, data and analysis provided to it by its advisors and consultants or which is otherwise publicly available for inclusion into this Prospectus. Robinsons Land, however, has not independently verified any such third party publicly available information, data or analysis, and the Company hereby accepts full and sole responsibility for the information contained in this Prospectus. The Joint Lead Underwriters and Bookrunners have exercised reasonable due diligence required by regulations in ascertaining material representations contained in the Prospectus are true and correct and that no material information was omitted, which was necessary in order to make the statements contained in said documents not misleading. All information in the Prospectus is as of the date hereof, unless otherwise indicated.

Neither the delivery of this Prospectus nor any sale made pursuant to the Offer shall, under any circumstance, create any implication that the information contained or referred to in this

Prospectus is accurate as of any time subsequent to the date hereof. The Joint Lead Underwriters and Bookrunners do not make any representation or warranty, express or implied, as to the accuracy or completeness of the information contained in this Prospectus. To the fullest extent permitted by law, none of the Joint Lead Underwriters and Bookrunners accept any responsibility for the contents of this Prospectus or for any other statement, made or purported to be made by the Joint Lead Underwriters and Bookrunners or on its behalf in connection with the Issuer or the issue and offering of the Bonds. Each Joint Lead Underwriter and Bookrunner accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Prospectus or any such statement.

The contents of this Prospectus are not to be considered as legal, business or tax advice. Each prospective purchaser of the Bonds receiving a copy of this Prospectus acknowledges that he has not relied on the Joint Lead Underwriters and Bookrunners in his investigation of the accuracy of such information or in his investment decision. Prospective purchasers should consult their own counsel, accountants or other advisors as to legal, tax, business, financial and related aspects of the purchase of the Bonds. Investing in the Bonds involves certain risks. For a discussion of certain factors to be considered in respect of an investment in the Bonds, see the section entitled "*Risk Factors and Other Considerations*".

No dealer, salesman or other person has been authorized by Robinsons Land and the Joint Lead Underwriters and Bookrunners to give any information or to make any representation concerning the Bonds other than as contained herein and, if given or made, any such other information or representation should not be relied upon as having been authorized by Robinsons Land or the Joint Lead Underwriters and Bookrunners.

If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Joint Lead Underwriters and Bookrunners or any affiliate of the Joint Lead Underwriters and Bookrunners is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by that Joint Lead Underwriter and Bookrunner or its affiliate on behalf of the Issuer in such jurisdiction.

In making an investment decision, investors must rely on their own examination of the Company and the terms of the Bonds, including the risks involved. Each prospective purchaser of the Bonds, by accepting delivery of this Prospectus, agrees to the foregoing.

The Bonds are offered subject to receipt and acceptance of any order by the Company and subject to the Company's right to reject any order in whole or in part.

Robinsons Land is organized under the laws of the Philippines. Its principal office is at Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila, with telephone number (632) 8397 1888 and corporate website, *www.robinsonsland.com*.

A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION BUT HAS NOT YET BEEN DECLARED EFFECTIVE. NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED AND NO PART OF THE PURCHASE PRICE CAN BE ACCEPTED OR RECEIVED UNTIL THE REGISTRATION STATEMENT HAS BECOME EFFECTIVE, AND ANY SUCH OFFER MAY BE WITHDRAWN OR REVOKED, WITHOUT OBLIGATION OF COMMITMENT OF ANY KIND, AT ANY TIME PRIOR TO NOTICE OF ITS ACCEPTANCE GIVEN AFTER THE EFFECTIVE DATE. AN INDICATION OF INTEREST IN RESPONSE HERETO INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY.

ROBINSONS LAND CORPORATION

By:

Frederick D. Go
President and Chief Executive Officer

SUBSCRIBED AND SWORN to before me by [•], who is known to me to be the same person who signed the foregoing document in my presence, this [•] day of [•] at [•]. Affiant exhibited to me his [•] expiring on [•] and his [•] issued on [•] in [•].

Doc. No.
Page No.
Book No.
Series of 2020.

TABLE OF CONTENTS

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain “forward-looking statements”. These forward-looking statements have been based largely on the Company’s current expectations and projections about future events and financial trends affecting its business. Words or phrases such as “believes,” “expects,” “anticipates,” “intends,” “plans,” “foresees” or other words or phrases of similar import are intended to identify forward-looking statements. Similarly, statements that describe Robinsons Land’s objectives, plans or goals are also forward-looking statements. In light of these risks and uncertainties associated with forward-looking statements, investors should be aware that the forward-looking events and circumstances discussed in this Prospectus might not occur. Actual results could differ materially from those contemplated in the relevant forward-looking statements. Important factors that could prevent forward-looking events and circumstances from occurring or could cause actual results to differ materially from the expectations of Robinsons Land include, among others:

General Economic and Political Conditions

- changes in Philippine and international interest rates
- changes in political, economic and social conditions in the Philippines
- changes in foreign exchange control regulations in the Philippines
- changes in the value of the Peso

Conditions of the Real Estate Industry

- increasing competition in the Philippine real estate industry
- changes in laws and regulations that apply to the Philippine real estate industry

Factors Affecting Robinsons Land’s Operations

- Robinsons Land’s ability to maintain and further improve its market share in the various segments of the Philippine real estate market
- demand for Robinsons Land’s projects in the Philippines
- Robinsons Land’s ability to enter into various financing programs
- operational and implementation issues that Robinsons Land may encounter in its projects
- Robinsons Land’s ability to manage changes in the cost of goods required for operations

For a further discussion of such risks, uncertainties and assumptions, see section “*Risk Factors and Other Considerations*” of this Prospectus. Prospective purchasers of the Bonds are urged to consider these factors carefully in evaluating the forward-looking statements. The forward-looking statements included herein are made only as of the date of this Prospectus and Robinsons Land undertakes no obligation to update such forward-looking statements publicly to reflect subsequent events or circumstances.

DEFINITION OF TERMS

As used in this Prospectus, the following terms shall have the meanings ascribed to them:

"Affiliate" shall mean, with respect to Robinsons Land Corporation, any corporation directly or indirectly controlled by it or under common control, whether by way of ownership of at least 20% of the total issued and outstanding capital stock of such corporation, or the right to elect at least 20% of the number of directors in such corporation, or the right to control and direct the operation and management of such corporation whether by reason of common management, contract or authority granted by said corporation to Robinsons Land Corporation.

"Applicant" shall mean a person, whether natural or juridical, who seeks to subscribe to the Bonds and submits a duly accomplished Application to Purchase, together with all requirements set forth therein.

"Application to Purchase" shall mean the document to be executed by any Person or entity qualified to become a Bondholder.

"APVI" shall mean Altus Property Ventures, Inc. (formerly, Altus San Nicolas Corp.)

"Banking Day" or **"Business Day"** shall be used interchangeably to refer to any day, except Saturday and Sunday, on which commercial banks are open for business in Metro Manila.

"BDO Capital" shall mean BDO Capital & Investment Corporation.

"Beneficial Owner" shall mean any person (and "Beneficial Ownership" shall mean ownership by any person) who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has shares or voting power, which includes the power to vote or to direct the voting of such security; and/or investment returns or power in respect of any security, which includes the power to dispose of, or to direct the disposition of, such security; provided, however, that a person shall be deemed to have an indirect beneficial ownership interest in any security which is:

(a) held by members of his immediate family sharing the same household;

(b) held by partnership in which he is a general partner;

(c) held by a corporation of which he is a controlling shareholder; or

(d) subject to any contract, arrangement or understanding which gives him voting power or investment power with respect to such securities; provided, however, that the following persons or institutions shall not be deemed to be beneficial owners of securities held by them for the benefit of third parties or in customer or fiduciary accounts in the ordinary course of business, so long as such securities were acquired by such persons or institutions without the purpose or effect of changing or influencing control of the issuer:

i. A broker dealer;
ii. An investment house registered under the Investment Houses Law;
iii. A bank authorized to operate as such by the BSP;
iv. An insurance company subject to the supervision of the Office of the Insurance Commission;
v. An investment company registered under the Investment Company Act;

vi. A pension plan subject to regulation and supervision by the BIR and/or the Office of the Insurance Commission or relevant authority; and
vii. A group in which all of the members are persons specified above.

“BIR” shall mean Bureau of Internal Revenue.

“Board of Directors” or **“Board”** or **“Directors”** shall mean the Board of Directors of RLC.

“Bond Agreements” shall mean the Trust Agreement between the Issuer and the Trustee, the Underwriting Agreement between the Issuer and the Joint Lead Underwriters and Bookrunners, and the Registry and Paying Agency Agreement between the Issuer, the Registrar and the Paying Agent.

“Bondholder” shall mean a Person whose name appears, at any time, as a holder of the Bonds in the Registry Book.

“Bonds” shall refer to the Robinsons Land fixed rate bonds in the aggregate principal amount of up to Ten Billion Pesos (₱10,000,000,000), with an Oversubscription Option of up to Ten Billion Pesos (₱10,000,000,000).

“BPI Capital” shall mean BPI Capital Corporation.

“BSP” shall mean the Bangko Sentral ng Pilipinas.

“China Bank Capital” shall mean China Bank Capital Corporation.

“Debt to Equity Ratio” means the ratio of Financial Indebtedness to Total Equity.

“DOT” shall mean the Philippine Department of Tourism.

“EBIT” shall mean the Company’s measure of performance based on earnings before interest and income taxes. This is computed by adding the interest expense, provision for income taxes and other non-operating losses and deducting interest income and other non-operating gains to net income.

“EBITDA” shall mean the Company’s measure of performance based on earnings before interest, income taxes, depreciation and amortization. This is computed by adding the interest expense, provision for income taxes, depreciation and amortization, and other non-operating losses and deducting interest income and other non-operating gains to net income.

“Financial Indebtedness” means any outstanding indebtedness in respect of:

(a) moneys borrowed;

(b) any debenture, bond, note or other similar instrument;;

(c) any acceptance or documentary credit;

(d) receivables sold or discounted (otherwise than on a non-recourse basis);

(e) any amount of any liability under an advance or deferred purchase agreement made primarily as a method of raising finance or financing the acquisition or construction of the asset or service;

(f) any lease entered into primarily as a method of raising finance or financing the acquisition of the asset leased;

(g) any currency swap, or interest rate swap, cap or collar arrangement or any other derivative instrument (and, when calculating the value of that arrangement or instrument, only the aggregate of the marked to market value if negative (or, if any actual amount is due as a result of the termination or close-out of that transaction or instrument, that amount);

(h) any amount raised under any other transaction having the commercial effect of a borrowing, including but not limited to, redeemable preference shares; or

(i) any guarantee, indemnity or similar assurance for any of the items referred to in paragraphs (a) to (h) above.

But in any event shall not include payment obligations arising in respect of the purchase of equipment and contractor services where the relevant obligation is subject to good faith dispute by the Issuer or its Subsidiaries, as the case may be.

"First Metro" shall mean First Metro Investment Corporation.

"IAS" means International Accounting Standards.

"IFRS" means International Financial Reporting Standards.

"Interest Payment Date" means [•] and [•] of each year at which the Bonds are outstanding. If the Interest Payment Date is not a Business Day, interest will be paid on the next succeeding Business Day, without adjustment to the amount of interest to be paid.

"Issue Date" shall mean the date on which the Bonds shall be issued by the Issuer.

"IT-BPM" means Information Technology-Business Process Outsourcing.

"JG Summit" refers to JG Summit Holdings, Inc. and its subsidiaries and affiliates.

"Joint Lead Underwriters and Bookrunners" shall refer to BDO Capital, BPI Capital, China Bank Capital, First Metro and Standard Chartered Bank, the entities appointed by the Issuer as Joint Lead Underwriters and Bookrunners for the Bonds pursuant to the Underwriting Agreement.

"Lien" shall mean any mortgage, pledge, lien or encumbrance constituted on any of the Issuer's properties for the purpose of securing its or its Affiliate's obligation.

"Majority Bondholders" means, at any time, the Bondholder or Bondholders who hold, represent or account for more than fifty percent (50%) of the aggregate outstanding principal amount of the Bonds, provided that, in respect of any matter presented for resolution at any meeting of Bondholders that affect the rights and interests of only the holders of the Series C Bonds, holders of Series C Bonds, exclusively, will be considered for quorum and approval purposes; and in respect of any matter presented for resolution at any meeting of Bondholders that affect the rights and interests of only the holders of the Series D Bonds, holders of Series D Bonds, exclusively, will be considered for quorum and approval purposes.

"Master Certificate of Indebtedness" means the certificate to be issued by the Issuer to the Trustee evidencing and covering such amount corresponding to the Bonds.

"Material Adverse Effect" means a material adverse effect on (a) the ability of the Issuer to perform or comply with any one or more of its obligations under the Bonds or the Trust Agreement; or (b) the business, operations, assets, liabilities, or financial condition of the Issuer.

"Maturity Date" means the date at which the Bonds shall be redeemed by the Issuer by paying the principal amount thereof. Unless previously redeemed or cancelled, the Maturity Date will be on [•], 2023 for the Series C Bonds and [•], 2025 for the Series D Bonds. However, the Maturity Date of the Bonds, for the purposes of the Issuer effecting repayment of the principal amount thereof, is subject to the following Business Day convention. Thus, if the Maturity Date is not a Business Day, principal repayment shall be made by the Issuer on the next succeeding Business Day, without adjustment to the amount of interest and principal to be paid.

"Net Book Value" shall mean equity attributable to equity holders of parent divided by the number of outstanding shares.

"Net Debt" means Financial Indebtedness less cash and cash equivalents.

"Net Debt to Equity Ratio" means the ratio of Net Debt to Total Equity.

"Offer" shall mean the offer of Bonds by the Issuer under the terms and conditions as herein contained in this Prospectus.

"Offer Period" shall refer to the period commencing at 9:00 am on [•], 2020 and end at 5:00 pm on [•], 2020, or on such other date as the Issuer and the Joint Lead Underwriters and Bookrunners may agree upon.

"Oversubscription Option" shall mean the option that may be exercised by the Joint Lead Underwriters and Bookrunners, in consultation with the Issuer, to offer up to an additional Ten Billion Pesos (₱10,000,000,000) worth of Bonds to the investing public, to cover oversubscriptions, if any.

"PAS" means Philippine Accounting Standards.

"Paying Agent" shall refer to PDTC, the party which shall receive the funds from the Issuer for payment of principal, interest and other amounts due on the Bonds and remit the same to the Bondholders based on the records shown in the Registry Book.

"Payment Account" shall refer to the account to be opened and maintained by the Paying Agent with such bank designated by the Issuer and solely managed by the Paying Agent, in trust and for the irrevocable benefit of the Bondholders, into which the Issuer shall deposit the amount of the interest and/or principal payments, including amounts paid for redemption, due on the outstanding Bonds on a relevant date and exclusively used for such purpose, the beneficial ownership of which shall always remain with the Bondholders.

"PDEx" shall refer to the Philippine Dealing & Exchange Corp.

"PDEx Trading System" shall refer to the trading system of the PDEx in which the Bonds are planned to be listed.

"PDTC" shall refer to the Philippine Depository & Trust Corp.

"Permitted Security Interest" means the following:

(a) Security Interests over any asset in favor of an export credit agency securing an amount not more than the amount financed or guaranteed by that export credit agency in connection with the acquisition of that asset;

(b) Security Interests securing any loan or credit accommodation classified by the Manual of Regulations for Banks and Other Financial Intermediaries of the BSP as a loan or credit accommodation made by a bank or a financial institution to its directors, officers, stockholders and their related interests;

(c) Security Interests securing supplier's credit incurred in the ordinary course of business of the borrowing entity;

(d) Security Interests arising in the ordinary course of the trade finance business;

(e) Security Interests disclosed by the Issuer in the Trust Agreement and securing principal amounts outstanding as of the date of the Trust Agreement;

(f) Security Interests over assets purchased, leased or developed in the ordinary course of business to secure payment of the purchase price or cost of leasehold rights of such assets;

(g) Security Interests created for the purpose of paying current taxes, assessments or other governmental charges which are not delinquent or remain payable without any penalty; or the validity of which is contested in good faith by appropriate legal proceedings and adequate reserves having been provided for the payment thereof;

(h) Security Interests to secure: (1) statutory obligations; (2) surety or appeal bonds, (3) bonds for release of attachment, stay of execution or injunction; or (4) performance of bids, tenders, contracts (other than for the repayment of Financial Indebtedness) or leases in the normal course of business;

(i) Security Interests: (1) imposed by law, such as carrier's, warehousemen's and mechanics' liens and other similar liens arising in the ordinary course of business and not material in amount; (2) under the workmen's compensation laws, unemployment insurance, old age pensions or other social security or retirement benefits or similar legislation; or (3) arising out of setoff provisions in other agreements relating to indebtedness;

(j) Security Interests in favor of banks, insurance companies, other financial institutions and Philippine government agencies, departments, authorities, corporations or other juridical entities, which secure a preferential financing obtained by Issuer or its Subsidiaries under a governmental program under which the creation of a security is a prerequisite in order to obtain such financing, and which cover assets which have an aggregate appraised value, determined in accordance with generally accepted accounting principles and practices consistently applied not exceeding 6% of the total assets of the Issuer, as may be applicable, based on the most recent interim financial statements;

(k) Security Interests constituted for the purpose of guaranteeing an affiliate's obligation in connection with any contract or agreement (other than for Financial Indebtedness) that has been assigned to such affiliate by the Issuer, in the ordinary course of business;

(l) Security Interests to be constituted on the assets of a Subsidiary, after the date of Trust Agreement, which are disclosed in writing to the Trustee and the Majority Bondholders to secure loan accommodation wherein the aggregate value of the assets to be subject to the Security Interests permitted by this sub-paragraph (xii) shall not exceed Twenty-Five Million US Dollars (USD25,000,000) or its equivalent in any other currency;

(m) Security Interests created in order to secure (a) Financial Indebtedness, (b) surety bonds and/or (c) bank guarantees arising in relation to the bids and/or contracts that the Issuer and/or a Subsidiary may directly or indirectly tender for or enter into in respect of infrastructure projects of the Philippine government developed under its public-private partnership initiative or government auction of assets of interest or concessions for operation of public utilities and/or infrastructure;

(n) Security Interests created over its cash deposits, short-term cash investments and marketable investment securities in favor of banks and other financial institutions, which secure any borrowed money in connection with a treasury transaction in the ordinary course of business of the Issuer or any Subsidiary, and for the purpose of this paragraph (xiv), a "**treasury transaction**" means any currency, commodity or interest rate purchase, cap or collar agreement, forward rate agreement, future or option contract, swap or other similar agreement, in relation to the Issuer's or Subsidiary's treasury management;

(o) any Security Interests created over or affecting any asset acquired by the Issuer or any Subsidiary after the date of the Trust Agreement, if:

   (i) the Security Interest was not created in contemplation of the acquisition of that asset by the Issuer or such Subsidiary;
   (ii) the principal amount secured has not been increased in contemplation of, or since the acquisition of that asset by the Issuer or such Subsidiary; and
   (iii) the Security Interest is removed or discharged within 6 months of the date of the acquisition of such asset; or

(p) in relation to any instance not covered by paragraphs (a) to (o) above, Security Interests created with the prior consent of the Majority Bondholders.

"Person" means an individual, firm, partnership, limited liability company, joint venture other form of association, trust, corporation, governmental authority, committee, department, authority or anybody, incorporated or unincorporated, whether having distinct legal personality or not.

"Pesos," "₱," and **"Philippine currency"** shall mean the legal currency of the Republic of the Philippines.

"PFRS" shall mean the Philippine Financial Reporting Standards.

"Philippines" shall mean the Republic of the Philippines.

"PhilRatings" shall mean Philippine Rating Services Corporation.

"Prospectus" means this Prospectus and any amendments and supplements hereto for the offer and sale to the public of the Bonds.

"PSE" shall refer to the Philippine Stock Exchange, Inc.

"Record Date" means the two (2) Business Days immediately preceding the relevant Payment Date, which shall be the cut-off date in determining the existing Bondholders entitled to receive interest or principal amount due.

"Registrar" shall refer to the PDTC, being the registrar appointed by the Issuer to maintain the Registry Book pursuant to the Registry and Paying Agency Agreement.

"Registry and Paying Agency Agreement" shall refer to the agreement so titled and dated [•] 2020, and its annexes and attachments, as may be modified supplemented or amended from time to time, and entered into by the Company and the Registrar and Paying Agent in relation to the Bonds.

"Registry Book" shall mean the electronic record of the issuances, sales and transfers of the Bonds to be maintained by the Registrar pursuant to and under the terms of the Registry and Paying Agency Agreement.

"Robinsons Land" or **"RLC"** or the **"Company"** or the **"Issuer"** refers to Robinsons Land Corporation.

"SEC" means the Philippine Securities and Exchange Commission or its successor agency/ies.

"SEC Permit" shall mean the permit to sell issued by the SEC authorizing the Offer to sell, distribute and offer the Bonds to the public.

"Security Interest" means a mortgage, charge, pledge, lien, assignment by way of security hypothecation, trust receipt encumbrance in respect to assets or property or any other agreement or arrangement having a similar effect to the agreements or arrangements enumerated herein.

"Series C Bonds" means the Bonds to be issued by the Issuer with an aggregate principal amount of ₱[•], and in case the Oversubscription Option is exercised, such additional principal amount equivalent to the Bonds as may have been taken up for this series, having a term beginning on the Issue Date and ending three (3) years from the Issue Date (or on [•]), with a fixed interest rate equivalent to [•]% *per annum*.

"Series D Bonds" means the Bonds to be issued by the Issuer with an aggregate principal amount of ₱[•], and in case the Oversubscription Option is exercised, such additional principal amount equivalent to the Bonds as may have been taken up for this series, having a term beginning on the Issue Date and ending five (5) years from the Issue Date (or on [•]), with a fixed interest rate equivalent to [•]% *per annum*.

"SRC" shall mean the Securities Regulation Code of the Philippines.

"SRO" shall mean stock rights offering.

"Subsidiary" shall mean, with respect to RLC, any corporation directly or indirectly controlled by it, whether by way of ownership of at least fifty percent (50%) of the total issued and outstanding voting capital stock of such corporation, or the right to elect at least fifty percent (50%) of the number of directors in such corporation, or the right to control the operation and management of such corporation by reason of contract or other authority granted by said corporation to RLC.

"Tax Code" shall mean the National Internal Revenue Code of 1997, as amended, and its implementing rules and regulations.

“Taxes” shall mean any present or future taxes, including, but not limited to, documentary stamp tax, levies, imposts, filing and other fees or charges imposed by the Republic of the Philippines or any political subdivision or taxing authority thereof, including surcharges, penalties and interests on said taxes, but excluding final withholding tax, gross receipts tax, and taxes on the overall income of the underwriter or of the Bondholders.

“Total Equity” refers to equity attributable to equity holders of the Company and minority interest.

“Trust Agreement” shall refer to the agreement so titled and dated [•] 2020, and its annexes and attachments, as may be modified, supplemented or amended from time to time, and entered into by the Company and the Trustee in relation to the Bonds.

“Trustee” shall refer to Metropolitan Bank and Trust Company-Trust Banking Group, the entity appointed by the Issuer which shall act as the legal title holder of the Bonds and shall monitor compliance and observance of all covenants of and performance by the Issuer of its obligations under the Bonds and enforce all possible remedies pursuant to such mandate.

“Underwriting Agreement” shall refer to the agreement so titled and dated [•] 2020 and its annexes and attachments, as may be modified, supplemented or amended from time to time, and entered by and between the Company and the Joint Lead Underwriters and Bookrunners.

“USD” shall refer to United States Dollars, being the currency of the United States of America.

EXECUTIVE SUMMARY

This summary highlights information contained elsewhere in this Prospectus. The following summary is qualified in its entirety by more detailed information and financial statements, including notes thereto, appearing elsewhere in this Prospectus. Because it is a summary, it does not contain all of the information that a prospective purchaser should consider before investing. Prospective purchasers should read the entire Prospectus carefully, including the section entitled "Risk Factors" and the financial statements and the related notes to those statements included in this Prospectus.

The Company

Robinsons Land Corporation ("RLC" or the "Company" or "Robinsons Land" or the "Issuer") is a stock corporation organized under the laws of the Philippines and has eleven (11) subsidiaries.

The Company's principal executive office is located at Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila.

The Company and its subsidiaries have 2,823 and 2,415 employees as of December 31, 2019 and 2018, respectively.

RLC is one of the Philippines' leading real estate developers in terms of revenues, number of projects and total project size. It is engaged in the construction and operation of lifestyle commercial centers, offices, hotels and industrial facilities; and the development of mixed-use properties, residential buildings, as well as land and residential housing developments, including socialized housing projects located in key cities and other urban areas nationwide. RLC adopts a diversified business model, with both an "investment" component, in which the Company develops, owns and operates commercial real estate projects (principally lifestyle commercial centers, office buildings, hotels and industrial facilities); and a "development" component, in which RLC develops real estate projects for sale (principally residential condominiums, serviced lots, house and lot packages and commercial lots).

RLC's operations are divided into its five (5) business divisions:

- The **Commercial Centers Division** develops, leases and manages lifestyle commercial centers or shopping malls throughout the Philippines. As of December 31, 2019, RLC operates fifty-two (52) shopping malls, comprising of nine (9) malls in Metro Manila and forty-three (43) malls in other urban areas throughout the Philippines, and has another five (5) new malls and two (2) expansion projects in the planning and development stage for completion in the next two (2) years.

- The **Residential Division** develops and sells residential developments for sale/pre-sale. As of December 31, 2019, RLC's Residential Division has seventy-seven (77) residential condominium buildings/towers/housing projects and thirty-nine (39) housing subdivisions, of which ninety (90) have been completed and twenty-six (26) are still ongoing with two (2) projects that are awaiting the receipt of License to Sell (LS). It currently has several projects in various stages for future development that are scheduled for completion in the next one (1) to five (5) years.

- The **Office Buildings Division** develops office buildings for lease. As of December 31, 2019, this division has completed twenty-three (23) office developments, located in Quezon City, Central Business Districts in Pasig City, Makati City and Taguig City, Mandaluyong City, Cebu City, Ilocos Norte, Tarlac City, Naga City and Davao City. It has a robust pipeline consisting of new offices for completion in the next two (2) years.

- The **Hotels and Resorts Division** has a diverse portfolio covering the following brand segments: upscale international deluxe hotels, mid-market boutique city hotels, essential service value hotels, and most recently, the luxury resort category. As of December 31, 2019, RLC operated twenty (20) hotels and resort for a total of 3,129 rooms in strategic metropolitan and urbanized locations consisting of eleven (11) Go Hotels, six (6) Summit Hotels and three (3) international deluxe brands. In 2019, RLC opened two (2) new hotels, namely, Summit Greenhills and Dusit Thani Mactan Cebu Resort, the latter managed by Dusit Thani Company Limited ("Dusit Thani International"). RLC currently has a lineup of developments for the expansion of its portfolio of hotels and resorts.

- The **Industrial and Integrated Developments Division** focuses on mixed-used developments and master planned communities. These developments incorporate different property formats such as residences, work places, commercial centers, logistics facilities and other institutional developments into a single setting. In 2019, this division launched its first 30.6-hectare estate named "Bridgetowne" which connects the cities of Pasig and Quezon. It is also completing the development of its 18-hectare "Sierra Valley" estate in Rizal and "Montclair", a 204-hectare development in Porac, Pampanga. The division shall continue to embark on strategic land bank acquisitions to add to its growing number of township developments. Another key role of this division is the development of industrial facilities. As of December 31, 2019, RLC has two (2) operational industrial facilities with plans to expand in terms of net leasable area and geographic location in the next two (2) years.

RLC was incorporated on June 4, 1980 as the real estate investment arm of JG Summit Holdings Inc. ("JG Summit"), and its shares were offered to the public in an initial public offering and were subsequently listed in the Manila Stock Exchange and Makati Stock Exchange (predecessors of the Philippine Stock Exchange) on October 16, 1989. The Company had a successful follow-on offering of primary and secondary shares in October 2006 where a total of 932.8 million shares were offered to domestic and international investors, generating USD 223 million or ₱10.87 billion in proceeds. Of this amount, approximately ₱5.30 billion was raised from the primary portion, intended to be used to fund its capital expenditure programs for fiscal year 2007. The additional shares were listed on October 4, 2006. JG Summit, RLC's controlling shareholder, owned approximately 60.97% of RLC's outstanding shares as of December 31, 2019.

On November 19, 2010, the Board of Directors approved the increase in the authorized capital stock of RLC from 3.0 billion common shares into 8.2 billion common shares, with a par value of One Peso (₱1.00) per share. In line with the foregoing, the Board of Directors also approved on February 16, 2011 a 1:2 stock rights offering to stockholders of record as of March 30, 2011 (ex-date March 25, 2011). Accordingly, the Company received subscriptions for 1,364,610,228 shares at an offer price of ₱10.00 per share on April 11-15, 2011. The subscription receivables were fully collected in October 2011.

The SEC approved the increase in capital stock on May 17, 2011.

On November 13, 2017, the Board of the Company approved in principle the stock rights offering ("SRO") of up to ₱20.00 billion composed of 1.1 billion common shares, with a par value of One Peso (₱1.00) per share, to all stockholders as of record date January 31, 2018. The Company used the proceeds from the SRO to finance the acquisition of land located in various parts of the country for all its business segments.

The Company obtained the approval of the Board of the Philippine Stock Exchange, Inc. ("PSE") for the listing and trading of the rights shares on January 10, 2018, while the SEC's confirmation of exempt transaction covering the offer was obtained on December 14, 2017. The following were the key dates of the SRO:

- Pricing date – January 24, 2018
- Ex-date – January 26, 2018
- Record date – January 31, 2018
- Offer period – February 2 to 8, 2018
- Listing date – February 15, 2018

The Company successfully completed its ₱20.00 billion SRO of common shares following the close of the offer period on February 8, 2018. A total of 1.1 billion common shares from the SRO were issued at a price of ₱18.20 each. The listing of the shares occurred on February 15, 2018.

On July 31, 2019, the Board of the Company approved the declaration of property dividend of up to 100 million common shares of Altus Property Ventures, Inc. ("APVI") (formerly, Altus San Nicolas Corp.) in favor of the registered shareholders (the "Receiving Shareholders") of Robinsons Land as of August 15, 2019. The SEC approved the property dividend declaration on November 15, 2019 and the Certificate Authorizing Registration was issued by the Bureau of Internal Revenue on December 6, 2019.

The Receiving Shareholders received a ratio of one (1) share of APVI for every fifty-one and 9384/10000 (51.9384) shares of the Company, net of applicable final withholding tax on December 20, 2019. No fractional shares were issued and no shareholder was entitled to any fractional shares.

RLC's remaining interest in APVI after the dividend distribution is 6.11%.

Competitive Strengths

RLC is one of the Philippine's leading property developers with the following core strengths:

1. It has a well-established brand reputation with its many years of operation and a solid track record of completing projects.

2. It has a strategically diversified business portfolio, consisting of 52 lifestyle malls with over 9,000 retail partners, 23 office developments in strategic locations and within central business districts, 20 hotel properties across three (3) brand segments and over 100 vertical and horizontal residential properties nationwide as of December 31, 2019, which provides it with stability in revenue and earnings growth, as well as opportunities to accelerate growth during property up-cycles.

3. It has a healthy financial position with competitive margins and stable returns on equity, strong cash flows and manageable leverage on its solid balance sheet.

4. It has seasoned and experienced leadership both at the Board level, as well as at the operating level.

5. It benefits from its affiliation with the other businesses of JG Summit and the Gokongwei family.

6. It is anchored on the mixed-use developments which provide ample cross-selling and demand stimulating opportunities and arrangements between and among its business divisions.

Strategies

To strengthen its market position as the Philippines' leading property developer, RLC intends to take advantage of its established reputation and brand name and its diversified business model, as well as its strong balance sheet, to invest in further growth for the Company. RLC intends to achieve this objective through the following strategies:

1. Maintain a balanced mix of investment and development properties, to ensure stable and sustainable returns while benefiting from cyclical upswings in the industry.

2. Retain its leading position in the mall industry by capitalizing on the economic and social trends in the Philippines.

3. Capitalize on the growth cycles of the office and residential sectors.

4. Focus on mixed-use/integrated developments to take advantage of synergy between and among its different business formats.

5. Support the growth of its hotel and residential businesses by expanding both market and geographical coverage.

6. Leverage its reputation and strong financial position to grow its business.

7. Formulate new and sustainable business formats to diversify the Company's revenue streams.

Risk Factors and Other Considerations

Before making an investment decision, investors should carefully consider the risks associated with the Company, including:

- Risks related to the Company

- Risks relating to the Philippines

- Risks relating to the Bonds

Please refer to the section entitled "*Risk Factors and Other Considerations*" which, while not intended to be an exhaustive enumeration of all risks, must be considered in connection with the purchase of the Bonds.

Company Information

The registered office of the Company is Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila, Philippines. Its telephone number is (632) 8397-1888 and its corporate website is *www.robinsonsland.com*. The information on the Company's website is not incorporated by reference into and does not constitute part of this Prospectus.

Summary of Financial and Operating Data

The following table sets forth financial and operating information and other data of RLC. Prospective purchasers of the Bonds should read the summary financial data below together with the financial statements and the notes thereto, as well as the section "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" of this Prospectus. The summary financial data for three (3) years ended December 31, 2019, 2018 and 2017 are derived from RLC's audited consolidated financial statements, including the notes thereto, which are included in this Prospectus.

Consolidated Statements of Comprehensive Income

	Years ended December 31		
	2019	2018	2017
REVENUE			
Real Estate Operations			
Rental income	**₱15,420,499,255**	₱13,548,204,208	₱11,581,560,401
Real estate sales	**9,028,944,073**	10,892,384,961	5,973,248,023
Amusement income	**2,151,785,393**	1,972,527,785	1,802,643,181
Others	**1,549,966,856**	1,163,227,782	1,266,492,267
	28,151,195,577	27,576,344,736	20,623,943,872
Hotel Operations	**2,432,639,988**	1,982,137,914	1,892,873,758
	30,583,835,565	29,558,482,650	22,516,817,630
COSTS			
Real Estate Operations			
Cost of rental services	**5,363,923,175**	5,072,692,446	4,499,595,017
Cost of real estate sales	**4,235,325,163**	4,931,427,825	3,143,037,387
Cost of amusement services	**956,468,868**	906,006,116	820,824,802
Others	**1,558,840,833**	1,201,585,102	812,417,065
	12,114,558,039	12,111,711,489	9,275,874,271
Hotel Operations	**2,089,588,261**	1,556,880,775	1,350,512,369
	14,204,146,300	13,668,592,264	10,626,386,640
	16,379,689,265	15,889,890,386	11,890,430,990
GENERAL AND ADMINISTRATIVE EXPENSES	**4,096,793,400**	3,996,352,869	3,328,016,547
OPERATING INCOME	**12,282,895,865**	11,893,537,517	8,562,414,443
OTHER INCOME (LOSSES)			
Interest income	**287,417,657**	156,969,192	36,809,915
Gain on sale of property and equipment	**560,459**	3,361,606	–
Gain from insurance claims	–	22,985,311	28,397,634
Gain (loss) on foreign exchange	**1,017,983**	2,290,232	(14,019,285)
Loss on deconsolidation	**(12,284,783)**	–	–
Interest expense	**(1,052,823,418)**	(836,112,262)	(778,194,869)
	(776,112,102)	(650,505,921)	(727,006,605)
INCOME BEFORE INCOME TAX	**11,506,783,763**	11,243,031,596	7,835,407,838
PROVISION FOR INCOME TAX	**2,814,174,005**	3,019,067,011	1,950,969,881
NET INCOME	**8,692,609,758**	8,223,964,585	5,884,437,957
OTHER COMPREHENSIVE INCOME (LOSS)			
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods			
Cumulative translation adjustment	**(33,541,621)**	(565,483)	39,079,980
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods			
Remeasurement of net defined benefit liability	**50,628,481**	39,319,717	96,533,340
Fair value reserve of financial assets at FVOCI	**98,843,664**	(9,064,944)	–
Income tax effect	**(44,841,643)**	(9,076,432)	(28,960,002)
	104,630,502	21,178,341	67,573,338
Total Other Comprehensive Income	**71,088,881**	20,612,858	106,653,318
TOTAL COMPREHENSIVE INCOME	**₱8,763,698,639**	₱8,244,577,443	₱5,991,091,275

Consolidated Statements of Financial Position

	December 31		
	2019	2018	2017
ASSETS			
Current Assets			
Cash and cash equivalents	**₱7,060,438,523**	₱2,543,840,827	₱2,075,454,523
Receivables	**3,146,968,482**	2,572,371,888	5,565,058,271
Subdivision land, condominium and residential units for sale	**36,062,897,387**	31,464,454,298	28,854,049,360
Contract assets	**3,007,038,670**	4,642,475,062	-
Other current assets	**7,501,779,810**	11,736,262,913	4,247,739,095
Total Current Assets	**56,779,122,872**	52,959,404,988	40,742,301,249
Noncurrent Assets			
Noncurrent receivables	**3,677,362,062**	1,756,064,862	3,775,948,572
Noncurrent contract assets	**7,843,135,383**	6,121,887,223	-
Investment properties	**103,799,140,203**	99,317,095,827	92,153,768,070
Property and equipment	**8,896,623,535**	7,844,144,072	6,692,358,405
Investments in joint ventures	**2,350,181,648**	1,383,353,670	-
Right-of-use assets	**1,171,733,998**	–	-
Other noncurrent assets	**5,133,910,060**	4,776,209,643	4,762,171,506
Total Noncurrent Assets	**132,872,086,889**	121,198,755,297	107,384,246,553
	₱189,651,209,761	₱174,158,160,285	₱148,126,547,802
LIABILITIES AND EQUITY			
Current Liabilities			
Short-term loans	**₱8,491,700,000**	₱896,700,000	₱15,693,400,000
Accounts payable and accrued expenses	**14,391,060,544**	14,324,566,708	13,883,446,747
Contract liabilities	**14,184,663,585**	12,931,513,843	-
Deposits and other current liabilities	**3,091,851,056**	2,904,239,770	3,783,534,816
Income tax payable	**1,030,917,681**	1,037,345,923	539,028,037
Current portion of loans payable	**155,000,000**	15,000,000	15,000,000
Total Current Liabilities	**41,345,192,866**	32,109,366,244	33,914,409,600
Noncurrent Liabilities			
Loans payable - net of current portion	**34,560,272,176**	36,473,539,001	35,646,162,154
Deferred tax liabilities - net	**4,368,107,776**	3,580,648,835	2,865,190,187
Noncurrent contract liabilities	**2,958,482,166**	2,378,690,953	-
Deposits and other noncurrent liabilities	**6,341,484,299**	5,696,198,747	8,328,168,101
Total Noncurrent Liabilities	**48,228,346,417**	48,129,077,536	46,839,520,442
Total Liabilities	**₱89,573,539,283**	₱80,238,443,780	₱80,753,930,042
Equity			
Equity attributable to equity holders of the Parent Company			
Capital stock	**₱5,193,830,685**	₱5,193,830,685	₱4,111,528,685
Additional paid-in capital	**39,041,328,236**	39,041,328,236	20,392,532,781
Treasury Stock	**–**	-	(221,834,657)
Other equity reserve	**–**	(87,597,873)	(87,597,873)
Other comprehensive income:			
Remeasurement of net defined benefit liability - net of tax	**(9,766,232)**	(36,195,795)	(63,719,597)
Fair value reserve of financial assets at FVOCI - net of tax	**86,835,269**	8,822,352	-
Cumulative translation adjustment	**41,302,360**	74,843,981	75,409,464
Retained earnings			
Unappropriated	**28,155,279,155**	22,315,570,513	18,385,021,808
Appropriated	**27,000,000,000**	27,000,000,000	24,500,000,000
	99,508,809,473	93,510,602,099	67,091,340,611
Non-controlling interest	**568,861,005**	409,114,406	281,277,149
Total Equity	**100,077,670,478**	93,919,716,505	67,372,617,760
	₱189,651,209,761	₱174,158,160,285	₱148,126,547,802

Summary of Consolidated Statements of Cash Flows

	Years Ended December 31		
	2019	2018	2017
Net cash flows provided by operating activities	**₱18,130,230,953**	₱13,290,007,948	₱14,398,844,383
Net cash flows used in investing activities	**(15,658,603,768)**	(17,232,445,256)	(24,455,224,823)
Net cash flows provided by financing activities	**2,044,970,511**	4,410,823,612	10,695,624,386
NET INCREASE IN CASH AND CASH EQUIVALENTS	**4,516,597,696**	468,386,304	639,243,946
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**2,543,840,827**	2,075,454,523	1,436,210,577
CASH AND CASH EQUIVALENTS AT END OF YEAR	**₱7,060,438,523**	₱2,543,840,827	₱2,075,454,523

Key Performance Indicators[1]

	2019	2018	2017
Gross revenues	₱30.58 billion	₱29.56 billion	₱22.52 billion
EBIT	₱12.28 billion	₱11.89 billion	₱8.56 billion
EBITDA	₱17.25 billion	₱16.35 billion	₱12.48 billion
Net income	₱8.69 billion	₱8.22 billion	₱5.88 billion
Earnings per share[2]	₱1.67	₱1.62	₱1.44
Net book value per share[3]	₱19.16	₱18.00	₱16.39
Current ratio[4]	1.37:1	1.65:1	1.20:1
Debt-to-equity ratio[5]	0.44:1	0.40:1	0.77:1
Interest coverage ratio[6]	6.98:1	6.72:1	4.72:1
Asset to equity ratio[7]	1.90:1	1.85:1	2.20:1
Operating margin ratio[8]	0.40:1	0.40:1	0.38:1

Notes:

[1] *Key Performance Indicators for the fiscal years ended December 2019, 2018 and 2017 are audited.*

[2] *Earnings per share is computed as net income divided by total common shares outstanding*

[3] *Net book value per share is computed as total equity divided by total common shares outstanding*

[4] *Current Ratio is computed as current assets divided by current liabilities. In computing for the current ratio, current assets include cash and cash equivalents, current receivables, subdivision land, condominium and residential units for sale, current contract assets and other current assets while current liabilities include accounts payable and accrued expenses, short-term loans, income tax payable, current portion of loans payable, current contract liabilities and current deposits and other liabilities. Determination of current accounts is based on their maturity profile of relevant assets and liabilities.*

[5] *Debt-to-Equity Ratio is computed as the ratio of financial indebtedness (which for the applicable periods is equivalent to loans payable gross of debt issue cost and short-term loans) to equity attributable to equity holders of the parent Company.*

[6] *Interest Coverage Ratio is computed as operating income over interest expensed and capitalized.*

[7] *Asset to Equity Ratio is computed as total assets over total equity.*

[8] *Operating Margin Ratio is computed as operating income over total revenues.*

SUMMARY OF THE OFFER

The following summary should be read as an introduction to, and is qualified in its entirety by reference to, the more detailed information appearing elsewhere in the Prospectus, including, but not limited to, the discussion on the "Description of the Bonds" and "Plan of Distribution." This overview may not contain all of the information that prospective investors should consider before deciding to invest in the Bonds. Accordingly, any decision by a prospective investor to invest in the Bonds should be based on a consideration of the Prospectus and the Bond Agreements as a whole.

Issuer............................	Robinsons Land Corporation ("RLC")
Instrument.....................	Fixed rate bonds (the "Bonds") constituting the direct, unconditional, unsecured and unsubordinated Peso-denominated obligations of RLC.
Offer Size	Up to Ten Billion Pesos (₱10,000,000,000.00)
Oversubscription Option	In the event of oversubscription, the Joint Lead Underwriters and Bookrunners, in consultation with the Issuer, shall have the option to increase the Offer Size by up to Ten Billion Pesos (₱10,000,000,000)
The Offer	The Bonds will be issued in two (2) series, at the discretion of the Issuer: • Series C Bonds due 2023; and • Series D Bonds due 2025 The Issuer has the discretion to change the Offer Size, allocate the Offer Size between the Series C Bonds and Series D Bonds based on the bookbuilding process, and may opt to allocate the entire Offer Size in one (1) series only.
Manner of Distribution…	Public offering in the Philippines to eligible Bondholders
Use of Proceeds	Proceeds of the Offer shall be used to: (i) partially fund the capital expenditure budget of the Company for calendar years 2020 and 2021; (ii) repay short-term loans maturing in the second half of calendar year 2020; and (iii) fund general corporate purposes, including but not limited to, working capital. For a more detailed discussion on the Use of Proceeds, please refer to the section on "Use of Proceeds".
Form and Denomination of the Bonds	The Bonds shall be issued in scripless form in minimum denominations of ₱50,000 each and in integral multiples of ₱10,000 thereafter, and traded in denominations of ₱10,000 in the secondary market.

Issue Price	The Bonds shall be issued at 100% of principal amount or face value
Offer Period....................	The Offer shall commence at 9:00 am on [•], 2020 and end at 5:00 pm on [•], 2020, or on such other date as the Issuer and the Joint Lead Underwriters and Bookrunners may agree upon.
Issue Date	[•], 2020 or such other date as may be agreed upon by the Issuer and the Joint Lead Underwriters and Bookrunners with advice to PDTC and PDEx.
Maturity Date	For Series C Bonds: [•], 2023 or the 3rd anniversary of the Issue Date For Series D Bonds: [•], 2025 or the 5th anniversary of the Issue Date provided that, in the event that such Maturity Date falls on a day that is not a Business Day, the Maturity Date shall be the immediately succeeding Business Day, without adjustment to the amount of interest and principal to be paid.
Interest Rate	For Series C Bonds: [•]% per annum For Series D Bonds: [•]% per annum
Interest Payment Dates and Interest Payment Computation………….....	Interest on the Bonds shall be calculated on a 30/360-day count basis and shall be paid semi-annually in arrears commencing on [•] for the first Interest Payment Date, and on [•] and [•] of each year for each subsequent Interest Payment Date while the Bonds are outstanding (each, an “Interest Payment Date”). If the Interest Payment Date is not a Business Day, interest will be paid on the next succeeding Business Day, without any adjustment to the amount of interest to be paid. The last Interest Payment Date shall fall on the Maturity Date, or the immediately succeeding Business Day if such date is not a Business Day, without any adjustment to the amount due.
Final Redemption………	The Bonds shall be redeemed at 100% of face value (the “Final Redemption Amount”) on their respective Maturity Dates. In the event the relevant Maturity Date is not a Business Day, payment of all amounts due on such date will be made by the Issuer through the Paying Agent, without adjustment for accrued interest and Final Redemption Amount, on the succeeding Business Day.
Redemption for Taxation Reasons…………………	If payments under the Bonds become subject to additional or increased taxes, other than the taxes and rates of such taxes prevailing on the Issue Date as a result of certain changes in law, rule or regulation or in the interpretation thereof, and such additional or increased rate of such tax cannot be avoided by use of reasonable measures available to the Issuer, the Issuer may redeem the Bonds in whole, but not in part, on any Interest Payment Date (having given not more than sixty (60) days’ nor less than fifteen (15) days’ prior written notice to the Trustee,

	the Registrar and the Paying Agent) at 100% of the face value and paid together with the accrued interest thereon computed up to the date when the Bonds shall be redeemed earlier than its Maturity Date, subject to the requirements of applicable law.
Redemption by Reason of Change in Law or Circumstance…………..	Upon the occurrence of a Change in Law or Circumstance, the Issuer may redeem the Bonds in whole, but not in part, having given not more than sixty (60) days' nor less than fifteen (15) days' written notice to the Trustee, the Registrar and the Paying Agent, at 100% of the face value and paid together with the accrued interest thereon up to the date when the Bonds shall be redeemed earlier than its maturity date, subject to the requirements of applicable law.
Status of the Bonds……	The Bonds shall constitute the direct, unconditional, unsubordinated, and unsecured obligations of the Issuer and shall at all times rank *pari passu* and ratably without any preference or priority among themselves and at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Issuer, other than obligations preferred by law, and preferred claims under any bankruptcy, insolvency, reorganization, moratorium, liquidation or other similar laws affecting the enforcement of creditors' rights generally and by general principles of equity (but not the preference or priority established by Article 2244(14)(a) of the Civil Code of the Philippines).
Listing……………………	The Issuer will list the Bonds on the Philippine Dealing & Exchange Corp. ("PDEx") on the Issue Date.
Purchase and Cancellation…………….	The Issuer may purchase the Bonds at any time in the open market or by tender or by contract at market price, in accordance with PDEx rules, as may be amended from time to time, without any obligation to make pro-rata purchases from all Bondholders. Bonds so purchased shall be redeemed and cancelled and may not be re-issued. Upon listing of the Bonds on PDEx, the Issuer shall disclose any such transactions in accordance with the applicable PDEx disclosure rules.
Bond Rating…………….	The Bonds have been rated PRS [•] by the Philippine Rating Services Corporation ("PhilRatings") on [•]. The rating is subject to regular annual reviews, or more frequently as market developments may dictate, while the Bonds are outstanding.
Transfer of the Bonds…	Trading of the Bonds will be coursed through a PDEx Trading Participant subject to the applicable PDEx rules and conventions. Trading, transfer and/or settlement of the Bonds shall be performed in accordance with the PDTC rules and procedures to be set by the Issuer and the Registrar. Upon any assignment of the Bonds, title to the Bonds will pass by recording of the transfer from the transferor to the transferee in

	the Registry Book to be maintained by the Registrar.
Joint Lead Underwriters and Bookrunners………	BDO Capital & Investment Corporation BPI Capital Corporation China Bank Capital Corporation First Metro Investment Corporation Standard Chartered Bank
Registrar and Paying Agent……………………	Philippine Depository & Trust Corp.
Trustee………………….	Metropolitan Bank and Trust Company-Trust Banking Group
Counsel to the Issuer….	Fernandez-Estavillo Cruz Rogero Gancayco & Associates
Counsel to the Joint Lead Underwriters and Bookrunners……………	Romulo Mabanta Buenaventura Sayoc & De Los Angeles
Governing Law…………	Philippine Law
Indicative Timetable…...	[•], 2020 — Interest Rate Setting [•] to [•], 2020 — Public Offer Period [•], 2020 — Settlement, Issue and Listing

RISK FACTORS AND OTHER CONSIDERATIONS

General Risk Warning

- *The price of securities can and does fluctuate, and any individual security may experience upward or downward movements, and may even become valueless. There is an inherent risk that losses may be incurred rather than profit made as a result of buying and selling securities.*
- *Past performance is not a guide to future performance.*
- *There is an extra risk of losing money when securities are issued by smaller companies. There may be a big difference between the buying price and the selling price of these securities.*
- *An investor deals in a range of investments each of which may carry a different level of risk.*

Prudence Required

The risk disclosure does not purport to disclose all the risks and other significant aspects of investing in these securities. An investor should undertake its, his or her own research and study on the trading of securities before commencing any trading activity. Investors may request information on the securities and Issuer thereof from the SEC, which are available to the public.

Professional Advice

An investor should seek professional advice if he or she is uncertain of, or has not understood, any aspect of the securities to invest in or the nature of risks involved in trading of securities specially those of high risk securities.

Risk Factors

An investment in the Bonds described in this Prospectus involves a certain degree of risk. A prospective purchaser of the Bonds should carefully consider the following factors, in addition to the other information contained in this Prospectus, in deciding whether to invest in the Bonds. This Prospectus contains forward-looking statements that involve risks and uncertainties. Robinsons Land adopts what it considers conservative financial and operational controls and policies to manage its business risks. Robinsons Land's actual results may differ significantly from the results discussed in the forward-looking statements. See section "Forward-Looking Statements" of this Prospectus. Factors that might cause such differences, thereby making the offering speculative or risky, may be summarized into those that pertain to the business and operations of Robinsons Land, in particular, and those that pertain to the over-all political, economic, and business environment, in general. These risk factors and the manner by which these risks shall be managed are presented below. RLC has enumerated these risk factors in what it believes to be the order of importance to RLC's business and operations at this time.

There are a number of risks and uncertainties which could affect RLC's business and results of operations. These include, but may not be limited to:

Risks related to the Company

RLC is highly dependent on the state of the Philippine economy and the Philippine property market.

The Company derives substantially all of its revenue and operating profits from its property investment and development activities in the Philippines. Demand for, and prevailing prices of, shopping mall and office leases, and the performance of the Philippine hotel business are directly related to the strength of the Philippine economy and the overall levels of business activity in the Philippines.

The Company's Commercial Centers Division is also directly affected by social trends, changing spending patterns and consumer sentiment in the Philippines, which are in turn heavily influenced by economic, political and security conditions in the Philippines. On the development side of the Company's business, the Philippine property market is cyclical and property values are affected by supply of and demand for comparable properties, the rate of economic growth, and political developments in the country. The Company is also reliant on business from overseas Filipino workers and expatriate Filipinos, which contribute to the demand for its projects in the residential buildings and housing and land development divisions. This also exposes the Company to the performance of specific economies in which these concentrated groups of potential customers are located, including the United States of America, Italy and Saudi Arabia. The demand for new residential housing projects in the Philippines, in particular, has also fluctuated in the past as a result of prevailing economic conditions (including overall growth levels and interest rates), the political and security situation in the Philippines, and other related factors.

Considerable economic and political uncertainties currently exist in the Philippines that could have adverse effects on consumer spending habits, construction costs, availability of labor and materials and other factors affecting the Company and its businesses. Significant expenditures associated with investment in real estate, such as real estate taxes, maintenance costs and debt payments, generally cannot be correspondingly reduced if changes in the Philippine property market or the Philippine economy cause a decrease in revenues from the Company's properties. Because of RLC's business concentration in the Philippines, reduced levels of economic growth, adverse changes in the country's political or security situation, and weaker performance of the country's property development market generally could materially adversely affect RLC's profitability.

Hotel occupancy trends in the Philippines are affected by a variety of factors, including the general levels of business and tourist travel to the Philippines, which are in turn influenced by general political and economic conditions within the country. The hotel business in the Philippines has suffered from time to time as the country faced political uncertainty, and heightened security concerns over terrorist activities and disruptions in the overall peace and order situation. The foregoing have also inhibited overall business activity in the country.

While the past few years in general, have shown modest but steady growth in both occupancy and revenues for the hotel industry (driven by a generally favorable business and social climate in the country and the destination marketing of the government's Department of Tourism ("DOT"), which has given boost to both foreign and domestic tourist arrivals and spending), there can be no assurance that this trend will continue in the future as there is always the potential for adverse developments in the general domestic political situation which could negatively affect the Philippine tourism industry, in general, and its hotel industry, in particular.

In addition, the strength of the Philippine economy is influenced and affected by global factors, including the performance of other world and regional economies, and the global economy, in general. Any change in the health and performance of other national economies, in particular, that of the United States of America, and/or the global economy, could adversely affect the Philippine economy and the Company's business.

To mitigate this risk, RLC has, among other strategies, adopted a diversified business model with both an "investment" component and a "development" component. This broad business footprint provides RLC with a diversified earnings base. The "investment" component of the Company's business, principally its lifestyle commercial centers, office buildings, hotels and industrial facilities, provides the Company with steady, relatively predictable earnings and cash flow even during down-cycles in the property industry. On the other hand, the "development" component of the business, principally the residential condominiums and housing and land developments, capitalizes on the growth cycle of the residential sector. For further discussion of RLC's strategies, please refer to the section *"Description of Business – Corporate Strategy"* of this Prospectus.

Significant competition in the markets in which the Company operates could have an adverse effect on the Company's business.

RLC operates in a highly competitive industry. The Company's future growth and development is dependent, in large part, on the availability of large tracts of land suitable for development. As the Company and its competitors attempt to locate sites for development, it may become more difficult to locate parcels of suitable size in locations and at prices acceptable to the Company, particularly in Metro Manila and other urban areas. To the extent that the Company is unable to acquire suitable land at acceptable prices, its growth prospects could be limited and its business and results of operations could be adversely affected.

A number of other commercial center and residential developers and real estate services companies, some with greater financial and other resources and more attractive land banks than the Company, compete with RLC in various aspects of its business. Competition from other real estate developers and real estate services companies may adversely affect RLC's ability to develop and sell its properties, or attract and retain tenants, and continued development by these and other market participants could result in saturation of the market for real estate, and in particular shopping malls. However, Robinsons Land believes that, at present, there is no single real estate developer that has a significant presence in all sectors of the property market.

RLC has mitigated the market risks it faces through carefully planned projects, innovation and clear product differentiation. RLC is the pioneer of fully integrated mixed-use developments in the Philippines, which provide ample cross-selling and demand stimulating opportunities and arrangements between and among its business divisions. RLC also remains confident that it can compete effectively on the basis of its well-established brand reputation with its many years of operation and a solid track record of completing projects on time and on specification. For further discussion of RLC's strengths and strategies, please refer to the sections on *"Description of Business – Competitive Strengths" and "Description of Business - Corporate Strategy"* of this Prospectus.

The Company is exposed to reputational risks if it does not complete projects on time.

The Company is heavily reliant on its brand name and reputation in its property development business. If the Company experiences any particular difficulties with respect to any of its projects, including construction or infrastructure failures, design flaws, significant project delays, and quality control issues or otherwise, this could have a negative effect on the Company's reputation and make it more difficult to attract new customers to its other development projects. The Company cannot provide any assurance that such events will not occur in a manner that would adversely affect its results of operations or financial condition.

The performance of RLC's businesses could be affected by a number of factors, including:

- The national and international economic climate
- Trends in the retail industry
- Changes in laws and governmental regulations in relation to real estate
- Increased operating costs
- The inability to collect rent due to bankruptcy of tenants or otherwise
- Competition for tenants
- Changes in market rental rates
- The need to renovate, repair and re-let space and the costs thereof
- The quality and strategy of management
- The ability of RLC to provide adequate maintenance and insurance

RLC believes that one of its competitive strengths is that it has, over the years, developed a reputation for the quality of its projects and amenities, reliability in delivering projects on time, its convenient locations and affordability of its projects. RLC also has an experienced management team with a proven ability to execute the Company's business plan and achieve results. The Company believes that the market experience and knowledge that these key members of management possess and the business relationships they have developed with industry players and customers have been an integral part of the Company's success in the past and will be a driving force for its success in the future. RLC also benefits from its affiliation with the other businesses of JG Summit and Robinsons Retail Holdings, Inc. Aside from comprising the bulk of RLC's anchor tenants, the JG Summit group and its related companies provide RLC with experience and market data that help assess consumer spending and behavior patterns, and other important business information. For further discussion on RLC's strengths, please refer to the section *"Description of Business – Competitive Strengths"* of this Prospectus.

Developments in e-commerce and consumer technology could materially disrupt the Company's operations.

With the advent of technology, the real estate industry could face major disruption with investments pouring into e-commerce and AI-powered consumer technologies. As consumers grow accustomed to the on-demand, tech-based environment, it will be an expectation, not a perk, that real estate companies follow suit.

This tech push has transformed consumer behavior and the spending pattern of customers. E-commerce has commoditized most moderately-priced goods; and consumers can simply purchase or pay their bills online at sometimes much cheaper prices at the convenience of their homes. This rules out a lot of retailers who are major business partners of real estate companies.

As a real estate company, the Company must therefore, rethink its traditional tenant mix to identify those brick-and-mortar retailers who can sell against online retail. Real estate companies must also look for ways to converge clicks with bricks by exploring and capitalizing on other retail channels.

To mitigate this risk, the Company's offerings have evolved to more lifestyle-centric choices to better serve its customers especially in its mall business. It also keeps abreast with technology and platforms that can be used to understand the customer journey and interpret relevant data to form informative insights.

The occurrence of natural or other catastrophes, or severe weather conditions, may materially disrupt RLC's operations.

The Philippines has experienced a number of major natural catastrophes over the years, including typhoons, floods, droughts, volcanic eruptions and earthquakes. Recently, on January 12, 2020, Taal Volcano erupted causing ash falls and earthquakes in Southern Luzon, some parts of Central Luzon and Pangasinan in Ilocos Region, including Metro Manila. The Philippine Institute of Volcanology and Seismology ("PHIVOLCS") issued an Alert Level 4, which means a hazardous explosive eruption may happen at any given moment. The explosion resulted to the suspension of classes, work schedules, and flights. On January 26, 2020, PHIVOLCS downgraded the classification to Alert Level 3, which means a decreased tendency towards hazardous eruption. The danger zone was likewise reduced from a 14-kilometer radius from the volcano's main crater, to a 7-kilometer radius. On February 14, 2020, PHIVOLCS further downgraded the classification to Alert Level 2, which means that there was a decreased unrest of the Taal Volcano given the less frequent volcanic earthquake activity, stabilizing ground deformation and weak steam and gas emissions at the main crater.

There can be no assurance that the occurrence of such natural catastrophes will not materially disrupt RLC's businesses, financial condition and results of operations. These factors, which are not within the Company's control, could potentially have significant effects on the Company's projects, many of which are large, complex buildings that are susceptible to structural damage and failure.

RLC maintains comprehensive insurance policies against catastrophic perils including but not limited to typhoon, fire, flood and earthquake to cover its developments against loss from property damage and business interruption based on declared values for each project and location and on probable maximum loss scenarios. However, there can be no assurance that the Company will be adequately compensated for all damages and economic losses resulting from such natural or other catastrophes. RLC endeavors to mitigate this risk by keeping its properties and business in good working condition, insured to their full insurable value with financially sound and reputable insurers against loss or damage in such manner and to the same extent as customary for a business of the same character.

Robinsons Land's business is affected by regulation in the Philippines.

Robinsons Land operates a material part of its business in a regulated environment. Robinsons Land is subject to numerous environmental laws and regulations relating to the protection of the environment and human health and safety. These include laws and regulations governing air emissions, water and waste water discharges, odor emissions, and the management of, disposal of and exposure to hazardous materials.

In general, developers of real estate projects are required to submit project descriptions to regional offices of the Philippine Department of Environment and Natural Resources ("DENR"). For environmentally-sensitive projects or at the discretion of the regional office of the DENR, a detailed Environmental Impact Assessment may be required and the developer will be required to obtain an Environmental Compliance Certificate to certify that the project will not have an unacceptable environmental impact. There can be no assurance that current environmental laws and regulations applicable to the Company will not increase the costs of operating its facilities above currently projected levels or require future capital expenditures. In addition, RLC cannot predict what environmental, health, safety or other legislation or regulations will be amended or enacted in the future, how existing or future laws or regulations will be enforced, administered or interpreted, or the amount of future expenditures that may be required to comply with these environmental laws or regulations or to respond to environmental claims. See "*Regulatory and Environmental Matters*." The introduction or inconsistent application of or changes in laws and regulations applicable to RLC's business could have a material adverse effect on its business, financial condition and results of operations.

In addition, delays or other possible complications in obtaining the required regulatory and environmental permits could have a material adverse effect on RLC's business, financial condition and results of operations.

To mitigate this risk, Robinsons Land keeps itself abreast of the latest compliance requirements as well as the latest technologies that enable it to implement existing sanitation, environment and safety laws, and other regulations at cost-efficient means, a strategy which has earned RLC recognitions and awards from local organizations. For further discussion of the regulatory and environmental matters, and applicable government approvals and permits, please refer to the sections *"Description of Business – Regulatory and Environmental Matters" and "Description of Business – Government Approvals and Permits"* of this Prospectus.

Robinsons Land's leverage creates a number of operating risks and might affect its ability to repay the Bonds.

The increase in debt of Robinsons Land could have certain adverse consequences. For example, it could:

- reduce Robinsons Land's ability to service its existing debt obligations, including the Bonds;
- affect Robinsons Land's ability to obtain additional financing for working capital, capital expenditures, debt service and other purposes;
- require Robinsons Land to divert a substantial portion of its cash flow from operations to debt service;
- affect Robinsons Land's flexibility in reacting to and taking advantage of developments and opportunities in the Philippine economy, the Philippine property development industry and its business; or
- place Robinsons Land at a competitive disadvantage to its competitors that have less debt.

Robinsons Land's ability to refinance or repay its debt depends on its successful financial and operating performance, which will be affected by a number of factors, many of which are beyond its control. If Robinsons Land is unable to refinance its debt, obtain necessary waivers or obtain new financing under these circumstances, Robinsons Land would have to consider various other financing options such as sale of assets, procurement of additional capital and other options available to Robinsons Land under applicable law. Robinsons Land might also have to modify, delay, or abandon its development and expansion plans. See sections "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" and "*Description of Certain Other Debt*" of this Prospectus.

RLC manages this risk by maintaining a strong financial position and a balanced mix of investment and development businesses, which provides RLC with stability in revenue and earnings. RLC maintains a conservative level of outstanding indebtedness, and has not defaulted in any of its debt obligations. It shall continue its strategy of compliance with its debt obligations by adopting the necessary internal controls in financial management and adopting good corporate governance policies that will ensure that transactions do not violate debt covenants.

Robinsons Land is subject to certain debt covenants.

The Bond Agreements and agreements for certain debts of Robinsons Land contain covenants that limit its ability to, among other things:

- incur additional long-term debt to the extent that such additional indebtedness results in a breach of a required financial ratio;
- materially change its nature of business;
- merge, consolidate, or dispose of substantially all its assets; and
- encumber, mortgage or pledge some of its assets.

Complying with these covenants may cause Robinsons Land to take actions that it otherwise would not take or not take actions that it otherwise would take. Robinsons Land's failure to comply with these covenants would cause a default, which, if not waived, could result in the debt becoming immediately due and payable. In this event, Robinsons Land may not be able to repay or refinance such debt on terms that are acceptable to Robinsons Land or at all. See sections "*Management's Discussion and Analysis of Financial Condition and Results of Operations*," "*Description of Certain Other Debt*," and "*Description of the Bonds*" of this Prospectus.

Robinsons Land has historically taken a prudent stance in managing its debt obligations by ensuring that any corporate act, whether or not performed in the ordinary course of business, does not violate any existing debt covenants. In the event that any significant corporate act or business transaction is seen to potentially affect its debt covenants that would lead to accelerating the payment of existing debt, Robinsons Land shall endeavor to obtain the necessary waivers in accordance with relevant debt agreements.

The occurrence of certain events of default under Robinsons Land's other debt could affect Robinsons Land’s ability to repay the Bonds.

A significant portion of the debt of Robinsons Land contains terms which allow a lender to accelerate Robinsons Land’s debt if any event or change in circumstances occurs which, in the sole opinion of such lender, would materially impair Robinsons Land's ability to repay its debt. If any amount outstanding were to be accelerated, it could potentially trigger a cross-default under substantially all of the Company’s debt. In which case, it may not be able to perform its payment obligations under the Bonds.

Robinsons Land has not defaulted in any of its debt obligations. It shall continue to comply with its debt obligations by adopting the necessary internal controls in financial management and adopting good corporate governance policies that will ensure that transactions do not violate debt covenants.

Risks related to the Philippines

Substantially all of the Company’s operations and assets are based in the Philippines hence a slowdown in Philippine economic growth could adversely affect the Company’s business.

Substantially all of the Company’s business operations and assets are located in the Philippines. As a result, RLC’s income and the results of its operations are generally influenced by the performance of the Philippine economy. The Philippines has experienced periods of slow or negative growth, high inflation, significant devaluation of the Peso and debt restructuring, and has been significantly affected by economic volatilities in the Asia-Pacific region.

There is still some uncertainty as to the economic prognosis in the US and in Europe, as well as the global economy in general, which could cause economic conditions in the Philippines to deteriorate.

Any downturn in the Philippine economy may negatively impact the general business conditions in the Philippines, which may materially or adversely affect the Company’s operations, profitability and financial condition.

A domestic asset price bubble could adversely affect the Company's business.

One of the risks inherent in any real estate property market is the possibility of an asset price bubble. This occurs when there is a gross imbalance between the supply and demand in the property market, causing an unusual increase in asset prices, followed by a drastic drop in prices when the bubble bursts. In the Philippines, the growth of the real estate sector is mainly driven by low interest rates, robust remittances from Overseas Filipino Workers, and the fast-growing Business Process Outsourcing sector which is vulnerable to global economic changes.

The Company believes that the Philippine property sector is adequately protected against a domestic asset price bubble burst. The country has a very young demographic profile benefitting from rising disposable income. It likewise has one of the fastest growing emerging economies, registering Gross Domestic Product growth rates of 6.7% in 2017, 6.2% in 2018 and 5.9% in 2019, and the growth in the property sector is largely supported by infrastructure investments from both the public and private sectors and strong macroeconomic fundamentals. In addition, the *Bangko Sentral ng Pilipinas* has put in place prudential fiscal measures to safeguard the health of the local financial system.

There can be no assurance, however, that the Philippines will achieve strong economic fundamentals in the future. Changes in the conditions of the Philippine economy could materially and adversely affect the Company's business, financial condition and results of operations. To mitigate the risk, the Company shall continue to strengthen its diversified and well-balanced business portfolio by fortifying its resilient leasing businesses which provide strong recurring cash flows and revenue, by expanding residential products to cater to the demand of property buyers from various segments of the market, and by innovating new business formats that will propel the Company forward towards a more sustainable growth.

The Company's business operations and financial condition may be adversely affected by any political instability in the Philippines.

The Philippines has from time to time experienced political and military instability. The Philippine Constitution provides that in times of national emergency, when the public interest so requires, the Government may take over and direct the operation of any privately-owned public utility or business. In the last few years, there has been political instability in the Philippines, including public and military protests arising from alleged misconduct by the previous administration.

In June 2016, the Philippines elected a new chief executive, President Rodrigo Duterte. Since he assumed office, President Duterte's administration has demonstrated commitment in implementing fiscal, monetary and trade policies that are consistent with the pursuit of rapid, broad-based economic growth. Among others, the administration is embarking on progressive tax reform and an ambitious infrastructure development agenda. However, perceptions over human rights and geopolitical issues may affect the overall sentiment on the Philippines and the business environment.

The 8-point agenda of the new administration has not been fully implemented, the focus being more oriented towards "war against drugs and corruption" in the country.

The administration budget for 2018 provides a higher allocation to implement an infrastructure program which would cover both government-funded and PPP projects within the next two (2) to three (3) years.

The Permanent Court of Arbitration under the United Nations Convention on the Law of the Sea has issued a sweeping verdict in favor of the Philippines in its case against China's territorial claims in the South China Sea. China has strongly condemned the verdict and tensions still continue over the Scarborough Shoal.

President Duterte's agenda includes abolition of current practice of "ENDO" or end of contract for non-regular employees. Current labor practice is being blamed for preventing employees from gaining regular employment and receiving full benefits allowed by law.

In May 2019, the Philippine legislative and local elections were held. Majority of the senatorial candidates endorsed by the administration won the 2019 elections. The senators elected in the 2019 elections will join the senators elected in the 2016 elections. There are allegations of fraud and voter disenfranchisement in the conduct of the 2019 elections.

No assurance can be given that the political environment in the Philippines will remain stable and any political instability in the future could reduce consumer demand, or result in inconsistent or sudden changes in regulations and policies that affect the Company's business operations, which could have an adverse effect on the results of operations and the financial condition of the Company.

Acts of terrorism in the Philippines could lead to possible destabilization of the country which could have an adverse effect on the Company's business, financial condition and results of operation.

The Philippines has been subject to a number of terrorist attacks in the past several years. The Philippine military has been in conflict with the communist New People's Army, the Muslim separatist rebels and the Abu Sayyaf terrorist group, which is reported to have links with the Al-Qaeda terrorist network and which has been identified as being responsible for a number of kidnapping and terrorist activities in key cities in the southern part of the Philippines.

The Armed Forces of the Philippines ("AFP") has clashed with members of several separatist groups seeking greater autonomy, including the Moro Islamic Liberation Front ("MILF"), the Moro National Liberation Front ("MNLF") and the New People's Army. These continued conflicts between the Government and separatist groups could lead to further injuries or deaths by civilians and members of the AFP, which could destabilize parts of the country and adversely affect the country's economy. Any such destabilization could cause interruption to parts of the Company's business and materially and adversely affect its financial condition, results of operations and prospects.

On May 23, 2017, after a joint operation of the AFP and the Philippine National Police ("PNP") was launched in Marawi City, Lanao del Sur to capture an alleged terrorist leader, prolonged fighting ensued between the AFP and PNP and a radical Islamist group called the "Maute Group." The Maute Group is a local terrorist group inspired by the bigger extremist militant group known as the Islamic State in Iraq and Syria ("ISIS"). The attacks prompted President Rodrigo Duterte to declare martial law and suspend the writ of habeas corpus over the whole island of Mindanao. Hostilities have led to several casualties and substantial property damage. Based on news reports, up to 600,000 residents of Marawi City and nearby towns have been displaced as a result of the ongoing clashes between the Maute Group and Government troops. On October 17, 2017, the Government announced that the leaders of the Maute Group have been killed.

No assurance can be given that the country will not be subject to further acts of terrorism in the future. The possibility of terroristic activities could negatively affect the general economic conditions and operating environment in the Philippines, which could have a material impact on the Company's business, financial condition and results of operations.

Public health epidemics or outbreaks of diseases could have an adverse effect on economic activity in the Philippines, and could materially and adversely affect the Company's business, financial condition, and results of operations.

In April 2009, an outbreak of the H1N1 virus, commonly referred to as "swine flu," occurred in Mexico and spread to other countries, including the Philippines. In August 2014, the World Health Organization ("WHO") declared the Ebola outbreak that originated in West Africa as an international health emergency in view of the rising death toll due to the disease. That month, a Filipino seaman in Togo was quarantined for exhibiting symptoms of Ebola virus infection but was later released after testing negative for the disease.

In February 2015, a Filipina nurse who arrived from Saudi Arabia tested positive for the MERS-CoV (i.e., the Middle East Respiratory Syndrome-Corona virus). She was quarantined, received medical treatment, and later discharged and cleared of the disease by the Department of Health. All known contacts of the said nurse, including some passengers in the same flight that arrived from Saudi Arabia, were also cleared of the infection, putting the country once again free of an active case of the disease. In March 2016, reports of an American woman who stayed in the Philippines for four (4) weeks in January 2016, tested positive for the Zika virus upon returning home, indicating the local transmission of the disease through the *Aedes aegypti* mosquito. In May 2016, a South Korean national was reported to have acquired the infection while visiting the Philippines, following earlier reports of two (2) other confirmed cases of the viral infection in the country. All of the patients had recovered, indicating that the Zika viral infection acquired in the country was self-limiting.

In August 2017, an outbreak of bird flu from a poultry farm in Central Luzon was confirmed, and the avian influenza strain was later found to be transmissible to humans. In response to the outbreak, restrictions on the transport and sale of birds and poultry products outside a seven-kilometer radius control area surrounding the affected site were imposed. The Philippines has since been cleared of any human infection of the avian influenza virus.

In September 2019, the Department of Health confirmed that polio re-emerged in the Philippines, nineteen (19) years after the country was declared polio-free by the WHO in 2000. As of February 15, 2020, the total number of confirmed polio cases in the country is seventeen (17).

On January 30, 2020, the Department of Health announced that a 38-year old Chinese female from Wuhan, China, the epicenter of cases of the 2019 coronavirus disease ("COVID-19"), who arrived in Cebu City from Hong Kong, tested positive for the virus. On February 2, 2020, the Department of Health announced that a 44-year old Chinese male, also from Wuhan, China, was confirmed to have the COVID-19, and passed away on February 1, 2020. This was the first confirmed death outside of China. In view of the rising number of cases of the COVID-19, the Duterte Administration announced on February 2, 2020 that the Philippines is imposing a temporary travel ban against entry of any person, regardless of nationality, except Filipino citizens and holders of Permanent Resident Visas issued by the Philippine government, directly coming from China, and its special administrative regions. The travel bans also included persons who within fourteen (14) days immediately preceding arrival in the Philippines has been to China and its special administrative regions. A mandatory quarantine of fourteen (14) days was imposed upon Filipinos and Permanent Resident Visa holders coming from China and its special administrative regions.

On January 30, 2020, the WHO declared the COVID-19 outbreak a Public Health Emergency of International Concern, and subsequently, with the continued increase in the number of confirmed cases throughout the world, a pandemic on March 11, 2020. In response to the pandemic, on March 12, 2020, the Philippine government placed Metro Manila under "community quarantine" starting on March 15, 2020, which, among others, restricted traveling through land, domestic air, and domestic sea from Metro Manila. On the second day of the implementation of the said community quarantine, the Philippine government declared a Luzon-wide "enhanced community quarantine" to arrest the continuing effect of the disease. The enhanced community quarantine mandated the temporary closure of non-essential shops and businesses, prohibited mass gatherings and all means of public transportation, and restricted traveling through air, sea and land in and out of Luzon, except for diplomats and uniformed workers (carrying medical supplies), among others. On April 7, 2020, the Philippine government extended the enhanced community quarantine period until April 30, 2020. As of April 14, 2020, the Philippines had a total of 5,223 confirmed cases and 335 deaths.

If the outbreak of the Ebola virus, MERS-CoV, Zika virus, bird flu, polio, COVID-19, or any public health epidemic becomes widespread in the Philippines or increases in severity, it could have an adverse effect on economic activity in the Philippines, and could materially and adversely affect the Company's business, financial condition and results of operations.

Territorial disputes with China and a number of Southeast Asian countries

The Philippines, China and several Southeast Asian nations have been engaged in a series of long standing territorial disputes over certain islands in the West Philippine Sea, also known as the South China Sea. The Philippines maintains that its claim over the disputed territories is supported by recognized principles of international law consistent with the United Nations Convention on the Law of the Sea ("UNCLOS"). The Philippines made several efforts during the course of 2011 and 2012 to establish a framework for resolving these disputes, calling for multilateral talks to delineate territorial rights and establish a framework for resolving disputes.

Despite efforts to reach a compromise, a dispute arose between the Philippines and China over a group of small islands and reefs known as the Scarborough Shoal. In April and May 2012, the Philippines and China accused one another of deploying vessels to the shoal in an attempt to take control of the area, and both sides unilaterally imposed fishing bans at the shoal during the late spring and summer of 2012. These actions threatened to disrupt trade and other ties between the two (2) countries, including a temporary ban by China on Philippine banana imports, as well as a temporary suspension of tours to the Philippines by Chinese travel agencies. Since July 2012, Chinese vessels have reportedly turned away Philippine fishing boats attempting to enter the shoal, and the Philippines has continued to protest China's presence there. In January 2013, the Philippines sent notice to the Chinese embassy in Manila that it intended to seek international arbitration to resolve the dispute under UNCLOS. China has rejected and returned the notice sent by the Philippines requesting arbitral proceedings.

Should these territorial disputes continue or escalate further, the Philippines and its economy may be disrupted and the Company's operations could be adversely affected as a result. In particular, this may lead both countries to impose trade restrictions on the other's imports. The Philippines' interests in fishing, trade and offshore drilling, the volume of trade between the Philippines and China, and the supply of steel available to the Philippines may be adversely affected, which in turn may affect, among other things, real estate and infrastructure development and general economic and business conditions in the Philippines.

Corporate governance and disclosure standards in the Philippines may differ from those in more developed countries.

While a principal objective of the Philippine securities laws, SEC regulations and PSE disclosure rules is to promote full and fair disclosure of material corporate information, there may be less publicly available information about Philippine public companies, such as the Issuer, than is regularly made available by public companies in the United States of America and other countries. The Philippines securities market is generally subject to less strict regulatory oversight than securities markets in more developed countries. Improper trading activities could affect the value of securities and concerns about inadequate investor protection may limit participation by foreign investors in the Philippine securities market. Furthermore, although the Issuer complies with the requirements of the SEC and PSE with respect to corporate governance standards, these standards may differ from those applicable in other jurisdictions. For example, the Philippine Securities Regulation Code requires that the board of corporations vested with public interest shall have independent directors constituting at least twenty percent (20%) of such board. Many other jurisdictions require significantly more independent directors.

Robinsons Land acknowledges that good corporate governance is essential to build an environment of trust, transparency and accountability necessary for fostering long-term performance, financial stability, business integrity and sustainability of the Company for the protection of the interests of shareholders and other stakeholders. The Company has taken the necessary steps to ensure compliance with sound corporate governance principles including the representation of independent directors in the Board. Currently, Robinsons Land's Board of Directors has eleven members, of which more than 20% are independent directors. Furthermore, to increase transparency and accountability, the Company has begun to publish its annual sustainability report on the economic, environmental and societal impact of its operations.

Risks related to the Bonds

The Bonds do not have the benefit of any security.

The Bonds have a negative pledge status and will not be secured by any collateral or assets of the Company. As of the date of this Prospectus, the Company's borrowings are clean and are not secured by any of its assets.

Robinsons Land may not be able to redeem Bonds come maturity date.

RLC will be required to redeem the Bonds at the maturity date. It might be that, at the maturity date, the Company may not have sufficient cash on hand or may not be able to arrange the financing to redeem the Bonds in time, or on acceptable terms, or at all. The Company's ability to redeem the Bonds in such an event may also be limited by the terms of other debt instruments of the Company. The Company's failure or inability to repay or redeem the Bonds would constitute an event of default under the Bonds, which could lead to a default under the terms of RLC's other debt agreements.

As at the date of this Prospectus, the Company has not defaulted in any of its borrowings. The Company's businesses provide strong recurring cash flows that enable the Company to maintain its gearing ratio at manageable levels. The Company likewise believes that, as at the date of this Prospectus, it has sufficient resources which will allow it to service the principal and interest of the Bonds.

There can be no assurance that ratings on the Bonds will be retained over its life.

There is no assurance that the rating of the Bonds will be retained throughout its life. The rating is not a recommendation to buy, sell, or hold securities and may be subject to revision, suspension, or withdrawal at any time by the assigning rating organization.

The Bonds may be subjected to liquidity risk.

The market for corporate debt securities in the Philippines, are substantially smaller, less liquid and more concentrated than other securities markets. RLC cannot guarantee whether there will be an active trading market for the Bonds or if the liquidity of the Bonds will be sustained throughout its life. Even if the Bonds are listed on the PDEx, the trading of the Bonds may be subject to extreme volatility at times, in response to fluctuating interest rates, developments in local and international capital markets and the overall market for debt securities among other factors. There can be no assurance that the Bonds may be easily disposed of at prices and volumes at instances best deemed appropriate by their holders.

As active trading of the Bonds is highly dependent on the bondholders, the Company has no control over this risk. However, the Company actively cooperates in efforts aimed at improving the capital markets in the Philippines.

The pricing of the Bonds may be subject to market and interest rate risk.

The Bonds' price may be subjected to market and interest rate fluctuations, which may lead to an appreciation or reduction in the value of the Bonds. If market interest rates decrease relative to the coupon rate of the Bonds, the price of the Bonds, when sold in the secondary market, may increase. Conversely, if market interest rates increase relative to the interest rate of the Bonds, the price of the Bonds, when sold in the secondary market, may decrease. Thus, there is a possibility that an investor or bondholder could receive lower proceeds than his initial investment if he decides to sell the Bonds in the secondary market.

The Bonds may not be the suitable investment for a prospective investor.

Each potential investor in the Bonds must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should: (i) have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained in this Prospectus; (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Bonds and the impact the Bonds will have on its overall investment portfolio; (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds, including where the currency for principal or interest payments is different from the potential investor's currency; (iv) understand thoroughly the terms of the Bonds and be familiar with the behavior of any relevant financial markets; and (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate, foreign exchange rate and other factors that may affect its investment and its ability to bear the applicable risks.

PHILIPPINE TAXATION

The following is a discussion of the material Philippine tax consequences of the acquisition, ownership and disposition of the Bonds. This general description does not purport to be a comprehensive description of the Philippine tax aspects of the Bonds and no information is provided regarding the tax aspects of acquiring, owning, holding or disposing of the Bonds under applicable tax laws of other applicable jurisdictions and the specific Philippine tax consequence in light of particular situations of acquiring, owning, holding and disposing of the Bonds in such other jurisdictions. This discussion is based upon laws, regulations, rulings, and income tax conventions (treaties) in effect at the date of this Prospectus.

The tax treatment of a holder of Bonds may vary depending upon such holder's particular situation, and certain holders may be subject to special rules not discussed below. This summary does not purport to address all tax aspects that may be important to a Bondholder.

PROSPECTIVE PURCHASERS OF THE BONDS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES OF THE OWNERSHIP AND DISPOSITION OF A BOND, INCLUDING THE APPLICABILITY AND EFFECT OF ANY LOCAL OR FOREIGN TAX LAWS.

As used in this section, the term "resident alien" refers to an individual whose residence is within the Philippines and who is not a citizen thereof; a "non-resident alien" is an individual whose residence is not within the Philippines and who is not a citizen of the Philippines. A non-resident alien who is actually within the Philippines for an aggregate period of more than 180 days during any calendar year is considered a "non-resident alien doing business in the Philippines," otherwise, such non-resident alien who is actually within the Philippines for an aggregate period of 180 days or less during any calendar year is considered a "non-resident alien not doing business in the Philippines." A "resident foreign corporation" is a non-Philippine corporation engaged in trade or business within the Philippines; and a "non-resident foreign corporation" is a non-Philippine corporation not engaged in trade or business within the Philippines.

PHILIPPINE TAXATION

On January 1, 2018, Republic Act No. 10963, otherwise known as the Tax Reform for Acceleration and Inclusion ("TRAIN") took effect. The TRAIN amended provisions of the Philippine Tax Code including provisions on Income Tax, Documentary Stamp Tax, tax on interest income and other distributions, Capital Gains Tax on the sale and disposition of securities, Estate Tax, and Donor's Tax.

TAXATION OF INTEREST

The Tax Code provides that interest-bearing obligations of Philippine residents are Philippine-sourced income subject to Philippine income tax. Interest income derived by Philippine resident individuals from the Bonds is thus subject to income tax, which is withheld at source, at the rate of 20% based on the gross amount of interest. Generally, interest on the Bonds received by non-resident foreign individuals engaged in trade or business in the Philippines is subject to a 20% final withholding tax rate; while that received by non-resident foreign individuals not engaged in trade or business is subject to a 25% final withholding tax rate. Interest income received by domestic corporations and resident foreign corporations is subject to a 20% final withholding tax rate. Interest income received by non-resident foreign corporations is subject to a 30% final withholding tax rate. The tax imposed on the interest is final withholding tax, which constitutes a final settlement of Philippine income tax liability with respect to such interest.

The foregoing rates are subject to further reduction by any applicable tax treaties in force between the Philippines and the country of residence of the non-resident owner. Most tax treaties to which the Philippines is a party generally provide for a reduced tax rate of 15% in cases where the interest arises in the Philippines and is paid to a resident of the other contracting state. However, most tax treaties also provide that reduced withholding tax rates shall not apply if the recipient of the interest who is a resident of the other contracting state, carries on business in the Philippines through a permanent establishment and the holding of the relevant interest-bearing instrument is effectively connected with such permanent establishment. A Bondholder that wishes to avail of such reduced tax treaty rates must submit a duly accomplished Certificate of Residence for Tax Treaty Relief ("CORTT") Form to the Issuer (as the withholding agent) as required under BIR Revenue Memorandum Order ("RMO") No. 8- 2017 dated October 24, 2016.

TAX-EXEMPT STATUS

Bondholders who are exempt from or are not subject to final withholding tax on interest income or who claims to be entitled to reduced tax treaty rates shall, in addition to the documents required to be submitted together with the Application to Purchase, be required to submit the following requirements to the relevant Joint Lead Underwriters and Bookrunners. The Joint Lead Underwriters and Bookrunners shall then forward the same to the Registrar and Paying Agent, subject to approval by the Company as after the same is evaluated as being sufficient in form and substance:

(a) a valid, current and subsisting BIR certified true copy of the tax exemption certificate, ruling or opinion issued by the BIR addressed to the Applicant confirming the exemption in accordance with BIR Revenue Memorandum Circular No. 8-2014 including any clarification, supplement or amendment thereto;

(b) with respect to tax treaty relief:

  (i) for initial interest due, three (3) originals of a duly accomplished valid, current and subsisting CORTT Form or the prescribed certificate of residence of their country together with the CORTT Form as required under BIR RMO No. 8-2017 and/or three (3) originals of the duly notarized and consularized, if executed outside of the Philippines, Special Power of Attorney executed by the Bondholder in favor of its authorized representative (if the CORTT Form and other documents are accomplished by an authorized representative) and confirmation acceptable to the Issuer that the Bondholder is not doing business in the Philippines to support the applicability of a tax treaty relief; and

  (ii) for subsequent interests due, three (3) originals of Part II (D) of the CORTT Form shall be submitted by the Bondholder/Registrar to the Issuer no later than the first day of the month when such subsequent interest payment/s shall fall due and, if applicable, including any clarification, supplement or amendment thereto

(c) an original of the duly notarized undertaking, in the prescribed form, executed by (i) the Corporate Secretary or any authorized representative, who has personal knowledge of the exemption or entitlement to preferential tax treaty rates based on his official functions, if the Applicant purchases the Offer Bonds for its account, or (ii) the Trust Officer, if the Applicant is a universal bank authorized under Philippine law to perform trust and fiduciary functions and purchase the Offer Bonds pursuant to its management of tax-exempt entities (i.e. Employee Retirement Fund, etc.),declaring and warranting the Bondholder's tax-exempt status or preferential rate entitlement, undertaking to immediately notify the Issuer and the Registrar and Paying Agent of any suspension or revocation of the tax-exemption certificates or preferential rate entitlement and agreeing to indemnify and hold the Issuer, the Registrar and Paying Agent and the Paying Agent free and harmless against any claims, actions, suits, and liabilities resulting from the non-withholding of the required tax; and

(d) such other documentary requirements as may be reasonably required under the applicable regulations of the relevant taxing or other authorities; provided that the Issuer shall have the exclusive discretion to decide whether the documents submitted are sufficient for purposes of applying the exemption or the reduced rate being claimed by the Bondholder on the interest payments to such Bondholder; ; provided further that, all sums payable by the Issuer to tax-exempt entities shall be paid in full without deductions for Taxes, duties, assessments, or government charges (or with reduced rates, as the case may be), subject to the submission by the Bondholder claiming the benefit of any exemption or preferential rate of reasonable evidence of such exemption or preferential rate treatment to the Registrar and Paying Agent.

Transfers taking place in the electronic Registry Book after the Bonds are listed in PDEx may be allowed between taxable and tax-exempt entities without restriction provided the same are in accordance with the relevant rules, conventions and guidelines of PDEx and PDTC. A selling or purchasing Bondholder claiming tax-exempt status is required to submit the following documents to the Issuer, upon submission of the account opening documents to the Registrar: (i) a written notification of the sale or purchase, including the tax status of the selling or buying party, and (ii) an indemnity agreement wherein the new Bondholder undertakes to indemnify the Issuer for any tax that may later on be assessed on the Issuer on account of such transfer.

VALUE-ADDED TAX

Gross receipts arising from the sale of the Bonds in the Philippines by Philippine-registered dealers in securities and lending investors shall be subject to a 12% value-added tax. The term “gross receipt” means gross selling price less cost of the securities sold.

“Dealer in securities” means a merchant of stock or securities, whether an individual partnership or corporation, with an established place of business, regularly engaged in the purchase of securities and their resale to customers, that is, one who as a merchant buys securities and sells them to customers with a view to the gains and profits that may be derived therefrom.

GROSS RECEIPTS TAX

Bank and non-bank financial intermediaries are subject to gross receipts tax on gross receipts derived from sources within the Philippines in accordance with the following schedule:

On interest, commissions and discounts from lending activities as well as income from financial leasing, on the basis of remaining maturities of instruments from which such receipts are derived:

Maturity period is five (5) years or less	5%
Maturity period is more than five (5) years	1%

In case the maturity period referred above is shortened through pre-termination or otherwise redeemed by the Issuer pursuant to the terms and conditions of the Bonds, then the maturity period shall be reckoned to end as of the date of pre-termination for purposes of classifying the transaction and the correct rate shall be applied accordingly.

Net trading gains realized within the taxable year on the sale or disposition of the Bonds by banks and nonbank financial intermediaries performing quasi-banking functions shall be taxed at 7%.

DOCUMENTARY STAMP TAX

A documentary stamp tax is imposed upon the issuance of debentures and certificates of indebtedness issued by Philippine companies, such as the Bonds, at the rate of ₱1.50 for each ₱200.00, or fractional part thereof, of the issue price of such debt instruments; provided that, for debt instruments with terms of less than one year, the documentary stamp tax to be collected shall be of a proportional amount in accordance with the ratio of its term in number of days to 365 days.

The documentary stamp tax is collectible wherever the document is made, signed, issued, accepted, or transferred, when the obligation or right arises from Philippine sources, or the property is situated in the Philippines. Any applicable documentary stamp taxes on the original issue shall be paid by the Issuer for its own account.

No documentary stamp tax is imposed on the subsequent sale or disposition of the Bonds in a secondary market or through an exchange; provided that such subsequent sale or disposition is not in the Philippines or there is no change in the maturity date or the material terms and conditions of the Bonds.

TAXATION ON SALE OR OTHER DISPOSITION OF THE BONDS

Income Tax

Any gain realized from the sale, exchange or retirement of bonds will, as a rule, form part of the gross income of the sellers, for purposes of computing the relevant taxable income subject to the regular rates of 20-35% effective January 1, 2018 until December 31, 2022 and 15%-35% effective January 1, 2023 for individuals or 30% for domestic and foreign corporations, as the case may be. If the bonds are sold by a seller, who is an individual and who is not a dealer in securities, who has held the bonds for a period of more than twelve (12) months prior to the sale, only 50% of any capital gain will be recognized and included in the sellers' gross taxable income.

However, under the Tax Code, any gain realized from the sale, exchange or retirement of bonds, debentures and other certificates of indebtedness with an original maturity date of more than five (5) years (as measured from the date of issuance of such bonds, debentures or other certificates of indebtedness) shall not be subject to income tax. Moreover, any gain arising from such sale, regardless of the original maturity date of the bonds, may be exempt from income tax pursuant to various income tax treaties to which the Philippines is a party, and subject to procedures prescribed by the BIR for the availment of tax treaty benefits.

The Bondholder will recognize gain or loss upon the sale or other disposition (including a redemption at maturity) of the Bonds in an amount equal to the difference between the amount realized from such disposition and such Bondholder's basis in the Bonds. Such gain or loss is likely to be deemed a capital gain or loss assuming that the Bondholder has held the Bonds as capital assets.

Estate and Donor's Tax

The transfer by a deceased person, whether a Philippine resident or non-Philippine resident, to his heirs of the Bonds shall be subject to an estate tax which is levied on the net estate of the deceased at a fixed rate of 6%. A Bondholder shall be subject to donor's tax on the transfer of the Bonds by gift at the fixed 6% based on the total gifts in excess of ₱250,000 made during the calendar year, whether the donor is a stranger or not.

The estate tax and the donor's tax, in respect of the Bonds, shall not be collected (a) if the deceased, at the time of death, or the donor, at the time of the donation, was a citizen and resident of a foreign country which, at the time of his death or donation, did not impose a transfer tax of any character in respect of intangible personal property of citizens of the Philippines not residing in that foreign country; or (b) if the laws of the foreign country of which the deceased or donor was a citizen and resident, at the time of his death or donation, allows a similar exemption from transfer or death taxes of every character or description in respect of intangible personal property owned by citizens of the Philippines not residing in the foreign country.

In case the Bonds are transferred for less than an adequate and full consideration in money or money's worth, the amount by which the fair market value of the Bonds exceeded the value of the consideration may be deemed a gift and may be subject to donor's taxes. However, the transfer of the Bonds made in the ordinary course of business (a transaction which is a bona fide, at arm's length, and free from any donative intent), will be considered as made for an adequate and full consideration in money or money's worth.

USE OF PROCEEDS

Robinsons Land expects that the net proceeds of the Offer shall amount to approximately ₱9,870,096,875 based on an up to ₱10.0 billion issue, after upfront fees, commissions and expenses. If the Oversubscription Option is fully exercised, net proceeds would approximately amount to ₱19,752,116,875 after fees, commissions and expenses.

For a ₱10,000,000,000.00 issuance:

		Total
Estimated proceeds from the sale of the Bonds		₱10,000,000,000
Less: Estimated upfront expenses		
Documentary Stamp Tax	75,000,000	
SEC Registration and Legal Research Fees	3,093,125	
Underwriting and Other Professional Fees		
Underwriting Fees[1]	40,000,000	
Legal Fees[2]	2,145,000	
Auditors' Fees	4,000,000	
Ratings Agency Fees[3]	3,640,000	
Listing Fees[4]	100,000	
Trustee Fees[5]	325,000	
Registry Fees[6]	100,000	
Other Costs and Expenses	1,500,000	
Total Estimated Upfront Expenses		129,903,125
Net proceeds to RLC		**₱9,870,096,875**

For a ₱20,000,000,000.00 issuance:

		Total
Estimated proceeds from the sale of the Bonds		₱20,000,000,000
Less: Estimated upfront expenses		
Documentary Stamp Tax	150,000,000	
SEC Registration and Legal Research Fees	5,618,125	
Underwriting and Other Professional Fees		
Underwriting Fees[1]	80,000,000	
Legal Fees[2]	2,145,000	
Auditors' Fees	4,000,000	
Ratings Agency Fees[3]	4,095,000	
Listing Fees[4]	100,000	
Trustee Fees[5]	325,000	
Registry Fees[6]	100,000	
Other Costs and Expenses	1,500,000	
Total Estimated Upfront Expenses		247,883,125
Net proceeds to RLC		**₱19,752,116,875**

Notes:

[1] *This covers the fees of the Joint Lead Underwriters and Bookrunners, inclusive of gross receipts tax.*

[2] *This covers legal fees of the Joint Lead Underwriters and Bookrunners, and the Issuer.*

[3] *Aside from an upfront listing application fee, the Issuer will be charged an annual listing maintenance*

fee. Fee shown above includes the annual listing maintenance fee for the first year only.

[4] *Aside from an upfront listing application fee, the Issuer will be charged an annual listing maintenance fee of ₱[•] per series. Fee shown above includes the annual listing maintenance fee for the first year only.*

[5] *Aside from an upfront fee, the Issuer will be charged an annual retainer fee of ₱300,000. Fee shown above includes the annual retainer fee for the first year only.*

[6] *Aside from an upfront fee, the Issuer will be charged an annual Registry Maintenance Fee based on the face value of the Bonds and the number of Bondholders. In addition, the Issuer will be charged an annual paying agency fee based on the interest to be paid. Fee shown above is for the first year only.*

The net proceeds of the Bonds shall be utilized to: (i) partially fund the capital expenditure budget of the Company for calendar years 2020 and 2021; (ii) repay short-term loans maturing in the second half of calendar year 2020 as listed in the "*Description of Certain Other Debt*" section of this Prospectus; and (iii) fund general corporate purposes including, but not limited to, working capital.

The Company's aforementioned capital expenditure budget shall be used to partly finance the expansion of the Company's investment and development portfolios particularly the completion of new and/or expansion of existing malls, offices, hotels, industrial facilities and residential properties as well as the acquisition of land in various strategic locations across the country in calendar years 2020 and 2021.

The aforementioned short-term loans were used to support the Company's capital expenditure and working capital requirements (such as the payment for operating expenses incurred in the ordinary course of business ahead of collection of revenues from customers) in the first half of 2020. They were availed from various major local banks with maturity periods ranging from 34 days to 90 days.

While awaiting disbursements, the Company may deposit the funds in time deposits or special deposit accounts and/or invest the same in Philippine government Peso-denominated securities.

No amount of proceeds shall be used to reimburse any officer, director, employee, or stockholder for services rendered, assets previously transferred, money loaned or advanced, or otherwise.

The foregoing discussion represents a best estimate of the use of proceeds of the Offer based on the Company's current plans and anticipated expenditures. In the event there is any change in the Company's current plans, including force majeure, market conditions and other circumstances, the Company will carefully evaluate the situation and may temporarily or permanently reallocate the proceeds for future projects, discharge maturing debt obligations or other uses, and/or hold such funds in investments, whichever is better for the Company's and its stockholders' interest taken as a whole. The Company's cost estimates may also change as these plans are developed further, and actual costs may be different from budgeted costs. For these reasons, timing and actual use of the net proceeds may vary from the foregoing discussion and the Company's management may find it necessary or advisable to alter its plans. In the event of any deviation or adjustment in the planned use of proceeds the Company shall inform the SEC and the Bondholders at least thirty (30) days prior to the implementation of such deviation or adjustment.

In the event that the Oversubscription Option is partly exercised or not exercised at all during the Offer Period, in case the Company is not able to raise the full amount of the Offer, the Company shall use internally generated funds and/or available bank lines to the extent the proceeds of the Offer are insufficient to fund its requirements.

DETERMINATION OF OFFER PRICE

The Bonds shall be issued at 100% of principal amount or face value.

CAPITALIZATION

The following table sets forth the consolidated capitalization and indebtedness of the Issuer as at December 31, 2019 and as adjusted to give effect to the issuance of the Bonds. This table should be read in conjunction with the Issuer's audited consolidated financial statements as at December 31, 2019 and notes thereto.

Capitalization without the Oversubscription Option at Offer Size of up to ₱10,000,000,000.00:

	Audited As of December 31, 2019	Adjustments	As Adjusted for an Offer Size of up to ₱10.0 billion
LIABILITIES AND EQUITY			
Current Liabilities			
Short-term loans	₱8,491,700,000	-	₱8,491,700,000
Accounts payable and accrued expenses	14,391,060,544	-	14,391,060,544
Contract liabilities	14,184,663,585	-	14,184,663,585
Deposits and other current liabilities	3,091,851,056	-	3,091,851,056
Income tax payable	1,030,917,681	-	1,030,917,681
Current portion of loans payable	155,000,000	-	155,000,000
Total Current Liabilities	41,345,192,866	-	41,345,192,866
Noncurrent Liabilities			
Loans payable - net of current portion	34,560,272,176	10,000,000,000	44,560,272,176
Deferred tax liabilities - net	4,368,107,776	-	4,368,107,776
Noncurrent contract liabilities	2,958,482,166	-	2,958,482,166
Deposits and other noncurrent liabilities	6,341,484,299	-	6,341,484,299
Total Noncurrent Liabilities	48,228,346,417	10,000,000,000	58,228,346,417
Total Liabilities	**₱89,573,539,283**	**₱10,000,000,000**	**₱99,573,539,283**
Equity			
Equity attributable to equity holders of the Parent Company			
Capital stock	₱5,193,830,685	-	₱5,193,830,685
Additional paid-in capital	39,041,328,236	-	39,041,328,236
Treasury Stock	–	-	–
Other equity reserve	–	-	–
Other comprehensive income:		-	
Remeasurement of net defined benefit liability - net of tax	(9,766,232)	-	(9,766,232)
Fair value reserve of financial assets at FVOCI - net of tax	86,835,269	-	86,835,269
Cumulative translation adjustment	41,302,360	-	41,302,360
Retained earnings		-	
Unappropriated	28,155,279,155	-	28,155,279,155
Appropriated	27,000,000,000	-	27,000,000,000
	99,508,809,473	-	99,508,809,473
Non-controlling interest	568,861,005	-	568,861,005
Total Equity	**100,077,670,478**	**-**	**100,077,670,478**
Total Capitalization	**₱189,651,209,761**	**₱10,000,000,000**	**₱199,651,209,761**

Capitalization with full exercise of the Oversubscription Option at Offer Size of up to ₱20,000,000,000.00:

	Audited As of December 31, 2019	Adjustments	As Adjusted for an Offer Size of up to ₱20.0 billion
LIABILITIES AND EQUITY			
Current Liabilities			
Short-term loans	₱8,491,700,000	-	₱8,491,700,000
Accounts payable and accrued expenses	14,391,060,544	-	14,391,060,544
Contract liabilities	14,184,663,585	-	14,184,663,585
Deposits and other current liabilities	3,091,851,056	-	3,091,851,056
Income tax payable	1,030,917,681	-	1,030,917,681
Current portion of loans payable	155,000,000	-	155,000,000
Total Current Liabilities	41,345,192,866	-	41,345,192,866
Noncurrent Liabilities			
Loans payable - net of current portion	34,560,272,176	20,000,000,000	54,560,272,176
Deferred tax liabilities - net	4,368,107,776	-	4,368,107,776
Noncurrent contract liabilities	2,958,482,166	-	2,958,482,166
Deposits and other noncurrent liabilities	6,341,484,299	-	6,341,484,299
Total Noncurrent Liabilities	48,228,346,417	20,000,000,000	68,228,346,417
Total Liabilities	**₱89,573,539,283**	**₱20,000,000,000**	**₱109,573,539,283**
Equity			
Equity attributable to equity holders of the Parent Company			
Capital stock	₱5,193,830,685	-	₱5,193,830,685
Additional paid-in capital	39,041,328,236	-	39,041,328,236
Treasury Stock	–	-	–
Other equity reserve	–	-	–
Other comprehensive income:		-	
Remeasurement of net defined benefit liability - net of tax	(9,766,232)	-	(9,766,232)
Fair value reserve of financial assets at FVOCI - net of tax	86,835,269	-	86,835,269
Cumulative translation adjustment	41,302,360	-	41,302,360
Retained earnings		-	
Unappropriated	28,155,279,155	-	28,155,279,155
Appropriated	27,000,000,000	-	27,000,000,000
	99,508,809,473	-	99,508,809,473
Non-controlling interest	568,861,005	-	568,861,005
Total Equity	**100,077,670,478**	**-**	**100,077,670,478**
Total Capitalization	**₱189,651,209,761**	**₱20,000,000,000**	**₱209,651,209,761**

PLAN OF DISTRIBUTION

The Company plans to issue the Bonds to institutional and retail investors in the Philippines through a general public offering to be conducted by the Joint Lead Underwriters and Bookrunners.

JOINT LEAD UNDERWRITERS

BDO Capital & Investment Corporation ("BDO Capital"), BPI Capital Corporation ("BPI Capital"), China Bank Capital Corporation ("China Bank Capital"), First Metro Investment Corporation ("First Metro") and Standard Chartered Bank have agreed to act as Joint Lead Underwriters and Bookrunners, and as such, place, distribute and sell the Bonds at the Issue Price, pursuant to an Underwriting Agreement entered into with the Company on or about [•], 2020 (the "Underwriting Agreement"). Each Joint Lead Underwriter and Bookrunner has committed to underwrite the Bonds on a firm basis, subject to the satisfaction of certain conditions and in consideration for certain fees and expenses.

The amount of the commitments of the Joint Lead Underwriters and Bookrunners is as follows:

Joint Lead Underwriters and Bookrunners	Underwriting Commitment
BDO Capital	[₱2,000,000,000]
BPI Capital	[₱2,000,000,000]
China Bank Capital	[₱2,000,000,000]
First Metro	[₱2,000,000,000]
Standard Chartered Bank	[₱2,000,000,000]
Total	**[₱10,000,000,000]**

In the event of an oversubscription, the Joint Lead Underwriters and Bookrunners, in consultation with the Issuer, may increase the size of the Offer by up to Ten Billion Pesos (₱10,000,000,000). The Joint Lead Underwriters and Bookrunners shall have exclusive rights and priority to exercise the Oversubscription Option of up to Ten Billion Pesos (₱10,000,000,000). In the event that the Oversubscription Option is partly exercised or not exercised at all during the Offer Period, the unexercised portion shall be automatically cancelled and may not be re-issued. There is no arrangement for any of the Joint Lead Underwriters and Bookrunners to return to the Issuer any unsold Bonds.

The underwriting fees and any selling fees to be paid by the Company in relation to the Offer shall be equivalent to [0.40]% of the gross proceeds of the Offer. This shall be inclusive of fees to be paid to the Joint Lead Underwriters and Bookrunners and any commissions to be paid to the sub-underwriters and selling agents, if any.

For the purpose of complying with their commitments under the Underwriting Agreement, the Joint Lead Underwriters and Bookrunners may, under such terms and conditions not inconsistent with the provisions of the Underwriting Agreement, particularly the underwriting commitment of the Joint Lead Underwriters and Bookrunners, enter into agreements with sub-underwriters, and appoint selling agents for the sale and distribution to the public of the Bonds; provided, that the Joint Lead Underwriters and Bookrunners shall remain solely responsible to the Company in respect of their respective obligations under the Underwriting Agreement entered into by them with the Company, and except as otherwise provided in the Underwriting Agreement, the Company shall not be bound by any of the terms and conditions of any agreements entered into by the Joint Lead Underwriters and Bookrunners with the sub-underwriters and selling agents.

The Underwriting Agreement may be terminated or suspended by the Joint Lead Underwriters and Bookrunners under certain circumstances prior to the issuance of the Bonds and payment being made to the Company of the net proceeds of the Bonds. The Joint Lead Underwriters and Bookrunners are duly licensed by the SEC to engage in underwriting or distribution of the Bonds.

The Joint Lead Underwriters and Bookrunners may, from time to time, engage in transactions with and perform services in the ordinary course of business for the Company or any of its subsidiaries. The Joint Lead Underwriters and Bookrunners have no direct relations with the Company in terms of ownership by either of their respective major stockholder/s, and have no right to designate or nominate any member of the Board of Directors of the Company.

The obligations of each of the Joint Lead Underwriters and Bookrunners will be several, and not solidary, and nothing in the Underwriting Agreement shall be deemed to create a partnership or joint venture between and among any of the Joint Lead Underwriters and Bookrunners. Unless otherwise expressly provided in the Underwriting Agreement, the failure by a Joint Lead Underwriter and Bookrunner to carry out its obligations thereunder shall neither relieve the other Joint Lead Underwriters and Bookrunners of their obligations under the same Underwriting Agreement, nor shall any Joint Lead Underwriter and Bookrunner be responsible for the obligation of another Joint Lead Underwriter and Bookrunner.

The Bonds are a new issue of securities for which there currently is no market. The Joint Lead Underwriters and Bookrunners have advised the Issuer that they intend to make a market in the Bonds as permitted by applicable law. They are not obligated, however, to make a market in the Bonds and any market-making may be discontinued at any time at their sole discretion. Accordingly, no assurance can be given as to the development or liquidity of any market for the Bonds.

Each Joint Lead Underwriter and Bookrunner or its affiliates may purchase the Bonds for its own account. Such transactions may be carried out as bilateral trades with selected counterparties and separately from any existing sale or resale of the Bonds to which this Prospectus relates (notwithstanding that such selected counterparties may also be a purchaser of the Bonds). As a result of such transactions, a Joint Lead Underwriter and Bookrunner or its affiliates may hold long or short positions relating to the Bonds. Each of the Joint Lead Underwriter and Bookrunner and its affiliates may also engage in investment or commercial banking and other dealings in the ordinary course of business with the Issuer or its affiliates from time to time and may receive fees and commissions for these transactions. In addition to the transactions noted above, each Joint Lead Underwriter and Bookrunner and its affiliates may, from time to time after completion of the offering of the Bonds, engage in other transactions with, and perform services for, the Issuer or its affiliates in the ordinary course of their business. Each Joint Lead Underwriter and Bookrunner or its affiliates may also purchase the Bonds for asset management and/or proprietary purposes but not with a view to distribute or may hold the Bonds on behalf of clients or in the capacity of investment advisors. While each Joint Lead Underwriter and Bookrunner and its affiliates have policies and procedures to deal with conflicts of interests, any such transactions may cause a Joint Lead Underwriter and Bookrunner or its affiliates or its clients or counterparties to have economic interests and incentives which may conflict with those of an investor in the Bonds. Each Joint Lead Underwriter and Bookrunner may receive returns on such transactions and has no obligation to take, refrain from taking or cease taking any action with respect to any such transactions based on the potential effect on a prospective investor in the Bonds.

BDO CAPITAL & INVESTMENT CORPORATION

BDO Capital is the wholly owned subsidiary of BDO Unibank, Inc. It obtained its license from the SEC to operate as an investment house in 1998. Presently, BDO Capital conducts business as a full service investment house that offers the following services: securities underwriting and trading, loan syndication, financial advisory, and private placement of debt and equity, among others. As of December 31, 2019, it had total assets of ₱3.9 billion, total liabilities of ₱0.3 billion and total equity of ₱3.6 billion.

BPI CAPITAL CORPORATION

BPI Capital is a Philippine corporation organized in the Philippines as a wholly owned subsidiary of the Bank of the Philippine Islands. It obtained its license to operate as an investment house in 1994 and is licensed by the Philippine SEC to engage in underwriting and distribution of securities to the public. As of September 30, 2019, its total assets amounted to ₱4.20 billion and its capital base amounted to ₱3.96 billion. It has an authorized capital stock of ₱1.0 billion, of which approximately ₱506.44 million represents its paid-up capital.

CHINA BANK CAPITAL CORPORATION

China Bank Capital, a subsidiary of China Banking Corporation, provides a wide range of investment banking services to clients across different sectors and industries. Its primary business is to help enterprises raise capital by arranging or underwriting debt and equity transactions, such as project financing, loan syndications, bonds and notes issuances, securitizations, initial and follow-on public offerings, and private equity placements. China Bank Capital also advises clients on structuring, valuation, and execution of corporate transactions, including mergers, acquisitions, divestitures, and joint ventures. It was established and licensed as an investment house in 2015 as the spin-off of China Banking Corporation's investment banking group, which was organized in 2012.

FIRST METRO INVESTMENT CORPORATION

First Metro is a leading investment bank in the Philippines with fifty-six (56) years of service in the development of the country's capital markets. It is the investment banking arm of the Metrobank Group, one of the largest financial conglomerates in the country. First Metro and its subsidiaries offer a wide range of services, from debt and equity underwriting to loan syndication, project finance, financial advisory, investment advisory, government securities and corporate debt trading, equity brokering, online trading, asset management, and research. First Metro has established itself as a leading bond house with key strengths in origination, structuring, and execution.

STANDARD CHARTERED BANK

Standard Chartered Bank is a banking corporation duly organized and incorporated in England with limited liability by Royal Charter in 1853, and licensed to act as a banking institution under and by virtue of the laws of the Republic of the Philippines through its Branch Office in Makati City. Operating in the Philippines since 1872, Standard Chartered is a universal bank and is the longest established foreign bank in the country. The principal banking products include lending, treasury and capital market operations, trade services, payments and cash management, and custodial services.

SALE AND DISTRIBUTION

The distribution and sale of the Bonds shall be undertaken by the Joint Lead Underwriters and Bookrunners who shall sell and distribute the Bonds to third party buyers/investors. Nothing herein shall limit the rights of the Joint Lead Underwriters and Bookrunners from purchasing the Bonds for their own respective accounts.

There are no persons to whom the Bonds are allocated or designated. The Bonds shall be offered in the Philippines to the public and without preference. No discounts or commissions shall be paid to broker dealers, and no finders are involved in the distribution of the Bonds.

The Oversubscription Option, to the extent not fully exercised by the Joint Lead Underwriters and Bookrunners, shall be deemed cancelled and the relevant filing fee therefor shall be forfeited.

OFFER PERIOD

The Offer Period shall commence at 9:00 am on [•] 2020 and end at 5:00 pm on [•] 2020, or such other dates as may be determined by the Issuer and the Joint Lead Underwriters and Bookrunners.

APPLICATION TO PURCHASE

Applicants may purchase the Bonds during the Offer Period by submitting to the Joint Lead Underwriters and Bookrunners properly completed Applications to Purchase, together with two (2) signature cards, which should be authenticated by the corporate secretary or any authorized equivalent officer in case of corporate and institutional applicants, and the full payment of the purchase price of the Bonds in the manner provided in the said Application to Purchase.

Corporate and institutional applicants must also submit, in addition to the foregoing, a copy of their SEC Certificate of Registration of Articles of Incorporation and By-Laws (or Articles of Partnership in case of a partnership), Articles of Incorporation (or Articles of Partnership in case of a partnership), By-Laws and the appropriate authorization by their respective boards of directors and/or committees or bodies authorizing the purchase of the Bonds and designating the authorized signatory(ies) thereof.

Individual applicants must also submit, in addition to the foregoing, a photocopy of any one of the following valid identification cards ("ID") bearing a recent photo and which is not expired, subject further to verification with the original ID: passport, driver's license, postal ID, company ID, SSS/GSIS ID and/or Senior Citizen's ID or such other ID and documents as may be required by or acceptable to the selling bank. In addition, the Applicant must have a valid tax identification number ("TIN") for the purchase of the Bonds.

A corporate and institutional investor who is exempt from or is not subject to withholding tax shall be required to submit the requirements enumerated in "*Philippine Taxation – Tax Exempt Status*" to the Registrar, subject to acceptance by the Issuer as being sufficient in form and substance.

Completed Applications to Purchase and corresponding payments must be received by the Joint Lead Underwriters and Bookrunners prior to the end of the Offer Period, or such earlier date as may be specified by the Joint Lead Underwriters and Bookrunners. Acceptance by the Joint Lead Underwriters and Bookrunners of the completed Application to Purchase shall be subject to the availability of the Bonds and the acceptance by Robinsons Land. In the event that any check payment is returned by the drawee bank for any reason whatsoever, the

Application to Purchase shall be automatically canceled and any prior acceptance of the Application to Purchase is deemed revoked.

MINIMUM PURCHASE

A minimum purchase of Fifty Thousand Pesos (₱50,000.00) shall be considered for acceptance. Purchases in excess of the minimum shall be in multiples of Ten Thousand Pesos (₱10,000.00).

ALLOTMENT OF THE BONDS

If the Bonds are insufficient to satisfy all Applications to Purchase, the available Bonds shall be allotted at the discretion of the Joint Lead Underwriters and Bookrunners, in agreement with the Issuer and subject to the Issuer's right of rejection.

ACCEPTANCE OF APPLICATIONS TO PURCHASE

The Issuer and the Joint Lead Underwriters and Bookrunners reserve the right to accept or reject applications to subscribe in the Bonds, and in case of oversubscription, allocate the Bonds available to the applicants in a manner they deem appropriate. If any application is rejected or accepted in part only, the application money or the appropriate portion thereof will be returned without interest by the relevant Joint Lead Underwriter and Bookrunner.

REFUNDS

If any application is rejected or accepted in part only, the application money or the appropriate portion thereof shall be returned without interest to the relevant Applicant through the Joint Lead Underwriters and Bookrunners from whom such application to purchase the Bonds was made.

Refunds shall be made, at the option of each Joint Lead Underwriter and Bookrunner either (i) through the issuance of check(s) payable to the order of the relevant Applicant and crossed "Payees' Account Only" and mailed or delivered, at the risk of the Applicant, to the address specified in the Application to Purchase, or (ii) through the issuance of instructions for automatic credit payments to the accounts of the relevant Applicants, as indicated in their respective Applications to Purchase.

UNCLAIMED PAYMENTS

Any payment of interest on, or the principal of the Bonds which remain unclaimed after the same shall have become due and payable, shall be held in trust by the Paying Agent for the Bondholders at the latter's risk.

PURCHASE AND CANCELLATION

The Issuer may purchase the Bonds at any time in the open market or by tender or by contract at any price, without any obligation to make pro-rata purchases from all Bondholders. Bonds so purchased shall be redeemed and cancelled and may not be re-issued. Upon listing of the Bonds in PDEx, the Issuer shall disclose any transactions in accordance with the applicable PDEx disclosure rules.

SECONDARY MARKET

Robinsons Land intends to list the Bonds in PDEx. Robinsons Land may purchase the Bonds at any time in PDEx, in accordance with PDEx rules, as may be amended from time to time, without any obligation to make pro-rata purchases of Bonds from all Bondholders.

REGISTRY BOOK

The Bonds shall be issued in scripless form and shall be eligible for trading under the scripless book-entry system of the Registrar. A Master Certificate of Indebtedness representing each series of the Bonds sold in the Offer shall be issued to and registered in the name of the Trustee, on behalf of the Bondholders. The Joint Lead Underwriters and Bookrunners are required to designate a PDTC Participant for the lodgement of the Bonds, on behalf of their respective Bondholders.

Legal title to the Bonds shall be shown in the Registry Book to be maintained by the Registrar. Initial placement of the Bonds and subsequent transfers of interests in the Bonds shall be subject to applicable Philippine selling restrictions prevailing. Robinsons Land shall cause the Registry Book to be kept at the specified office of the Registrar. The names and addresses of the Bondholders and the particulars of the Bonds held by them and of all transfers of Bonds shall be entered into the Registry Book. Transfer of ownership shall be effected through book-entry transfers in the scripless Registry Book.

DESCRIPTION OF THE BONDS

The following does not purport to be a complete listing of all the rights, obligations, or privileges of the Bonds. Some rights, obligations, or privileges may be further limited or restricted by other documents. Prospective Bondholders are enjoined to carefully review the Articles of Incorporation, By-Laws and resolutions of the Board of Directors of Robinsons Land Corporation that have been filed with the SEC as part of the Registration Statement, the information contained in this Prospectus, the Bond Agreements, Application to Purchase and other agreements relevant to the Offer.

Prospective Bondholders must make their own appraisal of the Issuer and the Offer, and must make their own independent verification of the information contained herein and the other aforementioned documents and any other investigation they may deem appropriate for the purpose of determining whether to participate in the Offer. They must not rely solely on any statement or the significance, adequacy or accuracy of any information contained herein. The information and data contained herein are not a substitute for the prospective investor's independent evaluation and analysis. Prospective Bondholders are likewise encouraged to consult their legal counsels and accountants in order to be better advised of the circumstances surrounding the Bonds.

General

The offering and issuance of up to Ten Billion Pesos (₱10,000,000,000) Series C Bonds due [•], 2023 and Series D Bonds due [•], 2025 with an Oversubscription Option of up to Ten Billion Pesos (₱10,000,000,000) (collectively, the "Bonds") was authorized by a resolution of the Board of Directors of Robinsons Land Corporation (the "Issuer" or "RLC") on [•] 2020.

The Bonds shall be constituted by a Trust Agreement to be executed on or about [•] (the "Trust Agreement") by and between the Issuer and Metropolitan Bank and Trust Company-Trust Banking Group (the "Trustee," which term shall, wherever the context permits, include all other persons or companies for the time being acting as trustee or trustees under the Trust Agreement). The description of the terms and conditions of the Bonds set out below includes summaries of, and is subject to, the detailed provisions of the Trust Agreement. The Trustee has no interest in or relation to the Issuer which may conflict with the performance of its functions.

A Registry and Paying Agency Agreement shall be executed on or about [•] (the "Registry and Paying Agency Agreement") in relation to the Bonds between the Issuer and the Philippine Depository & Trust Corp. ("PDTC") as paying agent (the "Paying Agent") and registrar (the "Registrar"). PDTC has no interest in or relation to the Company which may conflict with the performance of its functions.

Copies of the Trust Agreement and the Registry and Paying Agency Agreement are available for inspection during regular business hours at the specified offices of the Trustee and the Registrar. The holders of the Bonds (the "Bondholders") are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Agreement and are deemed to have notice of those provisions of the Registry and Paying Agency Agreement applicable to them.

Form and Denomination

The Bonds shall be issued in scripless form and shall be offered and sold through a general public offering in the Philippines. The Bonds shall be issued in minimum denominations of Fifty Thousand Pesos (₱50,000.00) each and in multiples of Ten Thousand Pesos (₱10,000.00) thereafter, and shall be transferable and traded in denominations of Ten Thousand Pesos (₱10,000.00) in the secondary market.

A Master Certificate of Indebtedness representing each of the Series C Bonds and Series D Bonds sold in the Offer shall be issued to and registered in the name of the Trustee for the benefit of the Bondholders.

Title

Legal title to the Bonds shall be shown in the register of Bondholders (the "Registry Book") maintained by the Registrar. A notice confirming the principal amount of the Bonds purchased by each Applicant in the Offer shall be issued by the Registrar to all Bondholders following the Issue Date. Upon any assignment, title to the Bonds shall pass by recording of the transfer from the transferor to the transferee in the electronic Registry Book maintained by the Registrar. Settlement in respect of such transfer or change of title to the Bonds, including the settlement of any cost arising from such transfers, including, but not limited to, documentary stamps taxes, if any, arising from subsequent transfers, shall be for the account of the relevant Bondholder.

Bond Rating

The Bonds have been rated PRS [•] by Philippine Rating Services Corporation ("PhilRatings"). Obligations rated [•] are of the [•] quality with [•] credit risk. RLC's capacity to meet its financial commitment on the obligation is [•].

The rating and outlook assigned reflects the following key considerations: [•].

The rating is subject to regular annual reviews, or more frequently as market developments may dictate, for as long as the Bonds are outstanding. After Issue Date, the Trustee shall likewise monitor the compliance by the Issuer with certain covenants in relation to the Bonds through regular annual reviews.

Transfers of the Bonds

<u>Registry Book</u>

The Issuer shall cause the Registry Book to be kept by the Registrar, in electronic form. The names and addresses of the Bondholders and the particulars of the Bonds held by them and of all transfers of Bonds shall be entered into the Registry Book. Transfer of ownership shall be effected through the book-entry transfers in the scripless Registry Book.

As required by Circular No. 428-04 issued by the BSP, the Registrar shall send each Bondholder a written statement of registry holdings at least quarterly (at the cost of the Issuer) and a written advice confirming every receipt or transfer of the Bonds that is effected in the Registrar's system (at the cost of the Bondholder). Such statement of registry holdings shall serve as the confirmation of ownership of the relevant Bondholder as of the date thereof. Any and/or all requests of Bondholders for certifications, reports, or other documents from the Registrar, except as provided herein, shall be for the account of the requesting Bondholder.

<u>Transfers; Tax Status</u>

No transfers of the Bonds may be made during the period intervening between the Record Date and any relevant date when payment of principal or interest is due.

Other than as stated above, Bondholders may transfer their Bonds at any time, regardless of tax status of the transferor vis-à-vis the transferee. Should a transfer between Bondholders of different tax status occur on a day which is not an Interest Payment Date (such as but not limited to a transfer between a taxable and non-taxable person, or between parties who claim the benefit of a tax treaty or other such similar situations), tax exempt entities trading with tax-paid entities shall be treated as non-tax exempt entities for the Interest Period within which such transfer occurred. Transfers taking place in the Registry Book after the Bonds are listed on PDEx shall be allowed between taxable and tax-exempt entities without restriction and observing the tax exemption of tax exempt entities, if and/or when so allowed under and in accordance with the relevant rules, conventions and guidelines of PDEx and PDTC.

The Bondholders shall be responsible for monitoring and accurately reflecting their tax status in the Registry Book. The payment report to be prepared by the Registrar and submitted to the Issuer in accordance with the Registry and Paying Agency Agreement, which shall be the basis of payments on the Bonds on any Payment Date, shall reflect the tax status of the Bondholders as indicated in their accounts as of the Record Date.

A Bondholder claiming tax-exempt status is required to submit a written notification of the sale or purchase to the Trustee and the Registrar, including the tax status of the transferor or transferee, as appropriate, together with the supporting documents specified under "Payment of Additional Amounts; Taxation", below, within [three (3)] days from the settlement date for such transfer before such tax-exempt status shall be accepted by the Issuer.

<u>Secondary Trading of the Bonds</u>

The Issuer intends to list the Bonds on the PDEx on Issue Date to facilitate secondary market trading. The Bonds will be traded in a minimum board lot size of Ten Thousand Pesos (₱10,000) as a minimum, and in multiples of Ten Thousand Pesos (₱10,000) in excess thereof for as long as any of the Bonds are listed on PDEx. Secondary market trading and settlement of the Bonds on PDEx shall be governed by applicable PDEx rules. Transactions on the Bonds after the Issue Date (secondary market trading and non-trade transactions) are subject to the standard trading, clearing, settlement, depository maintenance and transfer fees of PDEx and PDTC, or capital gains taxes, as applicable.

The Registrar shall not reflect any transfers in the Registry Book where the same are defined as Restricted Transfers in the Registry and Paying Agency Agreement, such as:

(i) transfers between persons of varying tax status occurring on a day which is not an Interest Payment Date, such as but not limited to a transfer between a taxable and non-taxable person; or between parties who claim the benefit of a tax treaty or other such similar situations, tax-exempt entities trading with non-tax exempt entities shall be treated as non-tax-exempt entities for the Interest Period within which such transfer occurred;

(ii) transfers during a Closed Period. "Closed Period" means the periods during which the Registrar shall not record any transfer or assignment of the Bonds, specifically: (a) the period of two (2) Business Days preceding any Interest Payment Date or the due date for any payment of the principal amount of the Bonds; or (b) the period when any Bonds have been previously called for redemption; and

(iii) transfers by Bondholders with deficient documents.

Ranking

The Bonds constitute direct, unconditional, unsecured, and unsubordinated Peso-denominated obligations of the Issuer and shall rank *pari passu* and ratably without any preference or priority (except for any statutory preference or priority applicable in the winding-up of the Issuer) amongst themselves and at least pari passu with all other outstanding unsecured and unsubordinated obligations (contingent or otherwise, present and future) of the Issuer, other than obligations preferred by law.

No bonded indebtedness will be created as a result of the Issue.

Interest

Interest Payment Dates

Each Bond bears interest on its principal amount from and including Issue Date at the rate of [•]% per annum for the Series C Bonds and [•]% per annum for the Series D Bonds, payable semi-annually in arrears starting on [•] as the first Interest Payment Date, and on the [•] day of [•] and [•] of each year at which the Bonds are outstanding as the subsequent Interest Payment Dates. If the Interest Payment Date is not a Business Day, interest will be paid on the next succeeding Business Day, without adjustment to the amount of interest to be paid. The last Interest Payment Date shall fall on the Maturity Date or the immediately succeeding Business Day if such date is not a Business Day, without any adjustment to the amount due.

The cut-off date in determining the existing Bondholders entitled to receive interest or principal or any other amount due under the Bonds shall be two (2) Business Days immediately preceding the relevant Interest Payment Date or Maturity Date (the "Record Date"). Hence, the Record Date shall be the reckoning day in determining the Bondholders entitled to receive interest, principal or any other amount due under the Bonds. No transfers of the Bonds may be made during this period intervening between the Record Date and the relevant Interest Payment Date.

Interest Accrual

Each Bond shall cease to accrue and bear interest from the Issue Date up to and including the relevant Maturity Date, as defined in the discussion on "*Final Redemption*", below, unless, upon due presentation, payment of the principal in respect of the Bond then outstanding is not made, is improperly withheld, or refused by the Issuer, in which case the Penalty Interest (see "*Penalty Interest*" below) shall apply.

Determination of Interest Amount

The interest shall be calculated on the basis of a 30/360-day basis, consisting of twelve (12) months of thirty (30) days each and, in the case of an incomplete month, the number of days elapsed on the basis of a month of thirty (30) days.

Redemption and Purchase

Final Redemption

Unless previously purchased, redeemed or cancelled, the Bonds shall be redeemed at par or 100% of face value on their respective Maturity Dates. However, if the relevant Maturity Date is not a Business Day, payment of all amounts due on such date will be made by the Issuer through the Paying Agent, without adjustment to the amount of interest and principal to be paid, on the succeeding Business Day.

Redemption for Taxation Reasons

The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time, upon giving not less than [thirty (30)] nor more than sixty (60) days' notice to the Bondholders, through the Trustee (which notice shall be irrevocable) should payments under the Bonds become subject to additional Taxes, if:

(i) prior to the giving of such notice, the Issuer determines and provides the Trustee an opinion of legal counsel or written advice of a qualified tax expert, such legal counsel or tax expert being from an internationally recognized law or accountancy firm reasonably acceptable to the Trustee, that it has or will become obliged to pay additional Taxes as a result of any change in, or amendment to, the laws or regulations of the Philippines or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the Issue Date, and

(ii) such obligation cannot be avoided by the Issuer taking reasonable measures available to it.

Upon redemption by the Issuer for taxation reasons, the Bonds shall be redeemed at their principal amount, together with interest accrued to the date fixed for the redemption of the Bonds and such additional sum, if any, as will result in ensuring that the Bondholders, shall receive the same amount as if such increased or additional tax were not paid by the Issuer, notwithstanding the payment by the Issuer of the increase or additional tax, provided that no such notice of redemption shall be given earlier than ninety (90) days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts.

Prior to giving notice of redemption, the Issuer shall deliver to the Trustee a certificate signed by two (2) directors of the Issuer stating that the obligation referred to in (i) above cannot be avoided by the Issuer taking reasonable measures available to it and the Trustee shall be entitled to accept such certificate as sufficient evidence of the satisfaction of the condition precedent set out in (ii) above, in which event it shall be conclusive and binding on the Bondholders.

For the avoidance of doubt, the right of the Issuer to redeem the Bonds may be exercised prior to the Issuer becoming obliged to pay the additional or increased taxes. Upon redemption, the Issuer shall not be liable for any additional or increased taxes which it has not yet become obliged to pay on or prior to the date of redemption.

Redemption due to Change in Law or Circumstance

If any provision of the Trust Agreement or any of the related documents is or shall become, for any reason, invalid, illegal, or unenforceable to the extent that it shall become, for any reason, unlawful for the Issuer to give effect to its rights or obligations hereunder, or to enforce any provisions of the Trust Agreement or any of the related documents in whole or in part, or any law shall be introduced to prevent or restrain the performance by the parties hereto of their obligations under the Trust Agreement or any other related documents, the Issuer shall provide the Trustee an opinion of legal counsel confirming the foregoing, such legal counsel being from an internationally recognized law firm reasonably acceptable to the Trustee.

Thereupon, the Trustee, upon notice to the Issuer, shall declare the principal of the Bonds, including all accrued interest and other charges thereon, if any, to be immediately due and payable, and upon such declaration, the same shall be immediately due and payable without any pre-payment penalty, notwithstanding anything in the Trust Agreement or in the Bonds to the contrary.

Purchase and Cancellation

The Issuer may at any time purchase any of the Bonds at any price in the open market or by tender or by contract at any price, in accordance with PDEx rules, as may be amended from time to time at any price, without any obligation to purchase (and the Bondholders shall not be obliged to sell) Bonds *pro rata* from all Bondholders. Any Bonds so purchased shall be redeemed and cancelled and may not be re-issued. Upon listing of the Bonds on PDEx, the Issuer shall disclose any such transactions in accordance with the applicable PDEx disclosure rules.

Payments

The principal of, interest on, and all other amounts payable on the Bonds shall be paid by the Issuer through the Paying Agent to the Bondholders by crediting of the settlement accounts designated by each of the Bondholders. The principal of, and interest on, the Bonds shall be payable in Philippine Pesos. The Issuer shall ensure that so long as any of the Bonds remain outstanding, there shall at all times be a Paying Agent for the purposes of the Bonds. The Issuer may terminate the appointment of the Paying Agent, as provided in the Registry and Paying Agency Agreement. In the event the appointed office of any institution shall be unable or unwilling to continue to act as the Paying Agent, the Issuer shall appoint the Makati City branch office of such other leading institution in the Philippines authorized to act in its place, able to perform the same functions as the Paying Agent, and agreed upon among the Trustee, the Majority Bondholders and the Issuer. The Paying Agent may not resign its duties or be removed without a successor having been appointed.

Any amounts payable on the Bonds shall be paid to the Bondholders appearing on the Registry Book as of the relevant Record Date.

The Paying Agent shall open and maintain a Payment Account, which shall be operated solely and exclusively by the said Paying Agent in accordance with the Paying Agency and Registry Agreement, provided that beneficial ownership of the Payment Account shall always remain with the Bondholders. The Payment Account shall be used exclusively for the payment of the relevant interest and principal on each payment date. The Paying Agent shall maintain the Payment Account for six (6) months from Maturity Date or date of early redemption. Upon closure of the Payment Account, any balance remaining in such Payment Account shall be returned to the Issuer and shall be held by the Issuer in trust and for the irrevocable benefit of the Bondholders with unclaimed interest and principal payments

Payment of Additional Amounts; Taxation

Interest income on the Bonds is subject to a final withholding tax at rates between 20% and 30% depending on the tax status of the relevant Bondholder and subject to its claim of tax exemption or preferential withholding tax rates under relevant law, regulation, or tax treaty. Except for such final withholding tax and as otherwise provided, all payments of principal and interest, including penalty interest, are to be made free and clear of any deductions or withholding for or on account of any present or future taxes or duties imposed by or on behalf of the Republic of the Philippines, including, but not limited to, issue, registration, or any similar tax or other taxes and duties, including interest and penalties, if any. If such taxes or duties are imposed, the same shall be for the account of the Issuer; provided, however that, the Issuer shall not be liable for the following:

(a) Income tax on any gain by a holder of the Bonds realized from the sale, exchange or retirement of the said Bonds;

(b) The applicable final withholding tax on interest, including penalty interest, earned on the Bonds prescribed under the Tax Code, as amended and its implementing rules and regulations as may be in effect from time to time. Interest income on the Bonds is subject to a final withholding tax at rates between 20% and 30%, depending on the tax status of the relevant Bondholder and subject to its claim of tax exemption or preferential withholding tax rates under relevant law, regulation or tax treaty. An investor who is exempt from the aforesaid withholding tax, or is subject to a preferential withholding tax rate shall be required to submit the following requirements to the Registrar, subject to approval by the Issuer after the same is evaluated as being sufficient in form and substance:

(i) a certified true copy of the original tax exemption certificate, ruling or opinion issued by the BIR addressed to the Applicant confirming the exemption, and certified by an authorized officer of the Applicant as being a true copy of the original on file with the Applicant;

(ii) a duly notarized undertaking, in the prescribed form, executed by (ii.a) the Corporate Secretary or any authorized representative, who has personal knowledge of the exemption based on his official functions, if the Applicant purchases the Bonds for its account, or (ii.b) the Trust Officer, if the Applicant is a universal bank authorized under Philippine law to perform trust and fiduciary functions and purchase the Bonds pursuant to its management of tax-exempt entities (*i.e.*, Employee Retirement Fund, etc.), declaring and warranting such entities' tax exempt status or preferential rate entitlement, with an undertaking to immediately notify the Issuer and the Registrar and Paying Agent of any suspension or revocation of the tax exemption certificates or preferential rate entitlement, and agreeing to indemnify and hold the Issuer and the Registrar and Paying Agent free and harmless against any claims, actions, suits, and liabilities resulting from the non-withholding of the required tax; and

(iii) such other documentary requirements as may be required by the Issuer and/or the Registrar, including requirements under the applicable regulations of the relevant taxing or other authorities which for purposes of claiming tax treaty withholding rate benefits, shall include evidence of the applicability of a tax treaty and consularized proof of the Bondholder's legal domicile in the relevant treaty state, and confirmation acceptable to the Issuer that the Bondholder is not doing business in the Philippines; provided further that all sums payable by the Issuer to tax exempt entities shall be paid in full without deductions for taxes, duties assessments, or government charges, subject to the submission by the Bondholder claiming the benefit of any exemption of reasonable evidence of such exemption to the Registrar;

(c) For Bondholders that are residents of countries with which the Philippines has a tax treaty, in order to apply the pertinent preferential tax treaty rates on the interest payments due on the Bonds, the non-resident Bondholder must submit the following documents prior to the payment of interest income by the Issuer:

(i) a duly accomplished CORTT Form, as required by RMO No. 8-2017. For the first payment of interest on the Bonds, the non-resident Bondholder must submit a duly accomplished copy of Part I and Part II of the CORTT Form. For subsequent interest payments, only Part II of the CORTT Form is required to be submitted;

(ii) a Special Power of Attorney executed by the individual-Bondholder or by a responsible official of the corporate or institutional Bondholder, as the case may be, authorizing the Issuer to file the CORTT Form with Revenue District Office No. 39 and the International Tax Affairs Division of the BIR on their behalf;

(iii) an authenticated original of the proof of tax residence (Certificate of Residence) of the Bondholder, issued by the relevant tax authority of the country of residence of the Bondholder; and

(iv) such other documentary requirements as may be reasonably required under the applicable regulations of the relevant taxing or other authorities

provided further that, all sums payable by the Issuer to tax exempt entities shall be paid in full without deductions for taxes, duties assessments or government charges subject to the submission by the Bondholder claiming the benefit of any exemption of reasonable evidence of such exemption to the Registrar and Paying Agent;

(d) Gross Receipts Tax under Section 121 of the Tax Code;

(e) Income tax on all income, of any securities dealer or Bondholder, whether or not subject to withholding; and

(f) Value Added Tax ("VAT") under Sections 106 to 108 of the Tax Code, and as amended by Republic Act No. 9337.

Documentary stamp tax for the primary issue of the Bonds and the execution of the Bond Agreements, if any, shall be for the Issuer's account.

Financial Covenants

Until redemption or payment in full of the aggregate outstanding principal amount of the Bonds, the Issuer hereby covenants and agrees with the Trustee that, unless the Majority Bondholders shall otherwise consent in writing it will maintain a ratio of Consolidated Total Borrowings to Consolidated Shareholders' Equity not exceeding 2:1 as referenced from its consolidated audited financial statements as of its calendar year end December 31 and consolidated interim financial statements as at June 30.

For purposes of this section, the following defined terms shall have the respective meanings set forth below:

"Consolidated Statements of Financial Position" means the latest available consolidated statements of financial position of the Issuer at that time.

"Consolidated Total Borrowings" means the aggregate of the financial indebtedness of the Issuer and its Subsidiaries (without double counting).

"Consolidated Shareholders' Equity" means the aggregate of:

i. The amount paid up or credited as paid up on the issued share capital of the Issuer;
ii. The amount standing to the credit of the consolidated retained earnings, accumulated translation adjustments and other adjustments to the capital accounts of the Issuer, based on the Consolidated Statements of Financial Position; and
iii. Minority interests in the net assets of the Issuer.

Other than the above, there are no other financial covenants that RLC will maintain with respect to the Bonds. The Trust Agreement provides for other positive and negative covenants of the Bonds.

Negative Pledge

Until redemption or payment in full of the aggregate outstanding principal amount of the Bonds, the Issuer covenants and agrees that it shall not, without the prior written consent of the Majority Bondholders, other than any Permitted Security Interest, create or permit to subsist any Security Interest on any of its assets.

Events of Default

The Issuer shall be considered in default and the Trust Agreement in case any of the following events (each an "Event of Default") shall occur and is continuing (whether or not caused by any reason whatsoever outside the control of the Issuer):

(a) *Payment Default*

The Issuer fails to pay when due and payable any principal or interest in respect of the Bonds which the Issuer is obliged to pay to the Bondholders under the Trust Agreement and the Bonds in the manner, at the place, and in the currency in which it is expressed to be payable.

The Issuer fails to pay when due and payable any other amount payable (other than the principal or interest in respect of the Bonds) by the Issuer in respect of the Bonds and under the Trust Agreement in the manner, at the place, and in the currency in which it is expressed to be payable, and such non-payment continues for thirty (30) days from the date such payment is due.

(b) *Representation/Warranty Default*

Any representation and warranty of the Issuer hereof and in the Trust Agreement or any certificate or opinion submitted pursuant hereto proves to have been untrue, incorrect, or misleading in any material respect as and when made or deemed repeated.

(c) *Other Default*

The Issuer is in breach, or fails to perform, or violates any other provision or term of the Trust Agreement and the Bonds, and such breach, failure, or violation is not remediable or, if remediable, continues to be unremedied after the applicable grace period, or in the absence of such grace period, after thirty (30) days from the date of occurrence of the said violation.

(d) *Cross Default*

Any obligation of the Issuer under a contract executed by it with any bank, financial institution, or other person for the payment of Financial Indebtedness, with a principal amount of at least [•] Pesos (₱[•]) (or its equivalent from time to time in other currencies), is not paid when due, except equipment purchases and contractor services and obligations that are subject to good faith dispute by the Issuer through appropriate proceedings and for which adequate reserves have been provided for the payment thereof, or a default shall have occurred in the performance or observance of any instrument or agreement pursuant to which the foregoing obligations were created, the effect of which is to cause, entitle, or permit such obligation to become due prior to its stated maturity.

(e) *Expropriation Default*

The Republic of the Philippines or any competent authority thereof takes any action to suspend all or substantially all of the operations of the Issuer and to condemn, seize, nationalize, or appropriate (either with or without compensation) the Issuer or all or substantially all its properties or assets, unless disputed by the Issuer in good faith through appropriate action or proceeding and such action or proceeding is dismissed or terminated within forty-five (45) days from the filing thereof.

(f) *Insolvency Default*

(i) Any step is taken by any person to obtain an order (other than steps taken by a third party where such steps are frivolous or vexatious and the relevant application or petition is dismissed within ninety (90) days) or any order is made by any competent court or resolution passed by the Issuer for the appointment of a liquidator, receiver, or trustee of the Issuer or of all or a substantial part of its assets, save for the purposes of amalgamation or reorganization not involving insolvency the terms of which shall have received the prior written approval of the Majority Bondholders;

(ii) the Issuer admits in writing its inability to pay its Financial Indebtedness as they fall due or makes a general assignment for the benefit of or composition with its creditors or is adjudicated or found bankrupt or insolvent; and

(iii) the Issuer commences or concludes negotiations with any one or more of its creditors, with a view to a general adjustment or rescheduling of its Financial Indebtedness (being Financial Indebtedness which it will or might otherwise be unable to pay when due).

(g) *Judgment Default*

Any final judgment, decree or arbitral award for the sum of money, damages, or for a fine or penalty in excess of [•] Pesos (₱[•]) or its equivalent in any other currency, to the extent not covered by adequate insurance, is entered against the Issuer under the following conditions: (i) the enforcement of the judgment, decree, or award is not stayed; (ii) such judgment, decree or award is not paid, discharged, or duly bonded within thirty (30) days after the date when payment of such judgment, decree, or award is due under the applicable law or agreement; and (iii) the enforcement of such judgment, decree, or award would have a Material Adverse Effect.

(h) *Writ and Similar Process Default*

Any writ, warrant of attachment, injunction, stay order, execution, or similar process shall be issued or levied against all or substantially all of the Issuer's assets, business or operations and such writ, warrant, or similar process is not released, vacated or fully bonded within sixty (60) days after its issue or levy (or such longer period as the Trustee may consider appropriate in relation to the jurisdiction concerned) and would have a Material Adverse Effect on the Issuer.

(i) *Closure Default*

The Issuer ceases or has announced its intention to cease to carry on all of its business or substantially all of its business (which shall not include a temporary suspension of business) except in the case allowed in [Section 4.2(j)] of the Trust Agreement, and such cessation has a Material Adverse Effect.

(j) *Approvals and Permits Default*

(i) Any consent, license, authorization, registration, or approval required in relation to the performance by the Issuer of its payment or other obligations under, or for the validity or enforceability of, the Trust Agreement and the Bonds, is revoked, rescinded, suspended, withdrawn, withheld, modified in a manner which, in the reasonable opinion of the Trustee, shall affect the ability of the Issuer to comply with such obligations (notice of which shall be given by the Issuer to the Bondholders forthwith upon the Issuer becoming aware thereof), and such is not remedied by the Issuer within a period of fifteen (15) days from the date it became aware thereof;

(ii) Any concessions, permits, rights, franchises, or privileges required for the conduct of the business and operations of the Issuer (except for the concessions, privileges or rights granted to the Issuer pursuant to the [Management Agreement dated 5 May 2003 by and between the Issuer and Holiday Inns (Philippines), Inc.)] shall be revoked, canceled, or otherwise terminated or the free and continued use and exercise thereof shall be curtailed or prevented, in such manner as shall materially and adversely affect the financial condition or operations of the Issuer, and such action is not rectified or otherwise remedied within forty-five (45) days from its occurrence or imposition, or within such longer period as may be granted by the Trustee at its sole discretion.

(k) *Performance Default*

Any event occurs or any circumstance arises which, in the reasonable determination of the Trustee, gives ground for believing that the Issuer may not (or may be unable to) perform or comply with any one or more of its obligations under the Trust Agreement or the Bonds, and such event or circumstance remains unremedied for a period of thirty (30) days after written notice thereof shall have been received by the Issuer from the Trustee.

Consequences of Default

(a) If any one or more of the Events of Default shall have occurred and be continuing, and has not been waived by the Majority Bondholders (i) the Trustee shall, by notice in writing delivered to the Issuer, or upon the written direction of the Majority Bondholders whose written instructions/consents/letters shall be authenticated and summarized by the Registrar, or (ii) the Majority Bondholders may, by notice in writing delivered to the Issuer and the Trustee, declare the principal of the Bonds, including all accrued interest and other charges thereon, if any, to be immediately due and payable, and upon such declaration the same shall be immediately due and payable, without presentment, demand, protest, or further notice of all kinds, all of which are hereby expressly waived by the Issuer.

(b) This provision, however, is subject to the condition that the Majority Bondholders may, by written notice to the Issuer and the Trustee, during the prescribed curing period, if any, rescind and annul such declaration made by the Trustee pursuant to paragraph (a) above, and the consequences of such declaration, upon such terms, conditions, and agreement, if any, as they may determine, provided that no such rescission and annulment shall extend to or shall affect any subsequent default or shall impair any right consequent thereon.

<u>Notice of Default</u>

The Trustee shall, through the Registrar, within thirty (30) days after the occurrence of an Event of Default under any of the Bonds, give to the Bondholders written notice of such default known to it, unless the same shall have been cured before the giving of such notice; provided that, in the case of payment default, as described in "Payment Default" above, the Trustee, through the Registrar, shall immediately notify the Bondholders upon the occurrence of such payment default. The existence of a written notice required to be given to the Bondholders hereunder shall be published in a newspaper of general circulation in Metro Manila for two (2) consecutive days, further indicating in the published notice that the Bondholders or their duly authorized representatives may obtain an important notice regarding the Bonds at the principal office of the Trustee upon presentment of sufficient and acceptable identification.

Penalty Interest

In case any amount payable by the Issuer under any of the Bonds, whether for principal, interest, or otherwise, is not paid when due, the Issuer shall, without prejudice to its obligations to pay the said principal, interest, and other amounts, pay penalty interest to the Bondholders on the defaulted amount(s) at the rate of 12% p.a. (the "*Penalty Interest*") from the time the amount falls due until it is fully paid.

Payment in the Event of Default

The Issuer covenants that if any Event of Default under any of the Bonds shall have occurred and be continuing, and has not been waived by the Majority Bondholders, the Issuer shall pay to the Bondholders, through the Paying Agent, the whole amount which shall then have become due and payable on all such outstanding Bonds with interest at the rate borne by the Bonds on the overdue principal and with Penalty Interest as described above, and in addition thereto, the Issuer shall pay to the Trustee such further amounts as shall be determined by the Trustee to be sufficient to cover the cost and expenses of collection, including reasonable compensation to the Trustee, its agents, attorneys and counsel, and any reasonable expenses or liabilities incurred without negligence or bad faith by the Trustee hereunder.

Application of Payments in the Event of Default

Any money collected or delivered to the Paying Agent, and any other funds held by it, subject to any other provision of the Trust Agreement and the Registry and Paying Agency Agreement relating to the disposition of such money and funds in the Event of Default, shall be applied by the Paying Agent in the order of preference as follows: (1) to the payment to the Trustee, the Paying Agent and the Registrar, of the costs, expenses, fees and other charges of collection, including reasonable compensation to them, their agents, attorneys and counsel, and all reasonable expenses and liabilities incurred or disbursements made by them, without gross negligence or bad faith, duly incurred or disbursed as of payment date in accordance with the Trust Agreement and the Registry and Paying Agency Agreement; (2) to the payment of the interest in default, in the order of the maturity of such interest with Penalty Interest, which payment shall be made *pro rata* among the Bondholders; (3) to the payment of the whole amount then due and unpaid upon the Bonds for principal and interest, with Penalty Interest, which payment shall be made *pro rata* among the Bondholders; and (4) the remainder, if any, shall be paid to the Issuer, its successors or assigns, or to whoever may be lawfully entitled to receive the same, or as a court of competent jurisdiction may direct. Except for any interest and principal payments, all disbursements of the Paying Agent in relation to the Bonds shall require the conformity of the Trustee.

Prescription

Claims in respect of principal and interest or other sums payable under the Bonds hereunder shall prescribe unless made within ten years (in the case of principal or other sums) or five (5) years (in the case of interest) from the date on which payment becomes due.

Remedies

All remedies conferred by the Trust Agreement to the Trustee and the Bondholders shall be cumulative and not exclusive and shall not be so construed as to deprive the Trustee or the Bondholders of any legal remedy by judicial or extra judicial proceedings appropriate to enforce the conditions and covenants of the Trust Agreement, subject to the discussion below on "*Ability to File Suit*".

No delay or omission by the Trustee or the Bondholders to exercise any right or power arising from or on account of any default hereunder shall impair any such right or power, or shall be construed to be a waiver of any such default or an acquiescence thereto; and every power and remedy given by the Trust Agreement to the Trustee or the Bondholders may be exercised from time to time and as often as may be necessary or expedient.

Ability to File Suit

No Bondholder shall have any right by virtue of or by availing of any provision of the Trust Agreement to institute any suit, action or proceeding for the collection of any sum due from the Issuer hereunder on account of principal, interest, and other charges, or for the appointment of a receiver or trustee, or for any other remedy hereunder, unless (i) such Bondholder previously shall have given to the Trustee written notice of an Event of Default and of the continuance thereof and the related request for the Trustee to convene a meeting of the Bondholders to take up matters related to their rights and interests under the Bonds; (ii) the Majority Bondholders shall have decided and made the written request upon the Trustee to institute such action, suit, or proceeding in the latter's name; (iii) the Trustee for sixty (60) days after the receipt of such notice and request shall have neglected or refused to institute any such action, suit, or proceeding; and (iv) no directions inconsistent with such written request shall have been given under a waiver of default by the Bondholders, it being understood and intended, and being expressly covenanted by every Bondholder with every other Bondholder and the Trustee, that no one or more Bondholders shall have any right in any manner whatever by virtue of or by availing of any provision of the Trust Agreement to affect, disturb, or prejudice the rights of the holders of any other such Bonds or to obtain or seek to obtain priority over or preference to any other such holder or to enforce any right under the Trust Agreement, except in the manner herein provided and for the equal, ratable, and common benefit of all the Bondholders.

Waiver of Default by the Bondholders

The Majority Bondholders may direct the time, method and place of conducting any proceeding for any remedy available to the Trustee for exercising any trust or power conferred upon the Trustee, or the Majority Bondholders may decide for and on behalf of the relevant Bondholders to waive any past default, except the events of default defined as a payment default, cross default, expropriation default, or insolvency default, and its consequences. In case of any such waiver, the Issuer, the Trustee, and the Bondholders shall be restored to their former positions and rights hereunder; provided, however, that no such waiver shall extend to any subsequent or other default or impair any right consequent thereto. Any such waiver by the Majority Bondholders shall be conclusive and binding upon all Bondholders and upon all future holders and owners thereof, irrespective of whether or not any notation of such waiver is made upon the certificate representing the Bonds.

Trustee; Notices

Notice to the Trustee

All documents required to be submitted to the Trustee pursuant to the Trust Agreement and the Prospectus and all correspondence addressed to the Trustee shall be delivered to:

To the Trustee:	Metropolitan Bank & Trust Company
Attention:	The Trust Account Officer
Subject:	Robinsons Land Corporation Fixed Rate Bonds Due [2023] and [2025]
Address:	Metrobank Plaza, Sen. Gil J. Puyat Avenue, 1200 Makati City

All documents and correspondence not sent to the above-mentioned address shall be considered as not to have been sent at all.

Notice to the Bondholders

The Trustee shall send, through the Registrar, all Notices to Bondholders to their mailing address as set forth in the Registry Book. Except where a specific mode of notification is provided for herein, notices to Bondholders shall be sufficient when made in writing and transmitted in any one of the following modes: (i) registered mail; (ii) surface mail; (iii) by one-time publication in a newspaper of general circulation in the Philippines; or (iv) personal delivery to the address of record in the Registry Book. The Trustee and/or the Registrar shall rely on the Registry Book in determining the Bondholders entitled to notice. All notices shall be deemed to have been received (i) ten (10) days from posting if transmitted by registered mail; (ii) fifteen (15) days from mailing, if transmitted by surface mail; (iii) on date of publication; or (iv) on date of delivery, for personal delivery.

Binding and Conclusive Nature

Except as provided in the Trust Agreement, all notifications, opinions, determinations, certificates, calculations, quotations, and decisions given, expressed, made, or obtained by the Trustee for the purposes of the provisions of the Trust Agreement shall (in the absence of willful default, bad faith, or manifest error) be binding on the Issuer, and all Bondholders and (in the absence as referred to above) no liability to the Issuer, the Paying Agent, or the Bondholders shall attach to the Trustee in connection with the exercise or non-exercise by it of its powers, duties, and discretions under the Trust Agreement resulting from the Trustee's reliance of the foregoing.

Reports to the Bondholders

(a) The Trustee shall submit to the Bondholders on or before [March 31] of each year from the Issue Date, or on the next Business Day if the date falls on a non-Business Day, until full payment of the Bonds a brief report dated as of [December 31] of the immediately preceding year with respect to:

    (i) the property and funds, if any, physically in the possession of the Paying Agent held in trust for the Bondholders on the date of such report; and

    (ii) any action taken by the Trustee in the performance of its duties under the Trust Agreement which it has not previously reported and which in its opinion materially affects the Bonds, except action in respect of a default, notice of which has been or is to be withheld by it.

(b) The Trustee shall submit to the Bondholders a brief report within ninety (90) days from the making of any advance for the reimbursement of which it claims or may claim a lien or charge which is prior to that of the Bondholders on the property or funds held or collected by the Paying Agent with respect to the character, amount, and the circumstances surrounding the making of such advance; provided that such advance remaining unpaid amounts to at least 10% of the aggregate outstanding principal amount of the Bonds at such time.

Inspection of Documents

Upon prior notice to the Trustee, the following pertinent documents may be inspected during regular business hours on any Business Day at the principal office of the Trustee:

1. Trust Agreement
2. Registry and Paying Agency Agreement
3. Articles of Incorporation and By-Laws of the Issuer

4. Registration Statement of the Issuer

Resignation and Change of Trustee

The Trustee may at any time resign by giving thirty (30) days prior written notice to the Issuer and to the Bondholders of such resignation.

Upon receiving such notice of resignation of the Trustee, the Issuer shall immediately appoint a successor trustee by written instrument in duplicate, executed by its authorized officers, one copy of which instrument shall be delivered to the resigning Trustee and one copy to the successor trustee. If no successor shall have been so appointed and have accepted appointment within thirty (30) days after the giving of such notice of resignation, the resigning Trustee may petition any court of competent jurisdiction for the appointment of a successor, or any Bondholder who has been a *bona fide* holder for at least six (6) months (the "Bona Fide Bondholder") may, for and in behalf of the Bondholders, petition any such court for the appointment of a successor. Such court may thereupon after notice, if any, as it may deem proper, appoint a successor trustee. Subject to the provisions of Subsection (d) below, such a successor trustee must possess all the qualifications required under pertinent laws.

The Majority Bondholders may at any time remove the Trustee for cause, and, with prior consultation with the Issuer, except in an Event of Default, appoint a successor trustee, by the delivery to the Trustee so removed, to the successor trustee, and to the Issuer the required evidence under the relevant provisions of the Trust Agreement. For the avoidance of doubt, the Bondholders shall have the sole discretion to appoint a successor trustee for the Bonds by vote of the Majority Bondholders.

Any resignation or removal of the Trustee and the appointment of a successor trustee pursuant to any of the provisions of in the Trust Agreement shall become effective upon acceptance of appointment by the successor trustee as provided in the Trust Agreement; provided, however, that until such successor trustee is qualified and appointed, the resigning Trustee shall continue to discharge their duties and responsibilities as herein provided; provided finally that, such successor trustee possesses all the qualifications as required by pertinent laws.

Successor Trustee

Any successor trustee appointed shall execute, acknowledge, and deliver to the Issuer and to its predecessor Trustee an instrument accepting such appointment hereunder, and thereupon the resignation or removal of the predecessor Trustee shall become effective and such successor trustee, without further act, deed, or conveyance, shall become vested with all the rights, powers, trusts, duties, and obligations of its predecessor in the trusteeship hereunder with like effect as if originally named as trustee herein and the predecessor trustee shall be relieved from its duties and responsibilities herein. The foregoing notwithstanding, on the written request of the Issuer or of the successor trustee, the Trustee ceasing to act as such shall execute and deliver an instrument transferring to the successor trustee, upon the trusteeship herein expressed, all the rights, powers, and duties of the Trustee so ceasing to act as such. Upon request of any such successor trustee, the Issuer shall execute any and all instruments in writing as may be necessary to fully vest in and confer to such successor trustee all such rights, powers, and duties.

Upon acceptance of the appointment by a successor trustee as provided in the Trust Agreement, the Issuer shall notify the Bondholders in writing of the succession of such trustee to the trusteeship herein provided. If the Issuer fails to notify the Bondholders within ten (10) days after the acceptance of appointment by the successor trustee, the latter shall cause the Bondholders to be notified at the expense of the Issuer.

Meetings of the Bondholders

A meeting of the Bondholders may be called at any time for the purpose of taking any actions authorized to be taken by or on behalf of the Bondholders of any specified aggregate principal amount of Bonds under any other provisions of the Trust Agreement or under the law and such other matters related to the rights and interests of the Bondholders.

Notice of Meetings

The Trustee may at any time call a meeting of the Bondholders, or the holders of at least 25% of the aggregate outstanding principal amount of Bonds (or, as applicable, the relevant series thereof) may direct in writing through the Registrar, the Trustee to call a meeting of the Bondholders, to take up any allowed action, to be held at such time and at such place as the Trustee shall determine. Notice of every meeting of the Bondholders, setting forth the time and the place of such meeting and the purpose of such meeting in reasonable detail, shall be sent by the Trustee to each of the registered Bondholders (or, as applicable, the relevant series thereof), through the Registrar, and to the Issuer, as may be necessary, at least fifteen (15) days prior to the date fixed for the meeting. All reasonable costs and expenses incurred by the Trustee for the proper dissemination of the requested meeting shall be reimbursed by the Issuer within ten (10) days from receipt of the duly supported billing statement.

Failure of the Trustee to Call a Meeting

In case at any time the Issuer, pursuant to a resolution of its board of directors or executive committee, or the holders of at least 25% of the aggregate outstanding principal amount of the Bonds (or, as applicable, the relevant series thereof) shall have requested, through the Registrar, the Trustee to call a meeting of the Bondholders by written request setting forth in reasonable detail the purpose of the meeting, and the Trustee shall not have mailed in accordance with the notice requirements, the notice of such meeting, then the Issuer or the Bondholders (or, as applicable, the relevant series thereof) in the amount above specified may determine the time and place for such meeting and may call such meeting by mailing and publishing notice thereof.

Quorum

The Registrar shall determine and record the presence of the Majority Bondholders, personally or by proxy. The presence of the Majority Bondholders shall be necessary to constitute a quorum to do business at any meeting of the Bondholders.

Procedure for Meetings

(a) The Trustee shall preside at all the meetings of the Bondholders unless the meeting shall have been called by the Issuer or by the Bondholders, in which case the Issuer or the Bondholders calling the meeting, as the case may be, shall in like manner move for the election of the chairman and secretary of the meeting. The Trustee and Registrar shall initially and continually preside as chairman and secretary, respectively, until a chairman and secretary are elected by the Majority Bondholders.

(b) Any meeting of the Bondholders duly called may be adjourned for a period or periods not to exceed in the aggregate of one year from the date for which the meeting shall originally have been called and the meeting so adjourned may be held without further notice to the Bondholders present or represented at the original meeting. Any such adjournment may be ordered by persons representing a majority of the aggregate principal amount of the Bonds represented at the meeting and entitled to vote, whether or not a quorum shall be present at the meeting. At least five (5) days prior to the meeting to which the original meeting is adjourned, the Trustee, through the Registrar, shall send to all Bondholders not present or represented at the original meeting notice setting forth the time and the place of the meeting to which the original meeting was adjourned and indicating that the purpose of such meeting is the same as that of the original meeting. All reasonable costs and expenses incurred by the Trustee for the proper dissemination of the requested meeting shall be reimbursed by the Issuer within ten (10) days from receipt of the duly supported billing statement.

Voting Rights

To be entitled to vote at any meeting of the Bondholders, a person shall be a registered holder of one or more Bonds or a person appointed by an instrument in writing as proxy by any such holder as of the date of the said meeting. Bondholders shall be entitled to one vote for every ₱10,000 interest. The only persons who shall be entitled to be present or to speak at any meeting of the Bondholders shall be the persons entitled to vote at such meeting and any representatives of the Issuer and its legal counsel.

Voting Requirement

All matters presented for resolution by the Bondholders in a meeting duly called for the purpose shall be decided or approved by the affirmative vote of the Majority Bondholders present or represented in a meeting at which there is a quorum except as otherwise provided in the Trust Agreement. Any resolution of the Bondholders, which has been duly approved with the required number of votes of the Bondholders as provided in the Trust Agreement, shall be binding upon all the Bondholders as if the votes were unanimous.

Role of the Trustee in Meetings of the Bondholders

Notwithstanding any other provisions of the Trust Agreement, the Trustee may make such reasonable regulations as it may deem advisable for any meeting of the Bondholders, in regard to proof of ownership of the Bonds, the appointment of proxies by registered holders of the Bonds, the election of the chairman and the secretary, the appointment and duties of inspectors of votes, the submission and examination of proxies, certificates, and other evidences of the right to vote, and such other matters concerning the conduct of the meeting as it shall deem fit.

Evidence Supporting the Action of the Bondholders

Wherever in the Trust Agreement it is provided that the holders of a specified percentage of the aggregate outstanding principal amount of the Bonds may take any action (including the making of any demand or requests and the giving of any notice or consent or the taking of any other action), the fact that at the time of taking any such action the holders of such specified percentage have joined therein may be evidenced by: (i) any instrument executed by the Bondholders in person or by the agent or proxy appointed in writing, or (ii) the duly authenticated record of voting in favor thereof at the meeting of the Bondholders duly called and held in accordance herewith, or (iii) a combination of such instrument and any such record of meeting of such Bondholders.

Non-Reliance

Each Bondholder also represents and warrants to the Trustee that it has independently and, without reliance on the Trustee, made its own credit investigation and appraisal of the financial condition and affairs of the Issuer on the basis of such documents and information as it has deemed appropriate and that it has subscribed to the Issue on the basis of such independent appraisal, and each Bondholder represents and warrants that it shall continue to make its own credit appraisal without reliance on the Trustee.

The Bondholders agree to indemnify and hold the Trustee harmless from and against any and all liabilities, damages, penalties, judgments, suits, expenses and other costs of any kind or nature against the Trustee in respect of its obligations hereunder, except for its gross negligence or wilful misconduct. None of the provisions contained in the Trust Agreement and Prospectus shall require or be interpreted as requiring the Trustee to expend or risk its own funds or otherwise incur personal financial liability in the performance of any of its duties or in the exercise of any of its rights or powers.

Amendments

The Issuer and the Trustee may amend these terms and conditions of the Bonds without prior notice to every Bondholder, but with the written consent of the Majority Bondholders. However, without the written consent of each Bondholder affected thereby, notwithstanding any meeting among such Bondholders, in accordance with the section "Meeting of the Bondholders" above, in case one is held for this purpose, an amendment may not:

1) reduce the number of Bondholders that must consent to an amendment or waiver;
2) reduce the rate of or extend the time for payment of interest on the Bonds;
3) reduce the principal of or extend the Maturity Date of the Bonds;
4) impair the right of any Bondholder to receive payment of principal of and interest on such Bondholder's Bonds on or after the due dates therefore or to institute suit for the enforcement of any payment on or with respect to such Bondholders;
5) reduce the amount payable upon the redemption or repurchase of the Bonds under the Terms and Conditions or change the time at which any Bond may be redeemed;
6) make any Bond payable in money other than that stated in the Bond;
7) subordinate the Bonds to any other obligations of the Issuer;
8) release any security interest that may have been granted in favor of the Bondholders;
9) amend or modify the Payment of Additional Amounts, Taxation, the Events of Default, or the Waiver of Default by the Bondholders in the Terms and Conditions; or
10) make any change or waiver of this condition.

It shall not be necessary for the consent of the Bondholders under this condition to approve the particular form of any proposed amendment, but it shall be sufficient if such consent approves the substance thereof. After an amendment under this condition becomes effective, the Issuer shall send a notice briefly describing such amendment to the Bondholders affected.

Governing Law

The agreements relating to the Bonds are governed by and are construed in accordance with Philippine law.

Waiver of Preference or Priority

Each Bondholder waives its right to the benefit of any preference or priority over the Bonds accorded to public instruments under Article 2244(14) of the Civil Code of the Philippines.

Certain Defined Terms

Except as otherwise provided and where context indicates otherwise, defined terms in the Terms and Conditions of the Bonds have the meanings ascribed to them in the Trust Agreement.

INTERESTS OF NAMED EXPERTS

LEGAL MATTERS

All legal opinion/matters in connection with the issuance of the Bonds which are subject of this Offer shall be passed upon by *Romulo Mabanta Buenaventura Sayoc & de los Angeles* for the Joint Lead Underwriters and Bookrunners, and *Fernandez-Estavillo Cruz Rogero Gancayco & Associates* for the Issuer.

Both legal counsels have no direct interest in the Company, and may each from time to time be engaged to advise in the transactions of the Company and perform legal services on the basis that each legal counsel provides such services to their respective clients.

INDEPENDENT AUDITORS

SyCip Gorres Velayo & Co. ("*SGV & Co*."), independent auditors, audited Robinsons Land's consolidated comparative financial statements as of December 31, 2019, 2018 and 2017 and each of the three (3) years in the period ended December 31, 2019 included in this Prospectus. There has neither been a termination nor change in the said appointment.

The independent auditor's reports for the Company's audited consolidated comparative financial statements as of December 31, 2019 and 2018 and each of the three (3) years in the periods then ended were signed by Ysmael S. Acosta; while the independent auditor's report for the Company's audited consolidated financial statements as of December 31, 2017 and each of the three (3) years in the period then ended was signed by Michael C. Sabado.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS

The Company has not had any disagreements on accounting and financial disclosures, or auditing scope or procedure, with its current independent auditors for the same periods or any subsequent interim period.

DESCRIPTION OF BUSINESS

OVERVIEW

Robinsons Land Corporation is a stock corporation organized under the laws of the Philippines and has eleven (11) subsidiaries.

The Company's principal executive office is located at Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila.

The Company and its subsidiaries have 2,823 and 2,415 employees as of December 31, 2019 and 2018, respectively.

RLC is one of the Philippines' leading real estate developers in terms of revenues, number of projects and total project size. It is engaged in the construction and operation of lifestyle commercial centers, offices, hotels and industrial facilities; and the development of mixed-use properties, residential buildings, as well as land and residential housing developments, including socialized housing projects located in key cities and other urban areas nationwide. RLC adopts a diversified business model, with both an "investment" component, in which the Company develops, owns and operates commercial real estate projects (principally lifestyle commercial centers, office buildings, hotels and industrial facilities); and a "development" component, in which RLC develops real estate projects for sale (principally residential condominiums, serviced lots, house and lot packages and commercial lots).

RLC's operations are divided into its five (5) business divisions:

- The **Commercial Centers Division** develops, leases and manages lifestyle commercial centers or shopping malls throughout the Philippines. As of December 31, 2019, RLC operates fifty-two (52) shopping malls, comprising of nine (9) malls in Metro Manila and forty-three (43) malls in other urban areas throughout the Philippines, and has another five (5) new malls and two (2) expansion projects in the planning and development stage for completion in the next two (2) years.

- The **Residential Division** develops and sells residential developments for sale/pre-sale. As of December 31, 2019, RLC's Residential Division has seventy-seven (77) residential condominium buildings/towers/housing projects and thirty-nine (39) housing subdivisions, of which ninety (90) have been completed and twenty-six (26) are still ongoing with two (2) projects that are awaiting the receipt of License to Sell (LS). It currently has several projects in various stages for future development that are scheduled for completion in the next one (1) to five (5) years.

- The **Office Buildings Division** develops office buildings for lease. As of December 31, 2019, this division has completed twenty-three (23) office developments, located in Quezon City, Central Business Districts in Pasig City, Makati City and Taguig City, Mandaluyong City, Cebu City, Ilocos Norte, Tarlac City, Naga City and Davao City. It has a robust pipeline consisting of new offices for completion in the next two (2) years.

- The **Hotels and Resorts Division** has a diverse portfolio covering the following brand segments: upscale international deluxe hotels, mid-market boutique city hotels, essential service value hotels, and most recently, the luxury resort category. As of December 31, 2019, RLC operated twenty (20) hotels and resort for a total of 3,129 rooms in strategic metropolitan and urbanized locations consisting of eleven (11) Go Hotels, six (6) Summit Hotels and three (3) international deluxe brands. In 2019, RLC opened two (2) new hotels, namely, Summit Greenhills and Dusit Thani Mactan Cebu Resort, the latter managed by Dusit Thani Company Limited ("Dusit Thani International"). RLC currently has a lineup of developments for the expansion of its portfolio of hotels and resorts.

- The **Industrial and Integrated Developments Division** focuses on mixed-used developments and master planned communities. These developments incorporate different property formats such as residences, work places, commercial centers, logistics facilities and other institutional developments into a single setting. In 2019, this division launched its first 30.6-hectare estate named "Bridgetowne" which connects the cities of Pasig and Quezon. It is also completing the development of its 18-hectare "Sierra Valley" estate in Rizal and "Montclair", a 204-hectare development in Porac, Pampanga. The division shall continue to embark on strategic land bank acquisitions to add to its growing number of township developments. Another key role of this division is the development of industrial facilities. As of December 31, 2019, RLC has two (2) operational industrial facilities with plans to expand in terms of net leasable area and geographic location in the next two (2) years.

RLC was incorporated on June 4, 1980 as the real estate investment arm of JG Summit Holdings Inc. ("JG Summit"), and its shares were offered to the public in an initial public offering and were subsequently listed in the Manila Stock Exchange and Makati Stock Exchange (predecessors of the Philippine Stock Exchange) on October 16, 1989. The Company had a successful follow-on offering of primary and secondary shares in October 2006 where a total of 932.8 million shares were offered to domestic and international investors, generating USD 223 million or ₱10.87 billion in proceeds. Of this amount, approximately ₱5.30 billion was raised from the primary portion, intended to be used to fund its capital expenditure programs for fiscal year 2007. The additional shares were listed on October 4, 2006. JG Summit, RLC's controlling shareholder, owned approximately 60.97% of RLC's outstanding shares as of calendar year 2019.

On November 19, 2010, the Board of Directors approved the increase in the authorized capital stock of RLC from 3.0 billion common shares into 8.2 billion common shares, with a par value of One Peso (₱1.00) per share. In line with the foregoing, the Board of Directors also approved on February 16, 2011 a 1:2 stock rights offering to stockholders of record as of March 30, 2011 (ex-date March 25, 2011). Accordingly, the Company received subscriptions for 1,364,610,228 shares at an offer price of ₱10.00 per share on April 11-15, 2011. The subscription receivables were fully collected in October 2011.

The SEC approved the increase in capital stock on May 17, 2011.

On November 13, 2017, the Board of the Company approved in principle the stock rights offering ("SRO") of up to ₱20.00 billion composed of 1.1 billion common shares, with a par value of One Peso (₱1.00) per share, to all stockholders as of record date January 31, 2018. The Company used the proceeds from the SRO to finance the acquisition of land located in various parts of the country for all its business segments.

The Company obtained the approval of the Board of the Philippine Stock Exchange, Inc. (PSE) for the listing and trading of the rights shares on January 10, 2018, while the SEC's confirmation of exempt transaction covering the offer was obtained on December 14, 2017. The following were the key dates of the SRO:

- Pricing date – January 24, 2018
- Ex-date – January 26, 2018
- Record date – January 31, 2018
- Offer period – February 2 to 8, 2018
- Listing date – February 15, 2018

The Company successfully completed its ₱20.00 billion SRO of common shares following the close of the offer period on February 8, 2018. A total of 1.1 billion common shares from the SRO were issued at a price of ₱18.20 each. The listing of the shares occurred on February 15, 2018.

On July 31, 2019, the Board of the Company approved the declaration of property dividend of up to 100 million common shares of Altus Property Ventures, Inc. (“APVI”) (formerly, Altus San Nicolas Corp.) in favor of the registered shareholders (the “Receiving Shareholders”) of Robinsons Land as of August 15, 2019. The SEC approved the property dividend declaration on November 15, 2019 and the Certificate Authorizing Registration was issued by the Bureau of Internal Revenue on December 6, 2019.

The Receiving Shareholders received a ratio of one (1) share of APVI for every fifty-one and 9384/10000 (51.9384) shares of the Company, net of applicable final withholding tax on December 20, 2019. No fractional shares were issued and no shareholder was entitled to any fractional shares.

RLC’s remaining interest in APVI after the dividend distribution is 6.11%.

RLC’S BUSINESSES

RLC’s operations are divided into its five (5) business divisions – Commercial Centers, Residential, Office Buildings, Hotels and Resorts, and Industrial and Integrated Developments.

- *Commercial Centers Division* - develops, leases and manages shopping malls/lifestyle commercial centers all over the Philippines.

- *Residential Division* - develops and sells residential condominium spaces, as well as high-end horizontal residential projects.

- *Office Buildings Division* - develops and leases out office spaces.

- *Hotels and Resorts Division* - owns and operates a chain of hotels in various locations in the Philippines.

- *Industrial and Integrated Developments Division* - focuses on strategic land bank acquisition and management, exploration of real estate-related infrastructure projects, and development of industrial and logistics facilities.

The breakdown of revenue and EBITDA per business division as of December 31, 2019 are as follows:

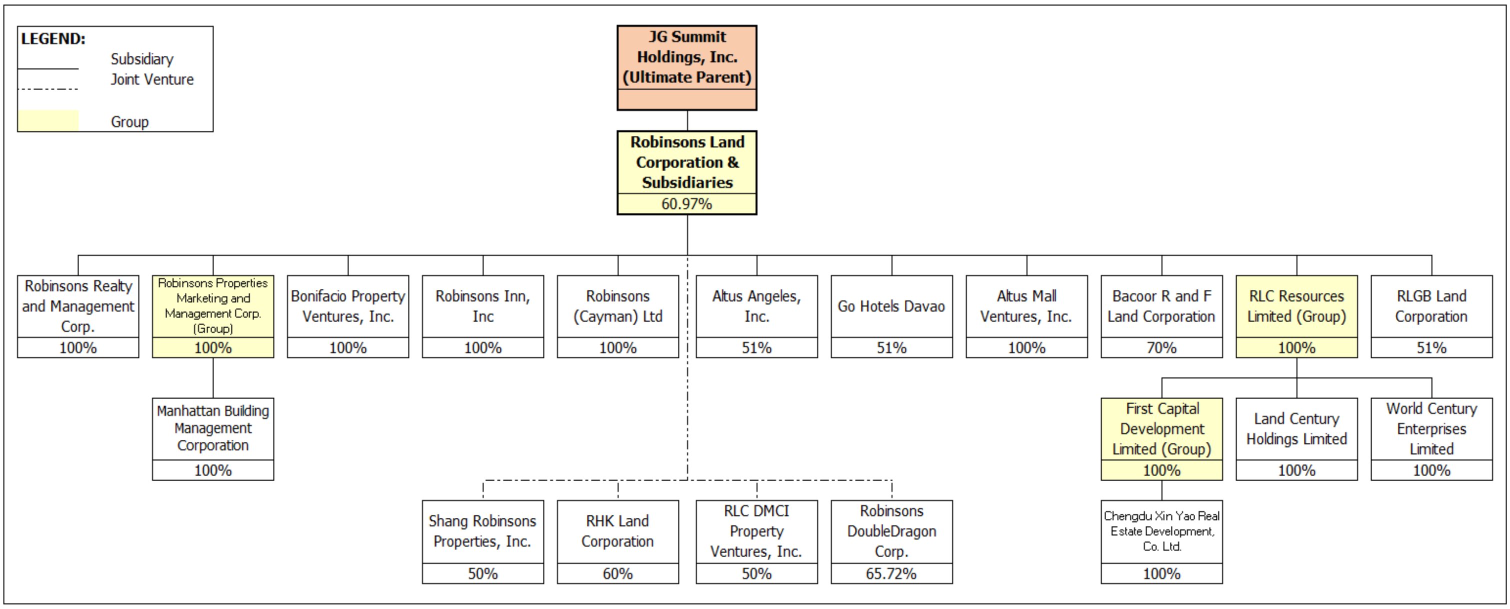
	Commercial Centers Division	Residential Division	Office Buildings Division	Hotel and Resorts Division	Industrial and Integrated Developments	Total
Revenue (in ₱ billion)	₱13.25	₱9.13	₱5.31	₱2.43	₱0.46	₱30.58
% to Total	*43%*	*30%*	*17%*	*8%*	*2%*	*100%*
EBITDA (in ₱ billion)	₱8.82	₱2.93	₱4.56	₱0.70	₱0.24	₱17.25
% to Total	*51%*	*17%*	*27%*	*4%*	*1%*	*100%*

RLC conducts its business operations principally in the Philippines. The percentage of foreign sales to total revenues for calendar years 2019, 2018 and 2017 are as follows:

	2019	2018	2017
Total Foreign Sales (in ₱ billion)	₱1.59	₱0.52	₱0.17
Total Revenues (in ₱ billion)	₱30.58	₱29.56	₱22.52
% Total Foreign Sales to Total Revenues	*5.19%*	*1.75%*	*0.75%*

CORPORATE STRUCTURE

The chart below provides an overview of RLC's corporate structure, including its subsidiaries and associates, as of December 31, 2019.



COMPETITIVE STRENGTHS

RLC remains to be one of the Philippines' leading property developers by consistently enhancing its core strengths:

1. Established Reputation and Brand Name

RLC has been in the Philippine real estate development business for more than 30 years. Over the years, the Company has expanded its business portfolio from developing and operating lifestyle commercial centers, to developing high-profile projects in complementary areas of real estate development, including office and residential buildings, housing and land developments, industrial facilities and hotel operations. Today, RLC is one of the Philippines' leading real estate developers in terms of revenues, number of projects and total project size. The Company believes that it has developed a reputation for quality and reliability and for delivering projects on time, within budget and in accordance with or exceeding customers' expectations. RLC also believes that it is recognized in the real estate market for the convenient locations of its projects, the quality of amenities that it delivers and the affordability of its products.

2. **Diversified Business Portfolio and Earnings Base**

RLC has adopted a diversified business model with both an “investment” component and a “development” component. This broad business footprint provides RLC with a diversified earnings base. The “investment” component of the Company’s business, principally its shopping malls or lifestyle commercial centers, office buildings, industrial facilities and hotels, provides the Company with steady, relatively predictable earnings and cash flow. On the other hand, the “development” component of the business, principally the residential condominiums and housing and land developments, provides significant business growth potential. The balanced mix of investment and development components ensures RLC of stable recurring revenues even during down cycles in the property industry. Another feature of its diverse earnings base is that RLC can leverage its strong cash flow to finance investment and growth on the development side of its business.

3. **Strong Financial Position**

The Company maintains a strong balance sheet position. Its diversified earnings mix provides a solid financial base for the Company, and a stable source of funds for business expansion and other capital. In part due to its strong cash flow, the Company does not have significant levels of outstanding indebtedness, which places the Company in a strong position to access a variety of available funding sources. This financial strength, together with the reputation that the Company has earned over the years, provides a strong platform for business growth going forward.

4. **Experienced Management Team**

RLC has an experienced management team with a proven ability to execute the Company’s business plan and achieve results. Some members of senior management have been with RLC since its inception. Mr. James L. Go, Chairman Emeritus, has extensive experience in real estate related businesses, as do the Company’s President and Chief Executive Officer, Mr. Frederick D Go. RLC’s Chairman, Mr. Lance Y. Gokongwei, meanwhile, has been involved in operating and managing JG Summit group’s businesses for over 20 years, and was the Company’s President and Chief Operating Officer until August 28, 2006. In addition, RLC has been able to attract and retain a professional management team with significant experience in managing large-scale real estate development projects. Mr. Faraday D. Go, Executive Vice President, Ms. Arlene G. Magtibay, Business Unit General Manager of the Commercial Centers Division, Mr. Jericho P. Go, Business Unit General Manager of the Office Buildings Division, Mr. Arthur D. Gindap, Business Unit General Manager of the Hotels and Resorts Division, Ms. Ma. Socorro Isabelle V. Aragon-Gobio, Business Unit General Manager of the Industrial and Integrated Developments Division, Mr. Henry L. Yap, Business Unit General Manager of Robinsons Luxuria, Residences and Communities, and Ms. Cora Ang Ley, Business Unit General Manager of Robinsons Homes, all have extensive backgrounds in their respective areas of operation. The Company believes that the market experience and knowledge that these key members of management possess and the business relationships they have developed with key industry players and customers have been an integral part of the Company’s success in the past and will be a driving force for its success in the future.

5. **Complementary and Value-enhancing Businesses of Affiliates**

JG Summit, RLC’s principal shareholder, is one of the largest conglomerates listed on the PSE in terms of total net sales. In addition to providing RLC with corporate support services including corporate finance, corporate planning, procurement, human resources, legal and corporate communications services, the companies within the JG Summit group and other companies controlled by the Gokongwei Family are some of the Company's most important customers. Companies such as Robinsons Department Stores, Robinsons Supermarket and other retail formats of Robinsons Retail Holdings, Inc. comprise the bulk of RLC's "anchor" tenants in its lifestyle commercial centers, which RLC believes also enhances, in a complementary manner, the value of the "Robinsons" brand. Support from related companies is valuable to the Company in other respects as well. For example, when evaluating whether and where to invest in new projects, RLC is able to draw upon the experience and market data of the JG Summit group and other related companies already operating in relevant markets to help it assess consumer spending and behavior patterns, infrastructure and support, strengths and weakness and other important business information.

6. Synergy from mixed-use developments

RLC is the pioneer of fully integrated mixed-use developments in the Philippines. RLC is the owner of some of the largest mixed-use developments in Metro Manila and other key cities. The Robinsons Galleria, Robinsons Place Manila, Robinsons Magnolia and Galleria Cebu complexes are fully integrated developments with residential, office and/or hotel components, each anchored by its own flagship shopping mall. In September 2019, the Company's first destination estate development, Bridgetowne, was officially inaugurated. Situated at the heart of the East of Metro Manila, Bridgetowne is a 30-hectare destination estate envisioned to be a sustainable mixed-use, self-contained community where everything is within reach, complete with residential condominiums, lifestyle malls, hotels, a one-hectare park, a school, a hospital and a dedicated transport terminal. The highlight of this sprawling development is a bridge that runs across the Marikina River and connects two (2) major cities: Quezon City and Pasig City.

RLC continues to focus on mixed-use and/or estate developments to take advantage of synergy among different business unit formats. By developing lifestyle commercial centers, office buildings, residential buildings, industrial facilities and/or hotels in close proximity to one another. RLC believes that it is able to enhance the attractiveness of each specific development, for example, residents shopping in malls, offices booking hotel accommodations, and commercial facilities increasing the value proposition of condominium prices and office rentals.

CORPORATE STRATEGY

To strengthen its market position as the Philippines' leading property developer, RLC intends to take advantage of its established reputation and brand name and its diversified earnings mix, as well as its strong balance sheet, to invest in its business and create growth for the Company. RLC intends to achieve this objective through the following strategies:

1. Maintain a balanced mix of investment properties and development properties, to ensure stable and sustainable value while benefiting from cyclical upswings in the industry.

Robinsons Land seeks to maintain its diverse revenue and earnings base with its malls, office buildings, industrial facilities and hotels providing a steady stream of recurring rental revenues; and its residential condominium buildings and housing subdivision projects providing developmental revenues to allow the company to ride on a property up cycle. By maintaining a diversified business mix strategy, RLC believes it is insulated from down cycles in the property industry, but is poised to benefit from a market upswing.

2. **Retain its leading position in the mall industry by capitalizing on the economic and social trends in the Philippines.**

   RLC believes that it has been a leader in developing and introducing new formats into commercial real estate market and expects to continue to be at the forefront of market changes. For instance, RLC has reengineered mall spaces around the needs and interests of an ever-evolving consumer market. The Company continues to engage consumers by offering more lifestyle-centric choices such as restaurants and other F&B formats, entertainment and other specialty stores, and by providing delightful customer experiences through innovative features and mall attractions such as smart directories, digital and water playgrounds inside the malls and interactive art installations. It actively manages its tenant base by curating a healthy mix of up-and-coming brands alongside well-established ones, as well as local and international retailers. The Company is likewise the pioneer in having government offices inside the malls called "Lingkod Pinoy" centers such as the office of the Department of Foreign Affairs, Social Security System, Philippine Regulations Commission, Land Transportation Office, National Bureau of Investigation, etc. In keeping with the live-work-play-dream concept, RLC has allocated office space for Information Technology-Business Process Outsourcing ("IT-BPM") firms within eight (8) of its existing malls. RLC has likewise taken the green lead in sustainable renewable energy through the installation of solar panels to reduce its carbon footprint and save on power cost.

   To further strengthen the Company's foothold as one of the leading mall developers in the country as well as to take advantage of the robust domestic consumption, RLC plans to sustain the growth momentum of its commercial centers via the development of new shopping malls and the expansion of existing ones. As of December 31, 2019, the Company operates 52 lifestyle centers nationwide.

3. **Capitalize on the growth cycles of the office buildings and residential sectors.**

   The Company seeks to sustain upward trajectory of its Office Buildings Division by taking advantage of market opportunities, such as the growth of the IT-BPM sector and its evolution into higher-value services which include the outsourcing of data-based activities offered by Knowledge Process Outsourcing firms including but not limited to finance, IT, medical transcription and animation; as well as the expansion of multinational companies.

   In the same manner, the Company seeks to take advantage of demand from both domestic sales and international sales, primarily from overseas Filipino workers and migrant Filipinos. The Company is continually expanding its land bank for future residential projects by acquiring choice properties in Metro Manila and other emerging key cities in the country.

   RLC continues to benefit from the strong demand in the IT-BPM office spaces in the country and it will continue to sustain its margins and competitive rental rates. The Company believes it will maintain the high occupancy rates in these divisions because of better locations, geographic spread and its mixed-use development concept.

4. **Focus on mixed-use/integrated developments to take advantage of synergy among different business formats.**

   The Company has and will continue to increase its focus on integrated developments, to take advantage of synergy among different business formats. By developing lifestyle commercial centers, office, industrial facilities, residential developments and hotels in close proximity to one another, RLC believes that it is able to enhance the attractiveness of each specific development - for example, the commercial centers spending of its condominium residents and office tenants and the hotel business of its office tenants.

5. **Support the growth of its businesses by expanding both market and geographical coverage.**

   RLC plans to bring prime commercial developments closer to consumers by expanding its mall footprint not just in Metro Manila but also in the provinces, further strengthening its position as the premier mall brand with the widest geographic reach.

   For its office business, the Company plans to solidify its position as one of the major office space providers to the IT-BPM industry by completing offices in various areas in the country not just in Metro Manila. In support of the government's initiative to push developments in the provinces, RLC has completed office developments in several key provincial cities such as Cebu, Davao, Tarlac and Naga and plans to further expand in the provinces.

   Leveraging on the potential of the local hospitality industry, the Hotels and Resorts Division shall continue its expansion strategy to build one of the best and biggest multi-branded hotel portfolios in the Philippines. RLC likewise seeks to sustain its occupancy rates in the Hotels and Resorts Division through the promotion of leisure and business travels to the Philippines, and expanding both its market and geographical coverage. Not only is the Company expanding its Summit and Go Hotels brands, RLC is also beefing up its luxury hotels and resort portfolio starting with the launch Dusit Thani Mactan Cebu Resort.

   RLC is also broadening its market reach in the residential sector by tapping the ultra-high-end niche through its joint venture residential projects with Shang Properties, Inc. ("SPI") and Hong Kong Land Group ("HKLG").The Company believes that these collaborations provide a platform to combine the vision, expertise and financial capability of Robinsons Land and its joint venture partners.

6. **Leverage its reputation and strong financial position to grow its business**

   RLC intends to take advantage of its established reputation and brand name and its diversified earnings mix, as well as its strong balance sheet, to invest in its business and create growth for the Company. RLC's diversified earnings mix provides a solid financial base for the Company, and a stable source of funds for business expansion and other capital investment. In part due to its strong cash flow, the Company does not have significant levels of outstanding indebtedness, meaning that it is in a strong position to obtain debt financing, should it choose to do so, for future growth. This financial strength, together with the reputation that the Company has earned over the years, provides a strong platform for business growth going forward.

7. **Formulate new and sustainable business formats to diversify the Company's revenue streams.**

   Through its Industrial and Integrated Division, RLC was able to make its mark in the currently fragmented industrial sector with the completion of two (2) industrial facilities by the end of 2019. This new real estate format provides the Company with a fresh source of recurring revenue that further strengthens its investment portfolio. With expansions in the pipeline, Company plans to be a major player in the industrial space.

   Keeping abreast with recent developments in the office sector, RLC has jumped into the co-working bandwagon with its own brand of flexible workspace solution namely "work.able", which caters to the plug-and-play office space needs of customers. The Company believes this unique offering provides flexibility to better serve customer demand.

To further enable the development of value-enhancing projects that are accretive to the Company's profitability, RLC shall continue to engage in the strategic acquisition of vast tracts of land that are optimally located within the government's infrastructure projects to add to the Company's growing number of township estates. Currently, RLC is working on three (3) destination estates, namely the 30-hectare Bridgetowne located within Metro Manila, the 18-hectare Sierra Valley in Rizal, and Montclair, a 200-hectare development in Pampanga.

RECENT DEVELOPMENTS RELATING TO COVID-19

Background

Following the outbreak of the coronavirus disease that started in Wuhan, Hubei, China, on January 30, 2020, the World Health Organization declared the 2019 coronavirus disease ("COVID-19") outbreak a Public Health Emergency of International Concern, and subsequently, with the continued increase in the number of confirmed cases throughout the world, a pandemic on March 11, 2020.

In response to the pandemic, on March 12, 2020, the Philippine government placed Metro Manila under "community quarantine", which started on March 15, 2020, and which, among others, restricted traveling through land, domestic air, and domestic sea from Metro Manila. On the second day of the implementation of the said community quarantine, the Philippine government declared a Luzon-wide "enhanced community quarantine" to arrest the continuing effect of the disease. The enhanced community quarantine mandated the temporary closure of non-essential shops and businesses, prohibited mass gatherings and all means of public transportation, and restricted traveling through air, sea and land in and out of Luzon, except by diplomats and uniformed workers (carrying medical supplies), among others. On April 7, 2020, the Philippine government extended the enhanced community quarantine period from April 15, 2020 to April 30, 2020. As of April 14, 2020, the Philippines had a total of 5,223 confirmed cases and 335 deaths.

Given the measures imposed by the Philippine government to address the spread of the virus, the Philippine economy is expected to contract in 2020, which according to initial government estimates, the GDP would range between (0.1%) and 0.5%. The Philippine stock market has also fallen since Metro Manila was placed under community quarantine, which led the PSE benchmark index ("PSEi") to reach the 4,000 level, its lowest in the past eight (8) years, and trigger its circuit breaker twice to temporarily halt trading of stocks for fifteen (15) minutes. As of April 15, 2020, the PSEi has slightly recovered to 5,946 given the measures implemented by the Philippine government. To cushion the economic impact, the Philippine government has employed both monetary and fiscal expansionary tools.

On March 19, 2020, the BSP reduced its policy rates by fifty (50) basis points, which brought the reverse purchase rate to 3.25%, and overnight lending and deposit rates to 3.75% and 2.75%, respectively. The BSP likewise reduced the reserve requirement ratio by 400 basis points for banks in order to boost domestic liquidity.

In terms of the government's fiscal policy efforts, on March 16, 2020, the Philippine government initially unveiled a ₱27.1 billion spending plan to support the tourism sector, the DOH in its procurement of testing kits and hospital gear and equipment, reskilling of displaced workers, and provide subsidy to farmers, fisherfolk, displaced workers and micro businesses. On March 24, 2020, Republic Act No. 11469 or the "Bayanihan to Heal as One Act" was signed into law, which authorized the Philippine government to (i) exercise powers to meet the current national emergency related to COVID-19 for three (3) months, unless extended by congress, (ii) reallocate, realign and reprogram a budget of around ₱275 billion from the national budget in response to the pandemic, and (iii) temporarily take over or direct the operations of public utilities and privately owned health facilities and other necessary facilities, when the public interest so requires for quarantine, among others.

Impact on the Operations of the Company

With COVID-19 and in compliance with the Philippine government's enhanced community quarantine guidelines, malls, hotels, and other businesses, except those providing essential goods and services such as banks, supermarkets, hardware stores, pharmacies, among others, have temporarily closed until the enhanced community quarantine is lifted or relaxed.

As a result, RLC has temporarily closed some of its properties in Luzon and other areas where the local government has imposed a lockdown, except for tenants that provide essential goods and services in its lifestyle malls, some hotels and other managed properties. The Company has also waived rental fees from its non-operational mall tenants during the enhanced community quarantine period. For its Residential Division, the Company has employee digital marketing strategies for the sale of its various residential projects. The Industrial and Integrated Developments Division, on the other hand, is operating under business-as-usual conditions.

Mitigation Efforts by the Company

RLC is cognizant of COVID-19's potential impact on its financial performance, the execution of its plans and strategies, and its customers and employees should the situation persist in the longer-tem.

RLC is fully committed to cooperate and support the Philippine government's efforts to control the spread of the disease. In addition to complying with the guidelines, rules and regulations that the Philippine government has laid out, the Company has rolled out robust plans to ascertain business continuity, and have taken immediate actions to ensure that RLC's services remain available to its customers by having skeletal workforces deployed in various geographic locations where the Company operates, and employing contingency measures such as flexible personnel resourcing and off-site working facilities.

As the overall safety and well-being of its customers are of paramount concern to the Company, RLC has implemented appropriate and enhanced measures in an effort to contain the spread of the virus within its properties and workplace, such as adjusted mall operating hours for essential stores, controlled entry of its customers in supermarkets and other essential stores to ensure adequate social distancing, and decentralized and/or remote-working arrangements for the Company's employees. RLC has also instituted policies to use digital or online platforms for corporate communications and virtual meetings in order to limit physical contact.

Infrared non-contact thermal scanners are being used and hand sanitizers have been installed in all the entry points to the Company's properties. All its front liners are required to conduct frequent handwashing, wear protective mask or gear, and implement effective cleaning procedures in all its properties. Moreover, sanitation teams have been reinforced to carry out deep disinfection procedures in its lifestyle centers, offices, hotels, and residential buildings. As early as January 2020, the Company has also launched information campaigns apprising and educating its stakeholders of the risks of COVID-19 and the ways to prevent its transmission.

As RLC actively monitors developments and assess the impact of the foregoing in its operations and financial performance, the Company remains confident that it will continue to deliver a solid financial performance given the aforementioned mitigation efforts it has adopted as well as due to its diversified and well-balanced property portfolio that caters to different customer segments and are strategically located in key cities and provinces in the Philippines and abroad.

BUSINESS OPERATIONS

RLC has five (5) business divisions – Commercial Centers, Residential, Office Buildings, Hotels and Resorts, and Industrial and Integrated Developments.

1. Commercial Centers Division

RLC's Commercial Centers Division develops, leases and manages lifestyle centers throughout the Philippines. The Commercial Centers Division accounted for ₱13.25 billion or 43% of RLC's revenues and ₱8.82 billion or 51% of RLC's EBITDA in calendar year 2019 and ₱11.94 billion or 40% of RLC's revenues and ₱7.67 billion or 47% of RLC's EBITDA in calendar year 2018. As of December 31, 2019 and 2018, the Company's Commercial Centers Division had assets valued on a historical cost less depreciation basis at ₱73.47 billion and ₱73.96 billion, respectively

During calendar year 2019, the Commercial Centers Division opened one (1) new mall and expanded two (2) existing malls, increasing its gross floor area by 7.0% to approximately 3.01 million square meters bringing the total mall count to 52 lifestyle commercial centers. Nine (9) of the malls in Metro Manila and the rest are in other urban areas throughout the Philippines. System-wide occupancy rate posted at 94%.

The table below sets out certain key details of RLC's mall portfolio as of December 31, 2019:

Name	Location	Year Opened	Approximate Gross Floor Area (in '000 sq.m.)
Metro Manila			
Robinsons Galleria	EDSA corner Ortigas Avenue, Quezon City	1990	221
Robinsons Place Manila	M. Adriatico Street, Ermita, Manila	1997	241
Robinsons Novaliches	Quirino Highway, Novaliches, Quezon City	2001	70
Robinsons Metro East	Marcos Highway, Brgy. Dela Paz, Pasig City	2001	119
Forum Robinsons	EDSA Corner Pioneer Road, Mandaluyong City	2004	55
Robinsons Otis	P.M. Guanzon St., Paco, Manila	2007	32
Robinsons Magnolia	Aurora Blvd. corner Doña Hemady St., Quezon City	2012	162
Robinsons Town Mall Malabon	Gov. Pascual Ave. cor. Crispin St., Tinajeros, Malabon	2013	17
Robinsons Place Las Piñas	Alabang-Zapote Road, Brgy. Talon, Las Piñas City	2014	59
Outside Metro Manila			
Robinsons Place Bacolod	Lacson Street, Mandalagan, Bacolod City	1997	61
Robinsons Place Imus	Aguinaldo Highway, Tanzang Luma V, Imus, Cavite	1998	65
Robinsons Fuente Cebu	Fuente Osmena, Bo. Capitol, Cebu City	2000	17
Robinsons Town Mall Los Baños	Lopez Avenue, Batong Malaki, Los Baños, Laguna	2000	10
Robinsons Place Iloilo	Quezon-Ledesma Street, Rojas Village, Iloilo City	2001	75
Robinsons Star Mills Pampanga	San Jose, San Fernando, Pampanga	2002	69
Robinsons Santa Rosa	Old Nat'l Hi-way, Brgy Tagapo, Sta Rosa, Laguna	2002	37
Robinsons Place Dasmariñas	Pala-Pala, Dasmarinas, Cavite	2003	96
Robinsons Cagayan de Oro	Limketkai Complex, Lapasan, Cagayan De Oro City	2002	18
Robinsons Place Lipa	Mataas Na Lupa, Lipa City, Batangas	2003	59
Robinsons Cainta	Ortigas Avenue Extension, Junction, Cainta, Rizal	2004	31
Robinsons Place Angeles	McArthur Highway, Balibago, Angeles City, Pampanga	2004	31
Robinsons Cybergate Bacolod	Barrio Tangub, National Road, Bacolod City	2004	18

Robinsons Luisita ……………………………………	McArthur Highway, Brgy. San Miguel, Tarlac City	2007	17
Robinsons Cabanatuan ……………………………	Km. 3, Maharlika Highway, Cabanatuan City	2008	18
Robinsons Pulilan……………………………………	Trinidad Highway, Brgy. Cutcot, Pulilan, Bulacan	2008	12
Summit Ridge Tagaytay……………………………	Km. 58, Tagaytay-Nasugbu Road, Tagaytay City	2008	14
Robinsons Cybergate Davao………………………	J. P. Laurel Avenue, Davao City	2009	14
Robinsons Place Tacloban…………………………	National Highway, Marasbaras, Tacloban City	2009	63
Robinsons Place General Santos …………………	Jose Catolico Sr. Ave., Lagao, General Santos City	2009	33
Robinsons Place Dumaguete................................	Calindagan Business Park, Dumaguete City	2009	38
Robinsons Ilocos Norte...	Brgy. 1 San Francisco, San Nicolas, Ilocos Norte	2009	65
Robinsons Cybergate Cebu..................................	Don Gil Garcia St., Capitol, Cebu City	2009	20
Robinsons Place Pangasinan................................	McArthur Highway, Brgy. San Miguel, Calasiao Pangasinan	2012	33
Robinsons Place Palawan.....................................	National Highway, Brgy. San Miguel, Puerto Princesa City	2012	45
Robinsons Place Butuan..	J.C. Aquino Avenue, Brgy Libertad, Butuan City	2013	59
Robinsons Place Malolos......................................	MacArthur Highway, Brgy. Sumapang Matanda, Malolos City, Bulacan	2013	68
Robinsons Place Roxas...	Immaculate Heart of Mary Avenue, Pueblo de Panay, Brgy. Lawa-an, Roxas City, Capiz	2014	37
Robinsons Place Santiago.....................................	Maharlika Highway, Brgy Mabini, Santiago City, Isabela	2014	40
Robinsons Place Antipolo.....................................	Sumulong Highway, cor. Circumferential Road, Antipolo City	2014	43
Robinsons Place Antique……………………………	Brgy. Maybato, San Jose, Antique	2015	32
Robinsons Galleria Cebu………………................	Gen. Maxilom Ave. Ext, Cebu City, Cebu	2015	139
Robinsons Place Tagum……………………………	Tagum City, Davao del Norte	2016	65
Robinsons Place General Trias……………………	Governor's Drive, General Trias, Cavite	2016	56
Robinsons Place Jaro………………………………	E Lopez St. Jaro, Iloilo City, Iloilo	2016	52
Robinsons Place Iligan………………………………	Macapagal Ave., Brgy. Tubod, Iligan City, Lanao del Norte	2017	51
Robinsons Place Naga………………………………	Roxas Ave., cor. Almeda Highway, Brgy. Triangulo, Naga City, Camarines Sur	2017	75
Robinsons North Tacloban…………………………	Brgy. Abucay, Tacloban City, Leyte	2017	54
Robinsons Place Ormoc……………………………	Brgy. Cogon, Ormoc City, Leyte	2018	35
Robinsons Place Pavia………………………………	Brgy. Ungka 2, Pavia, Iloilo	2018	41
Robinsons Place Tuguegarao………………………	Brgy. Tanza, Tuguegarao City, Cagayan	2018	60
Robinsons Place Valencia…………………………	Sayre Highway, Brgy. Hagkol, Bagontaas Valencia, Bukidnon	2018	47
Robinsons Galleria South…………………………..	Km. 31, National Highway, Brgy. Nueva, San Pedro, Laguna	2019	118
Total			**3,010**

The Commercial Centers Division's main revenue stream is derived from the lease of commercial spaces. Revenues from the Commercial Centers Division, which represent recurring lease rentals, comprise a significant part of RLC's revenues. Historically, revenues from lease rentals have been a steady source of operating cash flows for the Company. RLC expects that the revenues and operating cash flows generated by the commercial centers business shall continue to be a major driver for the Company's growth in the future.

As of calendar year 2019, the Company has five (5) new lifestyle commercial centers and two (2) expansion projects in the planning and development stage and for completion in the next two (2) years. The Company's business plan for the Commercial Centers Division over the next five (5) years, subject to market conditions, is to sustain its growth momentum via the development of new lifestyle commercial centers and the expansion of existing ones.

The Company and its subsidiaries also lease commercial properties to affiliated companies. Rental income arising from the lease of commercial properties to affiliated companies amounted to about ₱2,997 million and ₱2,787 million for the calendar years ended December 31, 2019 and 2018, respectively.

2. Residential Division

The Residential Division focuses on the construction and sale of residential condominium, subdivision projects and other real estate properties. The Division accounted for ₱9.13 billion or 30% of RLC's revenues and ₱2.97 billion or 17% of RLC's EBITDA in calendar year 2019, and ₱8.66 billion or 29% of RLC's revenues and ₱2.25 billion or 14% of RLC's EBITDA in calendar year 2018. As of December 31, 2019, the Company's Residential Division had assets valued on a historical cost less depreciation basis at ₱59.96 billion and ₱53.68 billion, respectively.

Percentage of realized revenues from foreign sales to total revenues for calendar years 2019, 2018 and 2017 are 5.19%, 1.75% and 0.75%, respectively while percentage of realized revenues from foreign sales to net income for calendar years 2019, 2018 and 2017 are 18.24%, 6.28% and 2.86%, respectively.

The Residential Division is categorized into four (4) brands. The different brands differ in terms of target market, location, type of development and price ranges to allow clear differentiation among markets. These four (4) brands are:

- Robinsons Luxuria
- Robinsons Residences
- Robinsons Communities
- Robinsons Homes

a. Robinsons Luxuria

Robinsons Luxuria builds its brand on providing a seamless pampered experience via its generous living spaces, distinctive style infrastructure, iconic locations and attention to service and detail. It provides uniquely luxurious living spaces through its projects located in iconic locations such as Cebu, Ortigas Center and Makati. Currently, there are nine (9) residential condominium buildings/towers under the Robinsons Luxuria portfolio, of which eight (8) have been completed and one (1) project is under construction.

Key details of the Company's Robinsons Luxuria residential projects are set forth in the table below:

Name	Storeys	Number of Units
Current projects		
The Residences at The Westin Manila Sonata Place [1].................................	50	344
Completed Projects		
Galleria Regency [1] [2]	13	108
Amisa Private Residences Tower A [1]	14	131
Amisa Private Residences Tower B [1]	18	155
Amisa Private Residences Tower C [1]	18	189
Signa Designer Residences Tower 1	29	306
Signa Designer Residences Tower 2	28	351
Sonata Private Residences – Building 1 [1]	29	270
Sonata Private Residences – Building 2 [1]	30	269

The Robinsons Luxuria projects are detailed as follows:

1. *The Residences at The Westin Manila Sonata Place (legal name Sonata Premier)* the first Westin-branded Residences in Southeast Asia and the final residential tower in

[1] *Part of a mixed-used development*
[2] *Located in a 33-storey building, 20 floors of which are occupied by the Crowne Plaza Hotel*

the Sonata Place mixed-use community. The project was recognized as the 2018-2019 Best Residential High-Rise Development Philippines by the Asia Pacific Property Awards.

2. *Galleria Regency* is part of the Robinsons Galleria mixed-use development which includes the Robinsons Galleria mall, two (2) office buildings (Galleria Corporate Center and Robinsons - Equitable Tower) and two (2) hotels (the Crowne Plaza Manila Galleria and the Holiday Inn Manila Galleria).

3. *Signa Designer Residences Towers 1 and 2* is a joint venture project between Robinsons Land Corporation and Security Land Corporation in Makati CBD. It was recognized in 2013 by the International Property Awards for Asia Pacific as the Best Residential Condominium in the Philippines.

4. *Amisa Private Residences Towers A, B and C* are the first 3 of 6 mid-rise residential condominiums within a mixed-use resort development in Mactan, Cebu.

5. *Sonata Private Residences – Buildings 1 and 2* are part of the Sonata Place mixed-use community in Ortigas Center that has been master-planned to consist of three (3) residential condominiums, and one (1) hotel. RLC was recognized by FIABCI as the Outstanding Developer in the Philippines for this Residential-Vertical project in 2016.

The Company's business plan for its Robinsons Luxuria brand is to continue to acquire and launch properties in key central and strategic locations within Metro Manila ideal for low density vertical or horizontal developments. It sees potential to differentiate by combining prestigious addresses with distinctive features and amenities.

b. Robinsons Residences

Robinsons Residences offers the perfect urban home for professionals and urbanites, combining prime locations with contemporary designs, efficiently designed living spaces, stress-busting amenities and lifestyle perks and privileges.

As of December 31, 2019, the Robinsons Residences segment had a portfolio of thirty three (33) residential condominium buildings/towers, of which twenty-six (26) had been completed and seven (7) are under various stages of development.

Key details of Company's residential projects under the Robinsons Residences brand are as follows:

Name	Storeys	Number of Units
Current projects		
Galleria Residences Cebu Tower 1 ………………………..………..……….	21	270
Galleria Residences Cebu Tower 2 ………………………..………..………….	22	352
Galleria Residences Cebu Tower 3 ………………………..………..………….	22	299
The Trion Towers – Building 3 ………………………..………..………..…………	50	636
The Radiance Manila Bay South Tower ………………………..………..………..	41	597
The Magnolia Residences Tower D ………………………..………..………...	30	420
The Sapphire Bloc East Tower ……..………………………………..…………	44	665
Completed projects		
Robinsons Place Residences 1…………………………………………………….	38	388
Robinsons Place Residences 2 …………………………………………………….	38	388
One Gateway Place………………………………………………………………..	28	413
Gateway Garden Heights…………………………………………………………	32	549
One Adriatico Place	38	572
Two Adriatico Place………………………………………………………………...	38	546
Three Adriatico Place……………………………………………… ………………..	38	537
Fifth Avenue Place …………………………………………… …………………..	38	611
Otis 888 Residences …………………………………………… ………………...	3	195
McKinley Park Residences…………………………………………… ………..	44	391
East of Galleria…………………………………………… ……….……………	44	693

Name	Storeys	Number of Units
Current projects		
The Fort Residences…………………………………………………………………..	31	242
Vimana Verde Residences Tower A………………………………………………	6	20
Vimana Verde Residences Tower B………………………………………………	6	20
Vimana Verde Residences Tower C………………………………………………	7	45
Azalea Place Cebu………………………………………………………………….	25	408
The Trion Towers - Building 1 …………………………………………………….	49	694
The Trion Towers - Building 2 ……………………………………………………..	50	725
Gateway Regency…………………………………………………………………...	31	463
The Magnolia Residences Tower A ………………………………………………	36	378
The Magnolia Residences Tower B ………………………………………………	38	419
The Magnolia Residences Tower C ………………………………………………	38	433
The Radiance Manila Bay North Tower ………………………………………….	36	538
The Sapphire Bloc North Tower …………………………………………………..	38	412
The Sapphire Bloc West Tower …………………………………………………….	38	416
Woodsville Residences………………………………………………………………..	2	185

The Robinsons Residences projects are detailed as follows:

1. ***One Gateway Place, Gateway Garden Heights and Gateway Regency*** are part of the Pioneer mixed-use development located on the corner of EDSA and Pioneer Street, which includes Gateway Garden Ridge, Gateway Regency Studios, the Robinsons Forum mall, four (4) office buildings (Robinsons Cybergate Center Tower 1, Robinsons Cybergate Center Tower 2, Robinsons Cybergate Center Tower 3 and Robinsons Cybergate Plaza) and Go Hotels Mandaluyong.

2. ***One Adriatico Place, Two Adriatico Place, Three Adriatico Place and Robinsons Place Residences 1 and 2*** are part of the Ermita mixed-use development, which includes the Robinsons Place Manila mall.

3. ***Otis 888 Residences*** is part of the mixed-use development in Paco, Manila, which includes Robinsons Otis mall and Go Hotels Otis.

4. ***The Magnolia Residences Towers A, B, C and D*** are part of the mixed-use development on what was the former Magnolia Ice Cream Plant in New Manila, Quezon City. It has been master planned to include Robinsons Magnolia mall, Summit Hotel and four (4) residential buildings. It was recognized in 2013 by the International Property Awards for Asia Pacific as the Best Mixed-Use Development in the Philippines, and adjudged by International Property Awards as the Best Residential High-Rise Development 2019-2020 and Property Guru Philippine Property Awards for 2019 Best Interior Design Award for Mid-End Condo Category.

5. ***Fifth Avenue Place*** is a 38-storey development in Bonifacio Global City. Composed of 611 units, it is the first completed project of RLC in the area.

6. ***McKinley Park Residences*** is a 44-storey development in Fort Bonifacio Global City. It is composed of 391 units.

7. ***The Fort Residences*** is a 31-storey development in Fort Bonifacio Global City. It is composed of 242 units—flat and loft type.

8. ***The Trion Towers 1, 2 and 3*** comprise the three (3)-tower development in Bonifacio Global City. In 2015, RLC was recognized by FIABCI as the Outstanding Developer in the Philippines for this Residential-Vertical project.

9. ***East of Galleria*** is a one-tower development located along Topaz Street, Ortigas Center. It is conveniently located near RLC's Robinsons Galleria mixed-use complex.

10. Woodsville Residences is the townhouse development under the Robinsons Residences portfolio. It is strategically located in Merville, Paranaque.

11. The Sapphire Bloc East, North and West Towers are part of a four (4)-tower development that features a lifestyle retail podium. It is located on a property bounded by Sapphire, Onyx and Garnet Streets, at the Ortigas Center, conveniently near RLC's Robinsons Galleria mixed-use complex. This project was recognized in the 2015 Philippine Property Awards and 2016 Asia Pacific Awards, as the Best Mid-Range Condo Development and Best Residential High-Rise Development in the country, respectively. The project was recognized as the Best Residential Interior Design during 2017 Philippine Property Awards and 2017 Asian Property Award (Philippines).

12. Vimana Verde Residences Buildings A, B and C is a three (3) mid-rise building development located in St. Martin Street, Valle Verde, Pasig City.

13. Azalea Place Cebu is a 25-storey development located along Gorordo Avenue, Cebu City.

14. The Radiance Manila Bay North and South Towers are the main components of the two (2)-tower residential development that features a lifestyle retail wing. It is located along Roxas Boulevard in Pasay City. It was recognized in the 2016 Asia Pacific Awards as the Best High-Rise Development in the Philippines.

15. Galleria Residences Cebu Towers 1, 2 and 3 is the three (3)-tower residential component of the Robinsons Galleria Cebu Complex which consists of a full-service mall, hotel and office building. It is located along Maxilom Avenue, Cebu City. The project was highly commended by Property Guru Philippine Property Awards as the Best High Rise Condo Development in Cebu for 2019.

The Company's business plan for its Robinsons Residences brand is to cater to urban professionals with projects geared towards a live-work-play lifestyle that this market values. It capitalizes on the company's expertise in delivering mixed-use mid- to high-rise developments located within business districts and emerging cities.

c. Robinsons Communities

Robinsons Communities is the residential brand of RLC which caters to the needs of early nesters, young mobile achievers and families coming from the B to BB segment who wish to live independently and comfortably close to their workplace, schools and leisure centers. Robinsons Communities provides convenient community living through its affordable quality condominiums that offer open spaces, fun and functional amenities and complementing commercial spaces. Most of Robinsons Communities' projects are strategically located near major gateways, highly developed cities and central business districts to provide easy access to schools, work places and vital institutions.

As of December 31, 2019, Robinsons Communities had completed twenty-six (26) residential condominium buildings/towers and two (2) subdivision projects. It has seven (7) on-going projects in different stages that are scheduled for completion over the next five (5) years.

Robinsons Communities is currently focusing on the development of both mid-rise and high-rise residential condominium projects that primarily offer compact units. Its condominium projects are located in Metro Manila and Tagaytay City while the subdivisions are in Quezon City.

Key details of Company's residential projects under Robinsons Communities are set forth in the table below:

Name	Residential Floors	Number of Residential Units
Current Projects		
Axis Residences - Building B	37	792
Acacia Escalades - Building B	13	414
Chimes Greenhills	24	378
Aurora Escalades Tower	21	800
Gateway Regency Studios	28	378
Cirrus	34	1,371
SYNC S Tower	21	598
Completed Projects		
Acacia Escalades - Building A	11	383
Axis Residences - Tower A	37	913
Escalades East Tower	11	269
Escalades at 20th Avenue - Tower 1	10	120
Escalades at 20th Avenue - Tower 2	10	120
Escalades at 20th Avenue - Tower 3	10	120
Escalades at 20th Avenue - Tower 4	10	120
Escalades at 20th Avenue - Tower 5	10	120
Escalades at 20th Avenue - Tower 6	10	120
Escalades South Metro - Tower A	9	176
Escalades South Metro - Tower B	9	176
The Pearl Place - Tower A	.33	653
The Pearl Place - Tower B	34	640
Wellington Courtyard - Bldg A	5	34
Wellington Courtyard - Bldg B	5	34
Wellington Courtyard - Bldg C	5	45
Wellington Courtyard - Bldg D	5	41
Wellington Courtyard - Bldg E	5	38
Gateway Garden Ridge	15	373
Woodsville Viverde Mansions - Bldg 1	8	72
Woodsville Viverde Mansions - Bldg 2	8	96
Woodsville Viverde Mansions - Bldg 3	10	90
Woodsville Viverde Mansions - Bldg 4	12	108
Woodsville Viverde Mansions - Bldg 5	8	72
Woodsville Viverde Mansions - Bldg 8	8	72
Woodsville Viverde Mansions - Bldg 6	8	64
Bloomfields Novaliches*	-	461
Centennial Place*	-	50

**Horizontal developments*

The Robinsons Communities projects are detailed as follows:

1. ***Woodsville Viverde Mansions Buildings 1 to 6 and 8*** is within a mixed-use development located in Paranaque. It includes a village mall and a cluster of residential mid-rise buildings.

2. ***Escalades at 20th Avenue Towers 1 to 6*** is a mid-rise residential building complex featuring a tropical-inspired central garden, strategically located along 20th Avenue and nearby Aurora Boulevard. A total of 720 units with 120 units per building: Building 1 consists of twelve (12) storeys composed of ten (10) residential floors, ground amenity floor and basement parking, while Buildings 2 to 6 are composed of ten (10) residential floors and a ground parking area.

3. ***The Wellington Courtyard Buildings A to E*** is another vacation condominium in Tagaytay City with a country-style in design that is located within the one (1)-hectare property of OMICO Corporation. This project of residential Low-Rise Buildings (LRBs) covers two (2) phases, Phase I (2 LRBs) and Phase II (3 LRBs), with a total of 192 units.

4. ***Gateway Garden Ridge*** is part of the Pioneer mixed-use development in Mandaluyong which includes Robinsons Forum mall, four (4) office buildings, Go Hotels Mandaluyong and several other residential buildings.

5. ***Escalades South Metro*** is composed of two (2) mid-rise residential buildings located in Sucat, Muntinlupa with generous open spaces allocated to amenities and facilities. Project amenities include a central clubhouse, swimming pool, and adequate play spaces for the kids.

6. ***The Pearl Place*** is a two (2)-tower high-rise residential development located at the heart of Ortigas Center, Pasig City. Primarily intended for start-up families, investors, retirees and young/urban professionals, The Pearl Place boasts of affordable compact residential units in a modern setting. The development contains amenities at the 6^{th} floor (Towers A and B) and 40^{th} floor (Tower A), and retail spaces at the ground floor.

7. ***Axis Residences*** is a high-rise residential development located in Pioneer St., Mandaluyong City. The project is a joint venture project between Federal Land Inc. and Robinsons Land Corporation. It boasts of compact units that primarily caters to the housing needs of young urban professionals, investors and start up families.

8. ***Acacia Escalades*** is a mid-rise residential development located at the corner of Calle Industria and Amang Rodriguez, Brgy. Manggahan, Pasig City. The project is comprised of two (2) mid-rise buildings with a commercial component.

9. ***Chimes Greenhills*** is a 40-storey development that incorporates a hotel component and 24 floors of residential units, located at Annapolis St., Greenhills, San Juan City. The Company was the recipient of the FIABCI Philippines Property and Real Estate Awards Silver Award for Outstanding Developer in the Residential High Rise Category for 2019.

10. ***Escalades East Tower*** is a 14-storey residential development with 11 residential floors located along 20^{th} Ave., Cubao, QC and is part of the Escalades-Cubao complex.

11. ***Aurora Escalades Tower*** is a 21-storey residential development located along Aurora Blvd., Cubao, QC and is the last building of the Escalades-Cubao complex.

12. ***Gateway Regency Studios*** is the last residential tower at the EDSA-Pioneer mixed-use development offering studio units to urban professionals.

13. ***Bloomfields Novaliches*** is a horizontal residential development situated behind the Robinsons Place Novaliches mall.

14. ***Centennial Place*** is a half-hectare townhouse development located in Bgy. Horseshoe, C. Benitez Street, Quezon City. It consists of fifty (50) townhouses, with lots ranging from 65 to 70 square meters.

15. ***Cirrus*** is the first residential development in the premier township development, Bridgetowne East, located at Rosario, Pasig City. It was recognized by the DOT Property Awards as the Best High Rise Development for 2019.

16. ***SYNC - S Tower*** is part of a four (4) tower residential development that features a lifestyle retail wing and is located along C5 Bagong Ilog, Pasig. It is recognized by the DOT Property Awards as the Best Value for Money Development in 2019.

The Company's business plan for its Robinsons Communities brand is to develop new projects in response to actual and anticipated market demand. The Company recognizes that there is significant potential for growth in the affordable to middle-cost condominium developments. RLC plans to acquire additional properties through purchase or joint venture.

d. Robinsons Homes

Robinsons Homes is one of the four (4) residential brands of RLC. It offers choice lots in master planned, gated subdivisions with the option for house construction to satisfy every Filipino's dream of owning his own home.

As of December 31, 2019, Robinsons Homes has thirty nine (39) projects in its portfolio. Eleven (11) of these projects are on-going construction, two (2) of which are awaiting for the receipt of License to Sell (LS) to launch. Among the thirty-nine (39) projects, twenty-eight (28) have been substantially completed and sold. Key details of RLC's projects in Robinsons Homes as of calendar year 2019 are set forth in the table below:

Name	Location	Started [3]	Approximate Gross Land Area [4]	Number of Lots/Units
Robinsons Homes East	Antipolo City	August 1995	41.0	3,735
Robinsons Vineyard	Cavite	May 1996	71.8	2,899
South Square Village	Cavite	August 1998	26.7	3,896
San Lorenzo Homes	Antipolo City	September 1999	2.8	372
Robinsons Highlands	Davao City	May 1999	46.0	811
Grosvenor Place	Cavite	July 2000	13.9	999
Robinsons Hillsborough Pointe	Cagayan De Oro City	November 2002	20.0	318
Forest Parkhomes	Angeles City	August 2004	8.9	319
San Jose Estates	Antipolo City	May 2005	1.8	80
Robinsons Residenza Milano	Batangas City	August 2005	7.3	357
Fernwood Parkhomes	Pampanga	November 2005	14.5	654
Rosewood Parkhomes	Angeles City	November 2005	3.0	117
Bloomfields Tagaytay	Tagaytay City	November 2005	4.2	104
Richmond Hills	Cagayan De Oro City	May 2005	8.3	282
Bloomfields Davao	Davao City	June 2006	10.5	316
Mirada Dos	Pampanga	September 2006	4.5	181
Brighton Parkplace	Laoag City	December 2006	5.0	172
Brighton Parkplace North	Laoag City	April 2007	3.8	90
Montclair Highlands	Davao City	July 2007	15.3	365
Aspen Heights	Consolacion, Cebu	July 2007	25.0	583
Blue Coast Residences	Cebu	November 2007	3.2	79
Fresno Parkview	Cagayan de Oro City	February 2008	15.0	501
St. Bernice Estates	Antipolo City	March 2008	3.4	212
Hanalei Heights	Laoag City	March 2011	22.2	558
Forest Parkhomes North	Angeles City	March 2011	7.0	276
Grand Tierra	Tarlac	May 2011	18.3	572
St. Judith Hills	Antipolo City	June 2012	9.6	390
Bloomfields Heights Lipa	Lipa, Batangas	July 2012	12.4	340
Nizanta at Ciudades	Davao City	March 2013	12.9	477
Bloomfields Cagayan De Oro	Cagayan De Oro City	March 2013	6.5	144
Brighton Baliwag	Baliwag, Bulacan	April 2014	15.7	524
Bloomfields General Santos	General Santos City	May 2014	33.0	755
Brighton Bacolod	Negros Island	February 2016	22.4	735
Brighton Puerto Princesa	Palawan	August 2016	13.1	377
Springdale I at Pueblo Angono	Angono, Rizal	November 2016	3.8	197
Brighton at Pueblo Angono	Angono, Rizal	August 2017	4.6	140
Terrazo at Robinsons Vineyard	Dasmarinas, Cavite	July 2017	13.4	328
Springdale II at Pueblo Angono	Angono, Rizal	June 2018	4.9	271
Monte Del Sol	Misamis Oriental	-	3.3	256

The Robinsons Homes portfolio of projects are described as follows:

1. ***Robinsons Homes East.*** A 41-hectare community development located in Brgy. San Jose, Antipolo City, Rizal. The development consists of three (3) enclaves: a.) Robinsons Homes East, a project with about 3,000 mixed house and lot packages; b.) San Jose Heights, a subdivision of more than 200 townhouse units and option for lot-only purchase; and finally, c.) Robinsons Commercial Arcade, featuring fourteen (14) shop house units at 190sqm/unit and eight (8) commercial lots with a minimum size of 216 sqm/unit.

[3] *The Company considers a project "started" when it has obtained permits necessary that allow it to pre-sell lots.*
[4] *"Gross Land Area" means the total area of land in hectares acquired by the Company*

2. *Robinsons Vineyard*. A 71.8-hectare joint-venture project with Vine Development Corporation located in Dasmariñas, Cavite. It consists of about 2,900 residential lots with an average lot size of approximately 120 square meters each. In addition to the mid-cost residential lots offered in Robinsons Vineyard, Robinsons Homes also offers house and lot packages to prospective clients.

3. *Southsquare Village*. This is a 26.7-hectare socialized housing project located in General Trias, Cavite. On the average, each housing unit has a floor area of 20 square meters lying on a minimum 32 square meter lot. The project has almost 4,000 residential units. Southsquare Plaza, a commercial development within the subdivision, offers lots only, with minimum lot area of 100 square meters.

4. *San Lorenzo Homes*. This is a 2.8-hectare expansion project of Robinsons Home East. It is a 372-unit neighborhood of 2-storey houses, each with a floor area of 48 square meters, built on lots with a minimum size of 40 square meters. This project has been fully completed.

5. *Robinsons Highlands*. This is a 46.0-hectare, middle-cost residential development located in Buhangin, Davao City, and a joint venture with Lopzcom Realty Corporation. This project consists of three (3) enclaves, namely Robinsons Highlands, Highland Crest, and Highlands Peak. This subdivision features over 800 residential lots with an average lot size of 180 square meters.

6. *Grosvenor Place*. This is a 13.9-hectare residential/commercial development project located in Tanza, Cavite. This development offers 999 lots with an average lot cut of 120 square meters.

7. *Robinsons Hillsborough Pointé*. This subdivision is a 20-hectare joint venture with Pueblo de Oro Development Corporation. The project is situated within the 360-hectare Pueblo de Oro Township project in Cagayan de Oro City. RLC's share in the joint venture is 318 lots in four (4) phases, which have been fully completed. The lots have an average size of 150 square meters.

8. *Forest Parkhomes*. An 8.9 hectare mid-cost residential subdivision in Bgy. Pampang, Angeles City, Pampanga, Forest Parkhomes is RLC's first housing development in the North. The project is a joint venture with Don Pepe Henson Enterprises, Inc. It offers 319 units with a minimum lot size of 150 square meters.

9. *San Jose Estates*. This is a 2-hectare residential enclave in front of Robinsons Homes East in Antipolo City; the project consists of 80 units. Minimum cuts for residential lots is 120 square meters per unit.

10. *Robinsons Residenza Milano*. Set in the rustic village of San Isidro, Batangas City, this 7.3-hectare Italian-inspired residential subdivision primarily caters to OFWs in Italy. Robinsons Homes' first venture in Batangas offers 357 households with a minimum lot cut of 100 square meters per unit.

11. *Fernwood Parkhomes*. This 14.5-hectare residential subdivision in the town of Mabalacat, Pampanga is strategically located right next to Sta. Ines exit of the NLEX. It is developed in partnership with Mayen Development Corp. and Mayen Paper Inc., this Mediterranean-inspired residential community features 654 households, each with a minimum lot cut of 120 square meters. A commercial development located along its frontage is also offered.

12. *Rosewood Parkhomes.* Located along Fil-Am Friendship Highway in Brgy. Cutcut, Angeles City, this 3-hectare contemporary American-inspired joint venture project with Ms. Rosalie Henson-Naguiat offers exclusivity to 116 choice residential lots. The subdivision primarily offers lots-only, with option for housing, with an average-per-unit lot cut of 150 square meters for residential and 195 square meters for commercial.

13. *Bloomfields Tagaytay.* Located in the heart of Tagaytay City, this serene contemporary American-inspired enclave features 104 prime residential lots with minimum lot cuts of 240 square meters. This 4.2-hectare haven has ready access to the adjacent commercial center, hotel and sports facilities in addition to its own leisure amenities.

14. *Richmond Hills.* Located within an 8.3-hectare property of Dongallo Family, this mid-cost subdivision in Brgy. Camaman-an, Cagayan De Oro City, offers both a scenic view of the city skyline and a serene living experience complemented by a picturesque view. Offering a total of 282 lots with option for housing and with an average lot cut of 150 square meters.

15. *Bloomfields Davao.* This exclusive 10.5-hectare residential subdivision in Lanang, Davao City fronts the prestigious Lanang Golf Course and Country Club and is just 15 minutes away from downtown and Davao International Airport. Charmed with the American contemporary theme, this upscale residential development has 316 residential lots that is enveloped with fresh breeze from the mountains and sea.

16. *Monte del Sol.* A 3.3-hectare residential subdivision located at El Salvador, Misamis Oriental. Monte del Sol offers 256 lots, with lot areas ranging from 72 to 250 square meters.

17. *Mirada Dos.* This Spanish-themed clustered park homes in Northern Luzon is situated within the 4.5-hectare property of the Miranda Family. Nestled along MacArthur Highway, Brgy. Sindalan, San Fernando, Pampanga, this mid-cost residential/commercial subdivision offers 181 lots with sizes ranging from 150 to 230 square meters.

18. *Forest Parkhomes North.* This is an exclusive 7-hectare residential community located at Brgy. Pampang, Angeles City, Pampanga. This is a mid-cost residential subdivision with approximately 276 lots at an average lot cut of 150 square meters.

19. *Hanalei Heights.* A 22.2-hectare prime residential enclave located just a few kilometers away from the Laoag International Airport and the famous Fort Ilocandia Hotel Complex, Hanalei Heights offers 558 lots at an average lot cut of 120 square meters. This project is located at Brgy. Balacad, Laoag City, Ilocos Norte.

20. *Brighton Parkplace.* A 5.0-hectare mid-cost residential development is located at Brgy. Araniw, Laoag City, Ilocos Norte. Offering over 170 residential lots with predominant lot cuts ranging from 150 to 200 square meters, Brighton Parkplace also offers easy access to the Laoag International Airport and Robinsons Place Ilocos.

21. *Brighton Parkplace North.* This development is a 3.8-hectare residential development located at Brgy. Cavit, Laoag City, Ilocos Norte. This subdivision offers 90 residential lots with lot sizes that range from 195 to 445 square meters.

22. *Montclair Highlands.* A 15.3-hectare residential development offers 365-unit mid-cost residential cum commercial development is located along the Diversion Road in Buhangin, Davao City. Lot cuts range from 192 to 440 square meters.

23. *Aspen Heights.* A 25.0-hectare mid-cost residential development, located in Brgy. Tolo-tolo and Brgy. Danglag, Consolacion, Cebu, offers 583 units with predominant lot cut of 120 square meters.

24. Blue Coast Residences. This 3.2-hectare nature-endowed residential resort community is located in the Mactan Island of Cebu. With 79 units at lot cuts ranging from 96 to 400 square meters, the project is also conveniently located less than 5 minutes away from the Mactan International Airport and offers a picturesque sea view right from your own home.

25. *Fresno Parkview*. A 15.0-hectare mid-cost development is located in Brgy. Lumbia, Cagayan de Oro. It offers 501 residential units with predominant lot cut of 150 square meters amidst its rolling terrain and impressive view.

26. *St. Bernice Estates*. This is an expansion of San Jose Estates, this 3.4-hectare residential project along the Antipolo-Teresa Highway in Bgy. San Jose, Antipolo City, offers 212 residential units with options for lot-only and house-and-lot packages.

27. *Nizanta at Ciudades*. This 12.9-hectare property is a tropical Asian-inspired development located in Brgy. Mandug, Davao City. Prospective buyers may choose from 477 residential lots with lot cuts that range from 150 to 220 square meters.

28. *Grand Tierra*. This 18.3-hectare residential development is a Western-inspired community located in Capas, Tarlac. This offers 572 lots with predominant lot cut of 140 square meters.

29. *Bloomfields Heights Lipa.* A 12.4-hectare premium residential development located in Brgy. Tibig, Lipa City, Batangas. This master planned community showcases a modern tropical theme and offers 340 residential units. With a typical lot area of 192 square meters, this subdivision is also complemented by wide-open spaces and exclusive lifestyle amenities.

30. *St. Judith Hills.* A 9.6-hectare mid-cost development located in Brgy. San Jose, Antipolo City. It is mediterranean-inspired with 279 residential lots with predominant lot cuts of 150 square meters for lots only and 111 townhouse units with a lot size of 75 square meters.

31. Bloomfields General Santos. A 33-hectare residential development located in Brgy. Labangal, General Santos City. This tropical oasis in the heart of the city offers 755 residential and commercial lots with lot cuts ranging from approximately 200 to 600 square meters.

32. Bloomfields Cagayan De Oro. Enjoy relaxed tropical living at this 6.5-hectare haven where lush greenery over rolling terrain. Overlooking the majestic Cagayan De Oro skyline, this prime residential development features 144 lots with lot cuts averaging 250 square meters in size.

33. Brighton Baliwag. A 15.7 hectare residential development located in Brgy. Sta. Barbara, Baliwag, Bulacan. This Mediterranean themed subdivision offers 524 residential lots with a predominant lot cut of 180 square meters.

34. Brighton Bacolod. This 22.4 hectare subdivision in Brgy. Estefania Bacolod City is the first foray of Robinsons Homes in Negros Islands. The Mediterranean-themed development has 735 residential lots with a predominant lot cut of 180 square meters.

35. Brighton Puerto Princesa. This Mediterranean-themed subdivision offers 377 residential lots in a 13.1-hectare development catered to locals and tourists. Average lot area is 180 square meters which is complemented by amenities such as clubhouse, multi-purpose court and swimming pool.

36. Springdale I at Pueblo Angono. An affordable modern-contemporary residential development spanning 3.8 hectares of land. This subdivision offers 197 units with a predominant area of 100 square meters.

37. Springdale II at Pueblo Angono. An affordable modern-contemporary residential development spanning 4.9 hectares of land. This subdivision offers 271 units with a predominant area of 100 square meters.

38. Brighton at Pueblo Angono. An Asian-Tropical themed subdivision of 140 residential lots ideal for clients with a growing family. This development has a predominant lot cut of 180 square meters and is completed by amenities fit for families looking for a brighter future ahead.

39. Terrazo at Robinsons Vineyard. This 13.4-hectare contemporary-themed expansion of Robinsons Vineyard offers 477 residential lots catered to middle-class families who want to reside in Dasmariñas, Cavite.

Some of these developments include lots zoned for commercial use. For projects undertaken through joint venture arrangements, these commercial lots are allocated equitably between RLC and its joint venture partners.

As of December 31, 2019, RLC was awaiting the receipt of its LTS to launch two (2) new projects by Robinsons Homes, namely Terrazo at Robinsons Vineyard and Monte Del Sol.

The Company's business plan for Robinsons Homes, subject to market conditions, is to launch at least two (2) new projects per year. To this end, the Company is expanding the geographic region in which it seeks land by pursuing opportunities in select regional areas. As of December 31, 2019, it was in various stages of negotiations for the acquisition of vast tracks of land in key regional cities throughout the Philippines.

3. Office Buildings Division

RLC's Office Buildings Division develops office buildings for lease. The Office Buildings Division accounted for ₱5.32 billion or 17% of RLC's revenues and ₱4.56 billion or 27% of RLC's EBITDA in calendar year 2019, and ₱4.29 billion or 15% of RLC's revenues and ₱ 3.76 billion or 23% of RLC's EBITDA in calendar year 2018. As of December 31, 2019 and 2018, the Company's Office Buildings Division had assets valued on a historical cost less depreciation basis at ₱24.31 billion and ₱19.46 billion, respectively.

RLC engages outside architects and engineers for the design of its office developments. Due to the sustained growth from the IT-BPM sector and increasing office space demand from multinational and logistic companies, the Company has secured a number of major customers as long-term tenants in its office buildings. It also has continuously improved its developments including building features, office layouts and amenities. The Company is one of the leading providers of office spaces in the Philippines.

The Company continues to expand its own flexible workspace business, "work.able". Work.able offers plug and play workspaces to clients who are looking for flexible office options such as private offices, venues for meetings and events and co-working spaces. In November 2019, the second work.able branch in Exxa and Zeta Towers was opened.

During the calendar year 2019, the Office Buildings Division completed three (3) new offices, namely, Cybergate Magnolia within the Company's Robinsons Magnolia Complex in Quezon City, Robinsons Luisita Office 2 in Tarlac City and Giga Tower in Bridgetowne East, Quezon City, increasing its net leasable area by 13% to 592,000 square meters. With the completion of these new offices, this division operates twenty-three (23) office developments in central business districts and in key cities across the country as of December 31, 2019 with a system-wide occupancy rate of 98%.

The table below sets out certain key details of RLC's office portfolio as of December 31, 2019:

Name	Location	No. of Storeys
Galleria Corporate Center	Along EDSA corner Ortigas Avenue, Quezon City	30 storeys
Robinsons Equitable Tower	Corner of ADB and Poveda Streets, Pasig City	45 storeys
Robinsons Summit Center	Ayala Avenue, Makati City	37 storeys
Robinsons Cybergate Center Tower 1	Pioneer Street, Mandaluyong City	18 storeys
Robinsons Cybergate Center Tower 2	Pioneer Street, Mandaluyong City	27 storeys
Robinsons Cybergate Center Tower 3	Pioneer Street, Mandaluyong City	27 storeys
Robinsons Cybergate Plaza..........................	EDSA, Mandaluyong City	12 storeys
Robinsons Cybergate Cebu	Fuente Osmena, Bo. Capitol, Cebu City	3 storeys
Cyberscape Alpha…..	Sapphire and Garnet Roads, Pasig City	26 storeys
Cyberscape Beta......................................	Ruby and Topaz Roads, Pasig City	37 storeys
Tera Tower…………………………………….........	Bridgetowne, C5 Road, Quezon City	20 storeys
Robinsons Galleria Cebu Office……………….........	Gen. Maxilom Avenue, Cebu City	4 storeys
Robinsons Place Ilocos Office……………..............	San Nicolas, Ilocos Norte	4 storeys
Cyber Sigma…………………….………………............	Fort Bonifacio, Taguig City	21 storeys
Robinsons Luisita Office......................................	Luisita, Tarlac City	3 storeys
Cybergate Delta……………….……………....	JP. Laurel Ave., Davao City	5 storeys
Cybergate Naga…………………………..................	Roxas Ave., Naga City	4 storeys
Cyberscape Gamma…………………………...............	Ruby and Topaz Roads, Pasig City	37 storeys
Exxa Tower……………………………………...............	Bridgetowne, C5 Road, Quezon City	20 storeys
Zeta Tower……………………………………............	Bridgetowne, C5 Road, Quezon City	20 storeys
Cybergate Magnolia……………………………...........	Robinsons Magnolia Town Center, Quezon City	6 storeys
Robinsons Luisita Office 2……………………...........	Luisita, Tarlac City	2 storeys
Giga Tower……………………………………...............	Bridgetowne, C5 Road, Quezon City	28 storeys

The Company's completed office buildings are described as follows:

1. ***Galleria Corporate Center.*** This is a 30-storey office tower located along EDSA corner Ortigas Avenue in Quezon City which is directly connected to the Robinsons Galleria shopping mall. The office tower has an approximate net floor area (comprising only leasable space) of 25,000 square meters. As of December 31, 2019, approximately 85% of the Galleria Corporate Center had been sold while the remaining areas, which are owned by RLC, had a 100% occupancy rate.

2. ***Robinsons-Equitable Tower.*** This is a 45-storey office tower located at the corner of ADB Avenue and Poveda Street in Pasig City. The office tower has an approximate net floor area (comprising only leasable space) of 52,000 square meters. As of December 31, 2019, RLC had sold approximately 70% of the net floor area within Robinsons-Equitable Tower and retains the rest for lease. RLC-owned units within Robinsons-Equitable Tower had a 100% occupancy rate as of December 31, 2019.

3. ***Robinsons Summit Center.*** This is a 37-storey office tower located along Ayala

Avenue in the Makati central business district. The office tower has an approximate net floor area (comprising only leasable space) of 31,000 square meters. RLC owns and is currently leasing out substantially all of the net floor area of this building. RLC-owned units within Robinsons Summit Center had a 100% occupancy rate as of December 31, 2019.

4. ***Robinsons Cybergate Center Tower 1.*** This is an 18-storey office building complex located at Pioneer St., Mandaluyong. The office building has an approximate gross leasable area of 27,000 square meters. RLC owns 100% of the net floor area. Robinsons Cybergate Center Tower 1 had a 100% occupancy rate as of December 31, 2019.

5. ***Robinsons Cybergate Center Tower 2***. This is a 27-storey office building, located in the Pioneer mixed-use complex next to Robinsons Cybergate Center Tower 1. The office building has an approximate gross leasable area of 44,000 square meters. RLC owns 100% of the net floor area. Robinsons Cybergate Center Tower 2 had a 100% occupancy rate as of December 31, 2019.

6. ***Robinsons Cybergate Center Tower 3*.** This is a 27-storey office buildings, located in the Pioneer mixed-use complex. The office building has an approximate gross leasable area of 44,000 square meters. RLC owns 100% of the net floor area. Robinsons Cybergate Center Tower 3 had a 100% occupancy rate as of December 31, 2019.

7. ***Robinsons Cybergate Plaza.*** This is a 12-storey building, located within the Pioneer mixed-use complex, along EDSA. The building has 2 hotel floors with an approximate area of 7,000 square meters and small-cut retail spaces at the ground floor. The office floors are located at the 2nd, 7th to 12th floors with an approximate gross leasable area of 25,000 square meters. RLC owns 100% of the net floor area. Robinsons Cybergate Plaza had a 100% occupancy rate as of December 31, 2019.

8. ***Robinsons Cybergate Cebu*.** This is a mixed-use building with a mall and office space located in Fuente Osmena Circle, Cebu City. The office space comprise three (3) floors located on top of the mall with an approximate gross leasable area of 7,000 sqm. As of December 31, 2019, the office floors had an occupancy rate of 100%.

9. ***Cyberscape Alpha.*** This is a 26-storey building, located along Sapphire and Garnet Roads within the Ortigas CBD, only a stone's throw away from Robinsons Galleria. The building has 3 hotel floors with an approximate area of 6,000 square meters and small-cut retail spaces at the ground floor. The office floors are located from the 5th to the 26th levels. The building has a gross leasable area of approximately 38,500 square meters. RLC owns 100% of the gross floor area. Cyberscape Alpha had a 99.6% occupancy rate as of December 31, 2019.

10. ***Cyberscape Beta.*** This is a 37-storey building, located along Topaz and Ruby Roads within the Ortigas CBD. Retail spaces are located at the Ground and Mezzanine levels. The office floors are located from the 9th to the 37th levels. The building has a gross leasable area of approximately 42,000 square meters. RLC owns 100% of the gross floor area. Cyberscape Beta had a 100% occupancy rate as of December 31, 2019.

11. ***Tera Tower.*** This is a 20-storey building, located within the Bridgetowne Complex in C-5 Road, Ugong Norte in Quezon City. The building has retail support at the ground floor. The office spaces are located at the 6th to 20th floors. The building has a gross leasable area of approximately 35,000 square meters. RLC owns 100% of the gross floor area. Tera Tower had a 99.8% occupancy rate as of December 31, 2019.

12. ***Robinsons Galleria Cebu Office.*** The office development is integrated with the mall. It is located at General Maxilom Avenue, corner Sergio Osmena Boulevard in Cebu City. It has a total gross leasable area of approximately 8,500 square meters. The office has its own lobby and RLC owns 100% of the gross floor area. Robinsons Galleria Cebu had a 100% occupancy rate as of December 31, 2019.

13. ***Robinsons Place Ilocos Office.*** This office development is integrated with the mall expansion. The office development has a gross leasable area of 7,500 square meters and it is 100% owned by RLC.

14. ***Cyber Sigma.*** This is a 21-storey office development located in Fort Bonifacio, Taguig City. The office project has access to both Lawton Avenue and Le Grand in Mckinley West. It has a leasable area of approximately 50,000 sqm and was completed last December 2017. It had an occupancy rate of 99.4% as of December 31, 2019.

15. ***Robinsons Luisita Office.*** This build to suit development consists of a 3-storey of dedicated office space to an IT-BPM client. The space was committed ahead and was custom built based on the requirement of our client. It has a leasable area of 5,700 sqm and was completed last October 31, 2017. As of December 31, 2019, it had a 100% occupancy rate.

16. ***Cybergate Delta.*** This is a 5-storey office project located within the PEZA registered IT Park, Robinsons Cyberpark located in JP. Laurel Avenue in Davao City. The development sits on more than a hectare property and has its own commercial spaces at the ground floor to support its office tenants' food and dining requirements. It has a leasable area of approximately 11,900 sqm and was completed last December 2017. As of December 31, 2019, it had an occupancy rate of 100%.

17. ***Cybergate Naga.*** This office development is located within the Robinsons Place Naga complex in Roxas Ave, Naga City. It is a 4-storey office development with a leasable area of approximately 5,700 sqm. As of December 31, 2019 occupancy rate is at 100%.

18. ***Cyberscape Gamma.*** This is a 37-storey building, located along Topaz and Ruby Roads within the Ortigas CBD. This is interconnected with Cyberscape Beta via its Ground, Mezzanine and parking floors. The building has a gross leasable area of approximately 43,500 square meters. This was completed in December 2019 and during the same period it had a 92.3% occupancy rate.

19. ***Exxa Tower.*** This 20-storey office building, located within the Bridgetowne Complex in C-5 Road, Ugong Norte in Quezon City, is a twin tower of Zeta Tower. They share common retail and parking podium floors. The building including the 2 floors of retail spaces has a gross leasable area of approximately 39,800 square meters. RLC owns 100% of the gross floor area. As of December 31, 2019, it had an occupancy rate of 97%.

20. ***Zeta Tower.*** This is a 20-storey office building, located within the Bridgetowne Complex in C-5 Road, Ugong Norte in Quezon City. The building has a gross leasable area of approximately 34,500 square meters. RLC owns 100% of the gross floor area. The building was completed in December 31, 2019 and as of the same period, it had an occupancy rate of 86%.

21. ***Cybergate Magnolia***. This is a 6-storey office development located on top of the Robinsons Magnolia expansion in Quezon City. The building has a gross leasable area of 10,500 sqm. RLC owns 100%. The building was completed in October 2019. As of December 2019, it had an occupancy rate of 100%.

22. ***Robinsons Luisita Office 2.*** This build to suit development consists of a 2-storey of dedicated office space to an IT-BPM client. The space was committed ahead and was custom built based on the requirement of the client. It has a leasable area of 5,000 sqm and was completed last December 2019. As of December 31, 2019, it had a 100% occupancy rate.

23. ***Giga Tower***. This is a 28-storey office building, located within the Bridgetowne Complex in C-5 Road, Ugong Norte in Quezon City. The building has a gross leasable area of approximately 53,200 square meters. RLC owns 100% of the building. The building was completed in December 2019 and as of the same period, it had an occupancy rate of 39.4%.

4. Hotels and Resorts Division

RLC's Hotels and Resorts Division owns, develops, and operates hotels and resorts within Metro Manila, and urbanized and targeted tourist destinations in the Philippines. The Hotels and Resorts Division's revenue and EBITDA contribution to RLC in calendar year 2019 was ₱2.43 billion (8%) and ₱0.70 billion (4%), respectively. For the previous calendar year 2018, revenue and EBITDA contribution to RLC was ₱1.98 billion (7%) and ₱0.67 billion (4%), respectively. As of December 31, 2019 and 2018, the Company's Hotels and Resorts Division had assets valued on a historical cost less depreciation basis at ₱10.19 billion and ₱7.88 billion, respectively.

The Hotels and Resorts Division carries the following brand segments:

1. ***Upscale international deluxe hotels*** – RLC owns Crowne Plaza Manila Galleria ("Crowne Plaza") and Holiday Inn Manila Galleria ("Holiday Inn"). Crowne Plaza and Holiday Inn are managed by Holiday Inn (Philippines), Inc., a subsidiary of the InterContinental Hotels Group ("InterContinental"), pursuant to a long-term hotel management agreement. Crowne Plaza and Holiday Inn offer MICE (meetings, incentives, conferences, events) facilities, guest activities and services, and dining services.

2. ***Mid-market boutique city and resort hotels*** – RLC owns and manages the Summit Hotels and Resorts brand, RLC's own contemporary hotel and resort brand that caters to the middle market. Summit Hotels and Resorts are located in Metro Manila and in other urbanized areas in the Philippines, with some equipped with MICE facilities, sports and pool amenities, and full service restaurants.

3. ***Essential service value hotels*** **–** RLC owns and manages the Go Hotel brand, which caters to smart and busy travelers. Go Hotels offer comfortable yet affordable accommodations and an option to add on services and amenities as they need them. Go Hotels are present in Metro Manila and in emerging urban locations around the Philippines.

4. ***Luxury resorts*** – In 2019, RLC opened its first luxury resort with Dusit Thani Mactan Cebu Resort. This resort is managed by Dusit Thani International. RLC has engaged in a long-term hotel management agreement with Dusit Thani International. The 272-room hotel and resort sits at the northern tip of Punta Engano Peninsula and boasts of complete MICE facilities, guest activities and services, dining services, and luxury room and bath amenities.

RLC has entered into an agreement with its franchisee, Roxaco-Asia Hospitality Corporation, for five (5) Go Hotels present in Manila Airport Road, Ermita Manila, Timog-Quezon City, Cubao-Quezon City, and North EDSA-Quezon City. Combined, the five (5) Go Hotels account for 963 rooms.

The table below sets out certain key details of RLC's company-owned portfolio of hotels and resorts as of December 31, 2019:

Name	Location	No. of Rooms
Crowne Plaza Manila Galleria …………………………	Ortigas Avenue, Cor ADB Avenue, Quezon City	263
Holiday Inn Manila Galleria…………………………....	One ADB Avenue, Ortigas Center, Pasig City	285
Dusit Thani Mactan Cebu Resort..	Punta Engaño, Mactan Island, Cebu City	213
Summit Circle Cebu (formerly Cebu Midtown Hotel)	Fuente Osmena, Bo. Capitol, Cebu City	211
Summit Ridge Tagaytay ……….....……….....………....	Aguinaldo Highway, Tagaytay City	108
Summit Hotel Magnolia………….....……….....………....	Dona Hemady cor. Aurora Boulevard, Quezon City	82
Summit Galleria Cebu..…… ……….....……….....……...	Benedicto St. Cor. Gen. Maxilom Ave. Ext., Cebu City	220
Summit Hotel Tacloban………….………..……………...	National Highway, Marasbaras, Tacloban City	138
Summit Hotel Greenhills……………………………....	Annapolis St., Brgy. Greenhills, San Juan City	100
Go Hotel …………………………………………………	Pioneer Street, Mandaluyong City	223
Go Hotel …………………………………………………	Puerto Princesa City, Palawan	108
Go Hotel …………………………………………………	Dumaguete City, Negros Oriental	102
Go Hotel …………………………………………………	Tacloban City, Leyte	98
Go Hotel …………………………………………………	Bacolod City, Negros Occidental	108
Go Hotel …………………………………………………	Paco, Manila	118
Go Hotel …………………………………………………	Iloilo City, Iloilo	167
Go Hotel …………………………………………………	Ortigas Center, Pasig City	198
Go Hotel…………………………………………………	Butuan City, Agusan Del Norte	104
Go Hotel…………………………………………………	Lanang, Davao City	183
Go Hotel…………………………………………………	Iligan City, Lanao Del Norte	100
Total		**3,129**

As of December 31, 2019, the Company's Hotels and Resorts Division has a system-wide average occupancy rate of 63%.

5. Industrial and Integrated Developments ("IID")

IID is focused on strategic land bank acquisition and management, exploration of real estate-related infrastructure projects, strategic partnerships and development of industrial and logistics facilities.

Pilot projects under IID are the development of its destination estates namely Bridgetowne--the 30.6-hectare property that connects the cities of Pasig and Quezon, Sierra Valley--the 18-hectare property in Cainta, Rizal, and Montclair—the 204-hectare property in Porac, Pampanga. In September 2019, Bridgetowne was officially launched.

Under its investment arm, IID expanded its industrial facilities business which registered a net leasable area by the end of 2019 at 77,000 square meters, a 133% increase from 2018, with the completion of its second industrial facility located in Calamba, Laguna. IID's investment portfolio accounted for ₱138.00 million or 1% of RLC's revenues and ₱34.98 million or 0.2% of RLC's EBITDA in calendar year 2019, and ₱134.86 million or 0.5% of RLC's revenues and ₱21.80 million or 0.1% of RLC's EBITDA in calendar year 2018.

On the other hand, developmental revenues arising from the partial recognition of the gain on the sale of commercial lots to joint venture companies contributed ₱320.94 million or 1% of RLC's revenues and ₱202.68 million or 1% of RLC's EBITDA in calendar year 2019, and₱2.55 billion or 9% of RLC's revenues and ₱2.05 billion or 12% of RLC's EBITDA in calendar year 2018. In 2019 and 2018, RLC sold parcels of land to Robinsons DMCI Property Ventures, Inc. and Shang Robinsons Properties, Inc. respectively.

As of December 31, 2019 and 2018, the Company's IID Division had assets valued on a historical cost less depreciation basis at ₱21.71 billion and ₱19.17 billion, respectively.

SIGNIFICANT SUBSIDIARIES

As of December 31, 2019, RLC has eleven (11) subsidiaries, all of which are consolidated with the Company's financial statements.

On March 4, 2009, the Securities and Exchange Commission ("SEC") approved the plan of merger of the Company with wholly-owned subsidiaries, Robinsons Homes, Inc. ("RHI"), Trion Homes Development Corporation ("THDC") and Manila Midtown Hotels and Land Corporation ("MMHLC"). The merger resulted to enhanced operating efficiencies and economies, increased financial strength through pooling of resources and more favorable financing and credit facilities. No Company shares were issued in exchange for the net assets of RHI, THDC and MMHLC.

The merger was accounted for similar to a pooling of interest method because the combined entities were under common control, therefore, has no effect on the consolidated financial statements. The subsidiaries after the merger are RII, RRMC, RPMMC, RCL, AAI, AMVI, GHDI, RLCRL, BPVI, BRFLC and RLGBLC (as each defined below).

Key details of each of RLC's subsidiaries are set forth below.

1. ***Robinson's Inn, Inc.*** Robinson's Inn, Inc. ("RII") was incorporated on October 19, 1988, has a registered share capital of 25,000,000 and is 100%-owned by RLC. RII's principal business is to engage in the development and operation of apartelles, inns, motels, condominiums, apartments and other allied business, and to acquire, purchase, sell, assign or lease land, buildings and other improvements. RII is part of the Company's hotels and resorts division, and runs the Robinsons Apartelle which closed operations effective August 31, 2007.

2. ***Robinsons Realty and Management Corporation.*** Robinsons Realty and Management Corporation ("RRMC") was registered with the Philippine Securities and Exchange Commission on May 16, 1988 primarily to acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease and hold for investment or otherwise, real estate of all kinds.

3. ***Robinsons Properties Marketing and Management Corporation.*** Robinsons Properties Marketing and Management Corporation ("RPMMC") was incorporated on November 25, 1998, has a registered share capital of 1,000,000 and is 100%-owned by the Company. RPMMC is part of the Company's Residential Division. RPMMC manages the marketing of the portfolio of residential units that are available for sale through the Residential Division's Robinsons Communities, Robinsons Residences, and Robinsons Luxuria brands. RPMMC's primary purpose is to acquire, own, use, sell, exchange, lease and develop real property of all kinds, and to market, manage or otherwise sell and convey buildings, houses, apartments and other structures of whatever kind together with their appurtenances.

4. ***Robinsons (Cayman) Limited.*** Robinsons (Cayman) Limited ("RCL") was incorporated in Cayman Islands, British West Indies on March 25, 1997 with a registered authorized capital stock of USD50,000.00 at USD1.00 per share, 1,000 shares of which is subscribed and paid up by the Company. RCL acts as a real estate agent on the international market, among others, for the Residential Division.

5. ***Altus Angeles, Inc.*** Altus Angeles, Inc. ("AAI") was incorporated on October 30, 2002, has a registered share capital of 400,000 and is 51%-owned by the Company. AAI is a joint venture within the Company's Commercial Centers Division. AAI's principal business is to establish, manage and maintain commercial complexes, offer such services and merchandise of all kinds and to do and perform such acts as necessary or incidental to the accomplishment of the foregoing corporate business objects insofar as may be allowed by applicable rules and regulations.

6. *Altus Mall Ventures, Inc.* Altus Mall Ventures, Inc. ("AMVI") was incorporated on August 19, 2002, has a registered share capital of 4,000,000 and is 100%-owned by the Company. AMV's primary purpose is to acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease and hold for investment or otherwise, real estate of all kinds.

7. *GoHotels Davao, Inc.* GoHotels Davao, Inc. ("GHDI") was incorporated on March 13, 2013, has a registered share capital of 100,000,000 and is 51%-owned by the Company. GHDI is a joint venture between RLC within the Hotels and Resorts Division and Udenna Development Corporation (UDEVCO). GHDI's principal business is to establish, acquire, own, develop, operate and manage hotels and/or transient guest lodging services under the "gohotels.ph" mark and other similar and ancillary facilities and services related to the hospitality and allied industries, offer such services and merchandise to the public in connection with the operation of hotels and/or transient guest lodging services, and to make and enter into all kinds of contracts, agreements and obligations with any person, partnership, corporation or association for the leasing of commercial space or the disposition, sale, acquisition of goods, wares, merchandise, and services of all kinds and to do and perform such acts and things necessary or incidental to the accomplishment of the foregoing corporate business and objects as may be allowed by applicable laws, rules and regulations.

8. *RLC Resources, Ltd.* RLC Resources, Ltd. ("RLCRL") was incorporated on September 10, 2001 in the British Virgin Islands as an International Business Company, and has an initial registered share capital of 50,000, which was increased to 500,000 in fiscal year 2016 and is 100%-owned by the Company. RLC Resources, Ltd.'s principal business is to purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm or company; to acquire an interest in, amalgamate with or enter into arrangements with any person, firm or company; to promote, sponsor, establish, constitute, form, participate in, organize, manage, supervise and control any corporation, company, fund, trust, business or institution; to purchase or otherwise acquire and hold, in any manner and upon any terms, and to underwrite, invest and deal in shares, stocks, debentures, debenture stock, annuities and foreign exchange, foreign currency deposits and commodities and enter into any interest rate exchange contracts, forward contracts, futures contracts and enforce all rights and powers incidental to RLCRL's interest therein.

9. *Bonifacio Property Ventures, Inc.* Bonifacio Property Ventures, Inc. ("BPVI") was incorporated on December 21, 2018, and has a registered share capital of one (1) million with a par value of One Peso (₱1.00) per share, 500 million shares of which is subscribed and paid up by the Company. BPVI's principal business is to acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or otherwise, real estate of all kinds, whether improve, manage or otherwise dispose of buildings, houses, apartments and other real estate and/or structures of whatever kind, together with their appurtenances.

10. *Bacoor R and F Land Corporation.* Bacoor R&F Land Corporation ("BRFLC") was incorporated on October 15, 2018, and has a registered share capital of 10,000,000 with a par value of One Hundred Pesos (₱100.00) per share, four (4) million shares of which is subscribed and paid up by Company. BRFLC's principal business is to acquire, own, and hold real estate properties situated in Bacoor City, Province of Cavite or any other properties approved by the Board of Directors or stockholders of the corporation, and to sell, lease, mortgage, alienate or develop the parcels of land acquired by the corporation.

11. *RLGB Land Corporation.* RLGB Land Corporation ("RLGBLC") was incorporated on June 7, 2019, and has a registered share capital of five (5) million and is 51%-owned by the Company. RLGBLC's principal business is to acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for investment or otherwise, real estate of all kinds, whether to improve, manage or otherwise dispose of buildings, houses, apartments and other real estate and/or structures of whatever kind, together with their appurtenances.

On July 31, 2019, the Board of the Company approved the declaration of property dividend, of up to 100 million common shares of APVI in favor of the Receiving Shareholders of the Company as of August 15, 2019. The SEC approved the property dividend declaration on November 15, 2019 and the Certificate Authorizing Registration was issued by the Bureau of Internal Revenue on December 6, 2019.

The Receiving Shareholders received a ratio of one (1) share of APVI for every fifty-one and 9384/10000 (51.9384) shares of the Company, net of applicable final withholding tax on December 20, 2019. No fractional shares were issued and no shareholder was entitled to any fractional shares

RLC's remaining interest in APVI after the dividend distribution is 6.11%.

INTERESTS IN JOINT VENTURES

Details of the Company's interests in joint ventures are set out below.

1. Joint Venture with Hong Kong Land Group ("HKLG")

On February 5, 2018, the Company's Board approved the agreement with HKLG represented by Hong Kong Land International Holdings, Ltd. and its subsidiary, Ideal Realm Limited, to form a joint venture corporation ("JVC").

On June 14, 2018, RHK Land Corporation ("RHK Land"), the JVC, was incorporated. RLC and HKLG owns 60% and 40%, respectively, of the outstanding shares in RHK Land. The principal office of the JVC is at 12F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City.

RLC and HKLG, through RHK Land, shall engage in the acquisition, development, sale and leasing of real property. RHK Land shall initially (i) undertake the purchase of a property situated in Block 4 of Bridgetowne East, Pasig City, (ii) develop the property into a residential enclave, and (iii) carry out the marketing and sales of the residential units. RHK Land also plans to pursue other development projects in the future.

2. Joint Venture with DoubleDragon Properties Corporation ("DDPC")

On December 26, 2019, Robinsons DoubleDragon Corp. ("RDDC") was incorporated as a joint venture company between RLC and DDPC to engage in realty development. RLC owns 65.72% in RDDC, and the remaining balance is owned by DDPC.

3. Joint Venture with DMCI Project Developers, Inc. ("DMCI PDI")

In October 2018, the Company entered into a Joint Venture Agreement with ("DMCI PDI") to develop, construct, manage, and sell a residential condominium situated in Las Pinas City. Both parties agreed to incorporate a joint venture corporation where each party will hold a 50% ownership. On March 18, 2019, RLC DMCI Property Ventures, Inc. ("RLC DMCI)" was incorporated as the joint venture company between RLC and DMCI PDI. The proposed project is intended to be a multi-tower residential condominium, which may include commercial spaces.

4. Joint Venture with Shang Properties, Inc. ("SPI")

On November 13, 2017, the Company's Board approved the agreement with SPI to form a joint venture corporation.

On May 23, 2018, Shang Robinsons Properties, Inc. ("SRPI"), the JVC, was incorporated. Both RLC and SPI each own 50% of the outstanding shares in SRPI. The office address of SRPI is at Lower Ground Floor, Cyber Sigma Building, Lawton Avenue, Fort Bonifacio, Taguig.

RLC and SPI, through SRPI, shall build and develop a property situated at McKinley Parkway corner 5th Avenue and 21st Drive at Bonifacio Global City, Taguig, Metro Manila. The project is intended to be a mixed-use development, which may include residential condominium units, serviced apartments and commercial retail outlets. SRPI also plans to pursue other development projects in the future.

COMPETITION

1. Commercial Centers Division

RLC has two (2) major competitors in its Commercial Centers Division - SM Prime Holdings, Inc. ("SMPHI") and Ayala Land, Inc. ("ALI"). Each of these companies has certain distinct advantages over RLC, including SMPHI's considerably larger mall portfolio and ALI's access to prime real estate in the heart of Metro Manila. There are a number of other players in the shopping mall business in the Philippines, but they are significantly smaller and, because of the high barriers to entry into the business (which include cost, branding, reputation, scale and access to prime real estate), RLC expects that it will continue to compete principally with these two (2) major companies in this market sector for the foreseeable future. RLC has, however, recently seen an increase in the development of specialty malls by companies that are not traditional players in the industry, and it is unclear whether or how this trend might affect the competitive landscape. Shopping mall operators also face competition from specialty stores, general merchandise stores, discount stores, warehouse outlets, street markets and online stores.

RLC believes that its strength lies in its mixed-use, retail, commercial and residential developments. RLC operates on the basis of its flexibility in developing malls with different sizes depending on the retail appetite of the market per location. It is focused on balancing its core tenant mix and providing a more distinctive shopping mall experience to its loyal customers, as well as its ability to leverage the brand equity and drawing power of its affiliated companies in the retail trade business.

2. Residential Division

a. *Robinsons Luxuria*

The Robinsons Luxuria brand continues to develop projects that caters to the high-end market. It strives to compete with developers who have already established their names in tapping this slice of the market. RLC aims to increase its share of this elite market segment and steer buyers of competitors such as Ayala Land Premier, Rockwell Land Corporation ("ROCK"), Century Properties Group, Inc. ("CPGI") and Megaworld Corporation ("MEG") to its developments.

b. *Robinsons Residences*

RLC's competitors (Alveo Land, MEG, Filinvest Land, Inc. ("FLI"), and Ortigas & Co.) under this segment targets the same market and offers similar products. There are also a number of players who try to compete in this segment of the market with one or two (2) projects. Projects under Robinsons Residences remain among the top of mind developments as a result of growing experienced sales and distribution network and convenient locations. Projects are located within Central Business Districts or RLC's mixed-use development.

c. *Robinsons Communities*

Robinsons Communities has numerous competitors in the middle income segment. This is in part a function of the fact that as compared to other business areas, RLC does not enjoy the same "early mover" advantage. Currently, Robinsons Communities' competitors include companies like Avida Land ("AL"), FLI, SMPHI and DMCI Homes. Based on public records and independent industry reports and its own market knowledge, the Company believes that it is among the top five (5) middle-ranged condominium developers in the Philippines in terms of revenues from sales. The Company believes that it can successfully compete in this market segment on the basis of its brand name, technical expertise, financial standing and track record of successfully completed, quality projects.

d. *Robinsons Homes*

Recognizing the growing housing market in the Philippines, RLC continues to embark on building subdivisions through its Robinsons Homes brand. For families aspiring to own their first home or upgrade to a better abode and neighborhood, Robinsons Homes provides them themed, master-planned, secure and gated horizontal subdivisions in key urbanized cities nationwide ideal to start the good life. In order to cater to varying market profiles, Robinsons Homes launched its five (5) sub-brands namely: Forbes Estates for Premier development, Bloomfields for the high-end market, Brighton for mid-cost development, Springdale for the affordable market segment and Happy Homes for socialized housing. It stands in close competition with ALI, FLI and Vista Land & Lifescapes, Inc. ("VLL").

Robinsons Homes competes on the basis of location. It is a nationwide residential subdivision developer with projects in Laoag, Tarlac, Pampanga, Antipolo, Angono, Cavite, Batangas, Puerto Princesa, Bacolod, Cebu, Cagayan de Oro, Davao and General Santos. Robinsons Homes is committed to provide green communities with lifestyle amenities in response to changing needs of the market.

The Company believes that its market specific branding, reliability to deliver and consistent quality products at an affordable price has contributed to its ability to generate sales and its overall success.

3. Office Buildings Division

The Company believes that competition for office space is principally on the basis of location, quality and reliability of the project's design and equipment, reputation of the developer, availability of space, and PEZA registration. The biggest competitors of the Company under this segment are ALI, Megaworld and SMPHI. The Company competes in this market on the basis of the strategic locations of its buildings, including their proximity to the malls and residences as part of its mixed-use developments and its accessibility to public transportation, building features as the office projects can accommodate all types of tenants including companies in the IT-BPM sector, corporate headquarters and traditional offices. The Company also believes that its established reputation of good quality, ease of doing business, and completing projects on time makes it one of the most preferred choices of the IT-BPM industry as well as local and multinational companies. The Company is committed in providing an excellent customer experience and satisfaction by developing office projects of high quality and reliability, meeting the evolving needs of its customers.

4. Hotels and Resorts Division

RLC competes in different markets for its hotels and resorts segments. Across all of its hotel formats, its main competitors in terms of number of rooms are: Ayala Land, Alliance Global Group Inc., SM Hotels and Conventions Corporation, and Filinvest Land Inc. Aside from these large hotel owners and developers, there is a growing number of small independent players and foreign entrants that increases the competitive landscape of hospitality in the country. The influx of foreign arrival and regional travelers in the Philippines stimulates growth and opportunities for many in the hospitality and tourism industry, and is likewise strongly supported by government incentive programs.

RLC believes in its market strength rooted from a deep understanding of the mass Filipino consumer. RLC continues to solidify its position and ability to serve travelers in multiple points of the Philippines through growing its hotel and resorts portfolio while enhancing its overall brand. With its longstanding expertise in developing and managing hotels and resorts, RLC is focused on scaling its business with improving standards leading up to world-class quality.

5. Industrial and Integrated Developments Division

Though Industrial and Integrated Developments is a new Division under RLC, RLC is not a newcomer in integrated developments. RLC has developed four (4) major mixed used developments in Metro Manila alone, namely, Robinsons Galleria, Robinsons Forum, Robinsons Manila, and Robinsons Magnolia. These projects are anchored by Robinsons Mall with components of Office and/or Residential and/or Hotel/Leisure. With the formation of the Industrial and Integrated Development Division, RLC can now focus on this new fast growing development format.

All major developers are now into integrated development. Developers have been acquiring big parcels of land and incorporating different real estate components to attract investors and customers. The biggest competitors of RLC in integrated developments are Ayala Land, Inc., Megaworld Corp, Filinvest, Inc., Double Dragon Properties Corp., and SM Prime Holdings.

IID will harness opportunities for synergies with RLC's other business units: Commercial, Residential, Hotel, and Office Division. RLC, having years of experience in these real estate components, will thus have a competitive advantage. With efficient master planning, innovative designs, and quality construction, RLC is committed to sustainable and future-proof communities.

Sources and Availability of Raw Materials and Suppliers

Construction and development of malls, high-rise office and condominium units as well as land and housing construction are awarded to various reputable construction firms subject to a bidding process and management's evaluation of the price and qualifications of and its relationship with the relevant contractor. Most of the materials used for construction are provided by the contractors themselves in accordance with the underlying agreements, although sometimes the Company will undertake to procure the construction materials when it believes that it has an advantage in doing so. The Company typically will require the contractor to bid for a project on an itemized basis, including separating the costs for project materials that it intends to charge the Company. If the Company believes that it is able to acquire any of these materials (such as cement or steel) at a more competitive cost than is being quoted to it, it may remove these materials from the project bid and enter into a separate purchase order for the materials itself, to reduce project costs.

Employees and Labor

As of December 31, 2019 , RLC and its subsidiaries has a total of 10,430 employees, including 2,823 permanent full-time managerial and support employees and approximately 7,607 contractual and agency employees, grouped by business divisions as follows:

Business	Permanent Employees	Contract Employees	Total Employees
Commercial Centers Division	1,206	6,107	7,313
Office Buildings Division	123	367	490
Residential Division	512	251	763
Hotels and Resorts Division	968	835	1,803
Industrial and Integrated Developments Division	14	47	61
Total	**2,823**	**7,607**	**10,430**

As of December 31, 2018 , RLC and its subsidiaries had a total of 9,694 employees, including 2,415 permanent full-time managerial and support employees and approximately 7,279 contractual and agency employees, grouped by business divisions as follows:

Business	Permanent Employees	Contract Employees	Total Employees
Commercial Centers Division	1,088	6,022	7,110
Office Buildings Division	126	336	462
Residential Division	473	293	766
Hotels and Resorts Division	716	577	1,293
Industrial and Integrated Developments Division	12	51	63
Total	**2,415**	**7,279**	**9,694**

The permanent full-time managerial and support employees of RLC and its subsidiaries as of December 31, 2019 and 2018 can be broken down by function as follows:

Function	Number of Employees	
	2019	2018
Operational	1,169	919
Administrative	1,122	1,017
Technical	532	479
Total	**2,823**	**2,415**

The Company foresees an increase in its manpower complement to 3,246 permanent employees in the ensuing twelve (12) months.

Some of the Company's Hotels and Resorts Division employees are covered by a collective bargaining agreement which will mature on September 30, 2021 for Summit Circle Cebu (formerly "Cebu Midtown Hotel") and September 30, 2020 for Holiday Inn Manila Galleria's hotel. The Company's other employees are not unionized or party to collective bargaining agreements with the Company.

Vacation leaves, sick leaves, 13th month pay and retirement benefits are provided to employees, among others, subject to company policies and procedures.

Industry Risk

The Company substantially conducts its business activities in the Philippines where majority of its assets are located.

Demand for and prevailing prices of leases of shopping mall, office and industrial facilities, as well as the development of the Philippine hospitality sector are directly related to the strength of the Philippine domestic economy and the overall levels of business activity in the Philippines.

RLC's Commercial Centers Division is directly affected by level of consumption, demographic structure, social trends, changing spending patterns and consumer sentiments in the Philippines, which are in turn heavily influenced by economic, political and security conditions in the Philippines. The level of consumption is largely determined by the income levels of consumers which is supplemented by a large number of Overseas Filipino Workers ("OFWs") and expatriate Filipinos employed in countries around the world. This exposes RLC to changes in the specific economies of the countries where OFWs are deployed.

As the fastest growing sector in the Philippine real estate industry, the IT-BPM outsourcing sector drives office space demand which fuels the performance and profitability of RLC's Office Buildings Division. The growth of the IT-BPM sector is heavily dependent on the availability of Information and Communications Technology ("ITC") hubs across the country which provide sufficient labor supply and upgraded talent ecosystem, good ITC infrastructure and service capabilities, efficient cost and overall business environment as a product of sound macroeconomic fundamentals and geopolitical climate in the country.

RLC's Hotels and Resorts Division, on the other hand, is anchored on the development of Philippine tourism which is contingent on the rate of response of the Philippine government to address infrastructure challenges across the country.

On the development side of the Company's business, RLC is engaged in both domestic and international residential development. The property market has been cyclical where property values have been affected by confidence in the economy as well the interest rate environment.

Considerable economic and political uncertainties exist in the Philippines that may have adverse effects on consumer spending habits, construction costs, availability of labor and materials and other factors affecting the Company and its businesses. Significant expenditures associated with investment in real estate, such as real estate taxes, maintenance costs and debt payments, generally cannot be correspondingly reduced if changes in the Philippine property market or the Philippine economy cause a decrease in revenues from the Company's properties. Because majority of RLC's businesses are in the Philippines, reduced levels of economic growth, adverse changes in the country's political or security situation, or weaker performance of the country's property development market generally may materially adversely affect RLC's financial performance, position and profitability.

RLC operates in a highly competitive industry. The Company's future growth and development is dependent, in large part, on the availability and affordability of large tracts of land suitable for development. As the Company and its competitors attempt to locate sites for development, it may become more difficult to locate parcels of suitable size in locations and at prices acceptable to the Company, particularly in Metro Manila and other urban areas. To the extent that the Company is unable to acquire suitable land at acceptable prices, its growth prospects could be limited and its business and results of operations could be adversely affected.

A number of other commercial center and residential developers and real estate services companies, some with greater financial and other resources and more attractive land banks than the Company, compete with RLC in various aspects of its business. Competition from other real estate developers and real estate services companies may adversely affect RLC's ability to develop and sell its properties or attract and retain tenants, and continued development by these and other market participants could result in saturation of the market for commercial and residential real estate.

REGULATORY AND ENVIRONMENTAL MATTERS

a) Shopping Malls

Shopping mall centers are regulated by the local government unit of the city or municipality where the establishment is located. In line with this, mall operators must secure the required mayor's permit or municipal license before operating. In addition, no mall shall be made operational without complying first with the provisions of the fire code and other applicable local ordinances. Furthermore, shopping malls with food establishments must obtain a sanitary permit from the Department of Health. It is also compulsory for shopping malls discharging commercial waste water to apply for a waste water discharge permit from the DENR and to pay the fee incidental to the permit.

As a tourism-related establishment, shopping malls may obtain accreditation from the Department of Tourism. A shopping mall can only be accredited upon conformity with the minimum physical, staff and service requirements promulgated by the Department of Tourism.

b) Residential Condominium and Housing and Land Projects

Presidential Decree No. 957 ("The Subdivision and Condominium Buyers' Protective Decree") as amended, is the principal statute which regulates the development and sale of real property as part of a condominium project or subdivision. The law covers subdivision projects and all areas included therein for residential, commercial, industrial and recreational purposes as well as condominium projects for residential or commercial purposes. It also sets out standards for lower density developments.

Republic Act No. 4726 ("The Condominium Act"), on the other hand, is the primary law governing condominiums. The law covers the legal definition of a condominium, the rights of a unit owner, and the rules governing transfers, conveyances and partitions in condominiums.

The Housing and Land Use Regulatory Board ("HLURB") is the administrative agency of the Government which, together with local government units, enforces these laws and has jurisdiction to regulate the real estate trade and business. Subdivision or condominium units may be sold or offered for sale only after a license to sell ("LTS") has been issued by the HLURB. The LTS may be issued only against a performance bond posted to guarantee the completion of the construction of the subdivision or condominium project and compliance with applicable laws and regulations.

All subdivision and condominium plans are subject to approval by the relevant Local Government Unit ("LGU") in which the project is situated and by the HLURB. The development of subdivision and condominium projects can commence only after the HLURB has issued a development permit. Approval of such plans is conditional on, among other things, the developer's financial, technical and administrative capabilities. Alterations of approved plans which affect significant areas of the project, such as infrastructure and public facilities, also require the prior approval of the LGU and HLURB.

Owners of or dealers in real estate projects are required to obtain licenses to sell before making sales or other dispositions of lots or real estate projects. Republic Act No. 9646 ("The Real Estate Service Act of the Philippines") provides that real estate consultants, appraisers, assessors and brokers must pass the requisite exams and be duly registered and licensed by the Professional Regulation Commission ("PRC"), while real estate salespersons, or those who act of a real estate broker to facilitate a real estate transaction, only need to be accredited by the PRC.

Project permits and the LTS may be suspended, cancelled or revoked by the HLURB by itself or upon a verified complaint from an interested party for reasons such as non-delivery of title to fully-paid buyers or deviation from approved plans. A license or permit to sell may only be suspended, cancelled or revoked after notice to the developer has been served and all parties have been given an opportunity to be heard in compliance with the HLURB's rules of procedure and other applicable laws.

Residential subdivision developments must comply with applicable laws and standards regarding the suitability of the site, road access, necessary community facilities, open spaces, water supply, the sewage disposal system, electrical supply, lot sizes, the length of the housing blocks and house construction. Under current regulations, a developer of a residential subdivision with an area of one hectare or more is required to reserve at least 30% of the gross land area of such subdivision for open space for common uses, which include roads and recreational facilities. A developer of a commercial subdivision is required to reserve at least 3.5% of the gross project area for parking and pedestrian malls, but the minimum parking area requirement may be further increased by ordinances promulgated by LGUs.

Republic Act No. 7279 ("Urban Development and Housing Act of 1992"), as amended by Republic Act No. 10884, requires developers of proposed subdivision projects to develop an area for socialized housing equivalent to at least 15% of the total subdivision area or total subdivision project cost and at least 5% of condominium area or project cost, at the option of the developer, in accordance with the standards set by the HLURB. Alternatively, the developer may opt to buy socialized housing bonds issued by various accredited government agencies or enter into joint venture arrangements with other developers engaged in socialized housing development. The Company has benefited from providing low-income housing or projects of such types which are financially assisted by the government. These policies and programs may be modified or discontinued in the future.

The Government may also adopt regulations which may have the effect of increasing the cost of doing business for real estate developers. Under R.A. No. 10884, income derived by domestic corporations from the development and sale of socialized housing is exempt from project related income taxes, capital gains tax on raw lands used for the project, value-added tax for the project contractor concerned, transfer tax for both raw completed projects, and donor's tax for lands certified by the LGUs to have been donated for socialized housing purposes. Under the current Investment Priorities Plan issued by the Board of Investments, mass housing projects including development and fabrication of housing components, are eligible for government incentives subject to certain policies and guidelines. In the future, since the sale of socialized housing units comprise a portion of homes sold by the Company, any changes in the tax treatment of income derived from the sale of socialized housing units may affect the effective rate of taxation of the Company.

c) <u>Hotels</u>

The Philippine Department of Tourism promulgated the Hotel Code of 1987 (the "Hotel Code") in order to govern the business and operation of all hotels in the Philippines. Investors that wish to operate a hotel must first register and apply for a license with the local government of the city or municipality where the hotel is located. For purposes of registration and licensing, hotels are classified into four (4) groups: De Luxe Class, First Class, Standard Class and Economy Class. The Hotel Code provides minimum standards for the establishment, operation and maintenance of hotels depending on the hotel's classification. The Philippine

Department of Tourism is in the process of revising the current classification from Hotel Class System to Hotel Star Rating System.

A Certificate of Registration and license as a hotel will not be granted unless the relevant establishment has passed all the conditions of the Hotel Code, the Fire and Building Codes, Zoning Regulations and other municipal ordinances. Furthermore, hotels can only be opened for public patronage upon securing of a sanitary permit from the city or municipal health office having jurisdiction over the establishment. The Department of Tourism is the government agency which is tasked with the accreditation of hotels. The Department promulgates the minimum standards and procedures for hotel accreditation. While accreditation is non-compulsory, accredited hotels are given incentives by the Department of Tourism.

d) Zoning and Land Use

Under the agrarian reform law currently in effect in the Philippines and the regulations issued thereunder by the DAR, land classified for agricultural purposes as of or after June 15, 1988, cannot be converted to non-agricultural use without the prior approval of DAR.

Land use may be also limited by zoning ordinances enacted by local government units. Once enacted, land use may be restricted in accordance with a comprehensive land use plan approved by the relevant local government unit. Lands may be classified under zoning ordinances as commercial, industrial, residential or agricultural. While a procedure for change of allowed land use is available, this process may be lengthy and cumbersome.

e) Special Economic Zone

The Philippine Economic Zone Authority ("PEZA") is a government corporation that operates, administers and manages designated special economic zones ("Ecozones") around the country. Ecozones, which are generally created by proclamation of the President of the Philippines, are areas earmarked by the government for development into balanced agricultural, industrial, commercial, and tourist/recreational regions.

An Ecozone may contain any or all of the following: industrial estates, export processing zones, free trade zones, and tourist/recreational centers. PEZA registered enterprises locating in an Ecozone are entitled to fiscal and non-fiscal incentives such as income tax holidays and duty-free importation of equipment, machinery and raw materials.

Information technology ("IT") enterprises offering IT services (such as call centers, and business process outsourcing using electronic commerce) are entitled to fiscal and non-fiscal incentives if they are PEZA-registered locators in a PEZA-registered IT Park, IT Building, or Ecozone. An IT Park is an area which has been developed into a complex capable of providing infrastructures and other support facilities required by IT enterprises, as well as amenities required by professionals and workers involved in IT enterprises, or easy access to such amenities. An IT Building is an edifice, a portion or the whole of which, provides such infrastructure, facilities and amenities.

PEZA requirements for the registration of an IT Park or IT Building differ depending on whether it is located in or outside Metro Manila. These PEZA requirements include clearances or certifications issued by the city or municipal legislative council, the DAR, the National Water Resources Board, and the DENR.

The Company actively seeks PEZA registration of its buildings, as this provides significant benefits to the Company's tenants. PEZA registration provides significant tax incentives to those of the Company's customers that are PEZA-registered (they can, for example, avail themselves of income tax incentives such as income tax holidays or 5% gross income taxation), thereby making tenancy in the Company's PEZA-registered buildings potentially more attractive to them. As of calendar year 2019, a number of RLC malls and office buildings are PEZA-registered.

f) Effect of Existing or Probable Governmental Regulations on the Business

The existing regulatory and environmental/governmental regulations mentioned under "items 5a-e" as well as possible governmental regulations on the various business segments may affect the Company's profitability through possible reduction in revenues.

The aggregate cost of compliance with environmental laws covering all business segments including waste management, among others, amounted to ₱44.83 million, ₱30.05 million and ₱30.52 million in calendar years 2019, 2018 and 2017, respectively.

GOVERNMENT APPROVALS AND PERMITS

All government approvals and permits issued by the appropriate government agencies or bodies which are material and necessary to conduct the business and operations of the Company have been obtained and are in full force and effect. The Company is in the process of renewing some permits necessary to conduct its business and operations.

These permits and approvals include the occupancy permit, environmental compliance certificate, building permit, business permit, LTS, BIR registration, PEZA registration for some of the Company's malls and offices, and BOI registration for some of the Company's residential and hotel projects.

In addition, the Company and its subsidiaries intend to continue to comply, in all material respects, with applicable regulations and law which govern its various businesses.

DESCRIPTION OF PROPERTIES

Over the years, the Company has invested in a number of properties located across the Philippines for existing and future development projects. All of these properties are fully owned by the Company and none of which are subject to any mortgage, lien or any form of encumbrance. The Company also enters into joint venture arrangements with land owners in order to optimize its capital resources. Not only does this encourage raw land development for future projects but it also provides exclusive development and marketing rights.

As of December 31, 2019, the following are locations of the Company's properties:

Location	Use	Status
LAND		
Metro Manila		
Manila	Mixed-use (mall/residential/hotel)	No Encumbrances
Quezon City	Residential/Office Building/Mixed-use (mall/residential/hotel/office)	No Encumbrances
Pasay City	Residential	No Encumbrances
Mandaluyong	Mixed-use (mall/hotel/residential)	No Encumbrances
Makati City	Office Building/Residential	No Encumbrances
Pasig City	Residential/ Mall/Office Building/Mixed-use (mall/hotel/residential)	No Encumbrances
Paranaque City	Residential	No Encumbrances
Muntinlupa City	Residential	No Encumbrances
Las Pinas City	Mall	No Encumbrances
Malabon City	Mall	No Encumbrances
Taguig City	Residential	No Encumbrances
San Juan City	Residential/Hotel	No Encumbrances
Metro Manila area	Land bank	No Encumbrances
Luzon		
La Union	Residential	No Encumbrances
Pangasinan	Mall	No Encumbrances
Bulacan	Mall	No Encumbrances
Nueva Ecija	Mall	No Encumbrances
Pampanga	Mall	No Encumbrances
Tarlac	Mall/Office Building	No Encumbrances
Batangas	Mall/ Residential	No Encumbrances
Cavite	Mall/ Residential/Mixed-use (mall/hotel/residential)	No Encumbrances
Laguna	Mall	No Encumbrances
Palawan	Mixed-use (mall/hotel/residential)	No Encumbrances
Rizal	Residential	No Encumbrances
Isabela	Mall	No Encumbrances
Ilocos Norte	Mixed-use (mall/office)	No Encumbrances
Camarines Sur	Mall/Office Building	No Encumbrances
Cagayan	Mall	No Encumbrances
Laguna	Mall	No Encumbrances

Luzon area	Land bank	No Encumbrances
Visayas		
Iloilo City	Mall	No Encumbrances
Negros Occidental	Mall/Hotel	No Encumbrances
Cebu	Residential/Mixed-use (mall/hotel/residential/office)	No Encumbrances
Negros Oriental	Mixed-use (mall/hotel)	No Encumbrances
Leyte	Mall/Mixed-use (mall/hotel)	No Encumbrances
Capiz	Mall	No Encumbrances
Antique	Mall	No Encumbrances
Visayas Area	Land bank	No Encumbrances
Mindanao		
Agusan Del Norte	Mixed-use (mall/hotel)	No Encumbrances
Misamis Oriental	Residential	No Encumbrances
Davao Del Sur	Mall/Hotel/Office Building	No Encumbrances
South Cotabato	Mall/ Residential	No Encumbrances
Lanao Del Norte	Mixed-use (mall/hotel)	No Encumbrances
Davao Del Norte	Mall	No Encumbrances
Bukidnon	Mall	No Encumbrances
Mindanao area	Land bank	No Encumbrances

BUILDINGS & IMPROVEMENTS		
Metro Manila		
Manila	Mixed-use (mall/residential/hotel)	No Encumbrances
Quezon City	Residential/Office Building/Mixed-use (mall/hotel/residential/office)	No Encumbrances
Mandaluyong City	Mixed-use (mall/hotel/residential/office)	No Encumbrances
Pasay City	Residential	No Encumbrances
Makati City	Office Building/Residential	No Encumbrances
Pasig City	Residential/Mall/Office Building/Mixed-use (mall/hotel/residential/office)	No Encumbrances
Paranaque City	Residential	No Encumbrances
Malabon City	Mall	No Encumbrances
Las Pinas City	Mall	No Encumbrances
Muntinlupa City	Residential/Warehousing Facility	No Encumbrances
Taguig City	Residential/Office Building	No Encumbrances
San Juan City	Residential/Hotel	No Encumbrances
Luzon		
La Union	Residential	No Encumbrances
Bulacan	Mall	No Encumbrances
Nueva Ecija	Mall	No Encumbrances
Pampanga	Mall	No Encumbrances
Tarlac	Mall/Office Building	No Encumbrances
Batangas	Mall/Residential	No Encumbrances
Cavite	Mall/Residential/Mixed-use (mall/hotel/residential)	No Encumbrances
Laguna	Mall	No Encumbrances

Rizal	Mall/Residential	No Encumbrances
Pangasinan	Mall	No Encumbrances
Palawan	Mixed-use (mall/hotel/residential)	No Encumbrances
Isabela	Mall	No Encumbrances
Ilocos Norte	Mixed-use (mall/office)	No Encumbrances
Camarines Sur	Mall/Office Building	No Encumbrances
Cagayan	Mall	No Encumbrances
Visayas		
Iloilo	Mall/Mixed-use (mall/hotel)	No Encumbrances
Negros Occidental	Mall/Hotel	No Encumbrances
Cebu	Mixed-use (mall/hotel/office/residential/office)	No Encumbrances
Negros Oriental	Mixed-use (mall/hotel)	No Encumbrances
Leyte	Mall/Mixed-use (mall/hotel)	No Encumbrances
Capiz	Mall	No Encumbrances
Antique	Mall	No Encumbrances
Mindanao		
Misamis Oriental	Mall/Residential	No Encumbrances
Davao Del Sur	Mall/Hotel/Office Building	No Encumbrances
South Cotabato	Mall/Residential	No Encumbrances
Agusan Del Norte	Mixed-use (mall/hotel)	No Encumbrances
Davao Del Norte	Mall	No Encumbrances
Lanao Del Norte	Mixed-use (mall/hotel)	No Encumbrances
Bukidnon	Mall	No Encumbrances

The Company owns all the land properties upon which all of its existing commercial centers and offices are located, except for the following: (i) Robinsons Place Iloilo, (ii) Robinsons Cagayan de Oro, (iii) Robinsons Cainta, (iv) Robinsons Pulilan, (v) Robinsons Place Jaro, (vi) Cyber Sigma, and (vii) Robinsons Place Tuguegarao. These seven (7) land properties are leased at prevailing market rates. The leases for the Iloilo and Cagayan de Oro properties are for 50 years each and commenced in October 2001 and December 2002, respectively. The leases for the Cainta, Pulilan, Cyber Sigma, and Tuguegarao properties are for 25 years each and commenced in December 2003, January 2008, August 2014, and January 2018, respectively. Renewal options for Cainta, Pulilan, Cyber Sigma and Tuguegarao are available to the Company, with an Option to Purchase the property and its improvements for Cyber Sigma. The lease for the Jaro, Iloilo property is for 30 years and commenced in March 2015. Operating leases of these land properties were accounted for under PFRS 16 in 2019 and under PAS 17 in 2018 and 2017. Total amortization of ROU assets and total interest expense on lease liabilities amounted to ₱56.26 million and ₱145.56 million, respectively, or a total ₱201.82 million expense in 2019 while total rent expense amounted to ₱245.42 million and ₱48.29 million in calendar years 2018 and 2017, respectively.

For calendar year 2020, the Company has appropriated approximately ₱27.00 billion of its retained earnings for domestic capital expenditures which will be funded through internally generated cash from operations and borrowings. The earmarked amount is for the continuing capital expenditures of the Company for subdivision land, condominium, residential units and other real estate properties for sale, development and expansion of investment properties and property and equipment.

CERTAIN LEGAL PROCEEDINGS

The Issuer is not a party to, and its properties are not the subject of, any material pending legal proceeding that could be expected to have a material adverse effect on the results of the financials and the operations of the Company.

MARKET PRICE OF AND DIVIDENDS ON ROBINSONS LAND'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Capitalization and Ownership

RLC was incorporated on June 4, 1980 as the real estate investment arm of JG Summit, and its shares were offered to the public in an initial public offering and were subsequently listed in the Manila Stock Exchange and Makati Stock Exchange (predecessors of the PSE) on October 16, 1989. The Company had a successful follow-on offering of primary and secondary shares in October 2006 where a total of 932.8 million shares were offered to domestic and international investors, generating USD223 million or ₱0.9 billion in proceeds. Of this amount, approximately ₱5.3 billion was raised from the primary portion, intended to be used to fund its capital expenditure programs for fiscal year 2007. The additional shares were listed on October 4, 2006.

On November 19, 2010, the Board of Directors approved the increase in the authorized capital stock of RLC from 3 billion common shares into 8.2 billion common shares, with a par value of One Peso (₱1.00) per share.

In line with the foregoing, the Board of Directors also approved on February 16, 2011 a 1:2 stock rights offering to stockholders of record as of March 30, 2011 (ex - date March 25, 2011). Accordingly, the Company received subscriptions for 1,364,610,228 shares at an offer price of ₱10 per share on April 11-15, 2011. The subscription receivables were fully collected in October 2011.The SEC approved the increase in capital stock on May 17, 2011.

On November 13, 2017, the Board of the Company approved in principle the stock rights offering ("SRO") of up to ₱20 billion composed of 1.1 billion common shares, with a par value of ₱1.00 per share, to all stockholders as of record date January 31, 2018. The Company used the proceeds from the SRO to finance the acquisition of land located in various parts of the country for all its business segments.

The Company has successfully completed its ₱20 billion SRO of common shares following the close of the offer period on February 8, 2018. A total of 1.1 billion common shares from the SRO were issued at a price of ₱18.20 each. The listing of the shares occurred on February 15, 2018.

Market Information

The Company's common stock is traded in the PSE under the stock symbol "RLC".

Data on the quarterly price movement of its shares for the past three (3) calendar years are set forth below.

	2019			2018			2017		
Quarter	High	Low	Close	High	Low	Close	High	Low	Close
1	24.80	24.25	24.50	20.45	19.50	20.20	23.20	22.75	23.00
2	26.45	25.65	26.35	19.42	18.50	18.50	24.40	23.80	24.25
3	24.90	24.05	24.50	20.30	19.28	20.30	26.15	25.00	25.30
4	28.15	27.20	27.55	20.55	20.40	20.55	21.75	21.30	21.30

As of April 15, 2020, RLC's closing share price was at ₱16.82 per share with a market capitalization of ₱77.49 billion.

Principal Shareholders

JG Summit, RLC's controlling shareholder, owns approximately 60.97% of RLC's outstanding shares as at December 31, 2019.

The following table sets forth the Company's top 20 shareholders and their corresponding number of shares held as of December 31, 2019:

Title of Class	Name of Shareholders	Number of Shares Subscribed	% of Total Outstanding Shares
Common	JG Summit Holdings, Inc.	3,166,806,866	60.97%
Common	PCD Nominee Corp. (Non-Filipino)	1,237,966,568	23.84%
Common	PCD Nominee Corp. (Filipino)	763,398,862	14.70%
Common	John Gokongwei, Jr.	8,124,721	0.16%
Common	Cebu Liberty Lumber	2,203,200	0.04%
Common	James L. Go	2,139,011	0.04%
Common	Elizabeth Y. Gokongwei and/or John Gokongwei, Jr.	988,000	0.02%
Common	Frederick D. Go	986,027	0.02%
Common	Quality Investments & Sec. Corp.	903,000	0.02%
Common	Alberto Mendoza and/or Jeanie Mendoza	532,800	0.01%
Common	Elizabeth Yu Gokongwei	499,500	0.01%
Common	Robina Y. Gokongwei-Pe	360,000	0.01%
Common	Samuel C. Uy	324,000	0.01%
Common	John L. Gokongwei, Jr.	300,000	0.01%
Common	Ong Tiong	204,996	0.00%
Common	Lisa Yu Gokongwei	180,000	0.00%
Common	FEBTC #103-00507	156,240	0.00%
Common	Franciso L. Benedicto	150,000	0.00%
Common	Ching Tiong Keng and/or Cynthia D. Ching	150,000	0.00%
Common	Arthur C. Uy	144,000	0.00%
Common	Others	7,312,874	0.14%
	TOTAL	**5,193,830,685**	**100.00%**

Dividend Policy and Dividends

Effective 2019, the Company adopted a new dividend policy upon the approval of the Board. Under the dividend policy, the Company shall implement an annual cash dividend pay-out ratio of at least twenty (20%) of its recurring net income for the preceding year.

The payment of the Company's dividends depends upon the earnings, cash flow and financial condition of the Company, legal, regulatory and contractual restrictions, loan obligations, and other factors that the Board of Directors may deem relevant.

Dividend History

For calendar year 2019, the Company declared a cash dividend of ₱0.50 per share from unrestricted retained earnings as of December 31, 2018 to all stockholders on record as of June 18, 2019. The cash dividends were paid out on July 12, 2019.

On July 31, 2019, the Board of Directors of the Company approved the declaration of property dividend, of up to one hundred million (100,000,000) common shares of APVI in favor of the registered shareholders (the "Receiving Shareholders") of the Company as of August 15, 2019. The SEC approved the property dividend declaration on November 15, 2019 and the Certificate Authorizing Registration was issued by the Bureau of Internal Revenue on December 6, 2019.

The Receiving Shareholders received a ratio of one (1) share of APVI for every 51.9384 shares of the Company, net of applicable final withholding tax. No fractional shares were issued and no shareholder was entitled to any fractional shares.

For calendar year 2018, the Company declared a cash dividend of ₱0.36 per share from unrestricted Retained Earnings as of December 31, 2017 to all stockholders on record as of April 26, 2018. The cash dividends were paid out on May 23, 2018.

For calendar year 2017, the Company declared a cash dividend of ₱0.36 per share from unrestricted Retained Earnings as of September 30, 2016 to all stockholders on record as of April 3, 2017. The cash dividends were paid out on May 2, 2017.

RLC's unappropriated retained earnings include accumulated equity in undistributed net earnings of subsidiaries amounting to ₱3,252 million and ₱2,223 million as of December 31, 2019 and 2018, respectively. These amounts are not available for dividend declaration until received in the form of dividends.

Furthermore, retained earnings are restricted for payment of dividends to the extent of the amount appropriated for expansion totaling ₱27.00 billion as of December 31, 2019.

Sale of Unregistered or Exempt Securities

Other than the SRO that the Company conducted in 2018, RLC has not sold unregistered or exempt securities, nor has it issued securities constituting an exempt transaction within the past three (3) years.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations and Financial Condition

RLC derives its revenues from real estate and hotel operations. Revenues from real estate operations account for approximately 92% of the Company's total revenues and are derived from the lease of commercial spaces in the Company's various malls, the lease of space in office buildings and industrial facilities, the sale of residential units from the Company's various residential projects and the sale of parcels of land. Approximately 8% of total revenues are derived from hotel operations.

Year ended December 31, 2019 versus same period in 2018

Statements of Comprehensive Income

RLC generated total gross revenues of ₱30.58 billion for calendar year 2019, an increase of 3.5% from ₱29.56 billion total gross revenues for calendar year 2018. EBIT grew 3.3% to ₱12.28 billion while EBITDA posted a 5.5% growth to ₱17.25 billion. Net income stood at ₱8.69 billion, up by 5.7% compared to 2018.

The Commercial Centers Division accounted for ₱13.25 billion of the real estate revenues for the year versus ₱11.94 billion in 2018 or an 11.0% increase. The increase in revenues was brought about by stable same mall rental revenue growth of existing malls, the full-year impact of new malls that opened in 2018, namely Robinsons Place Ormoc, Robinsons Place Pavia, Robinsons Place Tuguegarao and Robinsons Place Valencia, as well as the opening of Robinsons Galleria South and the expansion of Robinsons Magnolia in 2019. Cinema revenues also improved with the opening of new branches. The Division's EBIT and EBITDA grew by 21.8% and 15.1%, respectively.

Revenues of Office Buildings Division grew by 23.8% to ₱5.32 billion from ₱4.29 billion over the same period in 2018. Revenue growth was mainly attributable from a combination of rental escalation and higher renewal rates in existing offices, as well as contribution from the newly completed offices, namely Robinsons Cybergate Magnolia, Luisita 2, and Giga Tower in 2019. The Division's EBIT and EBITDA showed positive variances of 21.5% and 21.2%, respectively.

The Residential Division's realized revenues is at ₱9.13 billion in 2019 versus ₱8.66 billion in 2018, an increase of 5.4%, due to higher level of buyers meeting the equity requirement in recognizing sales based on percentage of construction completion. EBIT and EBITDA increased by 32.8% and 32.3%, respectively.

The Hotels and Resorts Division registered gross revenues of ₱2.43 billion as against 2018's ₱1.98 billion. The 22.7% increase in hotel revenues was due to higher occupancy rates of company-owned brands—Go Hotels and Summit Hotels, and increased system-wide average room rate. Hotels and Resorts Division's EBIT declined by 19.3% due to additional depreciation from the new hotels that were opened in 2019 namely Dusit Thani Mactan Cebu Resort and Summit Greenhills; while the decline in 2018's EBITDA recovered with a 4.3% increase in 2019 at ₱0.70 billion.

The IID Division accounted for ₱0.46 billion revenues, generated from lease of industrial facilities and sale of commercial lots. Developmental revenues of IID registered an 87.4% drop to ₱0.32 billion in 2019 from ₱2.55 billion in 2018 following the partial recognition in 2018 of the gain on sale of land to Shang Robinsons Properties, Inc. Revenues in 2019 mainly came from the gain on sale of land located in Las Pinas to Robinsons DMCI Properties Ventures, Inc., which yielded additional EBIT and EBITDA of ₱0.20 billion. Further gains will be realized from the selling of lots with joint ventures. EBIT and EBITDA for calendar year 2019 stood at ₱0.21 billion and ₱0.24 billion, respectively.

Interest income increased to ₱287.42 million from ₱156.97 million in 2018 due to higher average balance of cash and cash equivalents during the calendar year 2019.

Cost of real estate sales went down by 14.1% to ₱4.24 billion from ₱4.93 billion in 2018 due to recognition of sales from high-margin projects. Cost of rental services increased by 5.7% to ₱5.36 billion from ₱5.07 billion in 2018. The opening of new malls raised the level of depreciation expense of Commercial Centers Division by ₱196.62 million or 5.7%; while completion of new office buildings increased depreciation expense of the Office Buildings Division by ₱118.89 million or 17.1%. Furthermore, cinema expense rose by 5.6% or ₱50.46 million in line with the increase in cinema revenues.

Hotel expenses rose by 34.2% to ₱2.09 billion attributable to the increase in depreciation, salaries and wages, and contracted services, that were incurred prior the start of commercial operations of new and upcoming hotels.

Gain or loss from foreign exchange mainly pertains to foreign currency denominated transactions of the Company's foreign subsidiary. Gain on sale of property and equipment mainly pertains to sale of retired transportation equipment.

As a result of property dividend distribution, the Group lost control over APVI. Loss on deconsolidation amounting to ₱12.28 million resulted from the derecognition of related assets and liabilities of APVI.

Interest expense increased by 25.9% to ₱1.05 billion from ₱0.84 billion in 2018 due to the availment of additional short-term loans and recognition of interest on lease liabilities as a result of the Company's adoption of PFRS 16 in 2019.

Statements of Financial Position

As of December 31, 2019, total assets of the Group stood at ₱189.65 billion, a growth of 8.9% from ₱174.16 billion in 2018.

Cash and cash equivalents increased by 177.6% or ₱4.52 billion due to the proceeds from availment of additional short-term loans, and cash generated from operations; offset by payments of income tax, dividends, loans, and capital expenditures for new and ongoing projects.

Receivables (current and noncurrent-net) increased by 57.7% or ₱2.50 billion to ₱6.82 billion mainly due to increase in receivable from affiliated companies by ₱1.15 billion or 452.7% and recognition of receivable for insurance recoveries arising from a fire incident in Robinsons Place Tacloban in the second half of the calendar year 2019.

Subdivision land, condominium and residential units for sale grew by 14.6% to ₱36.06 billion due to higher level of capital expenditures for new and ongoing projects under the Residential division.

Other current assets decreased by 36.1% to ₱7.50 billion from ₱11.74 billion in 2018 mainly due to decrease in cash under escrow which will mainly be used for the construction of real estate inventories.

Property and equipment increased by 13.4% to ₱8.90 billion due to expansion projects from International Branded Hotels and Summit Hotels & Resorts. Investments in joint venture consist of investments in stocks of joint venture companies intended to acquire, develop, sell and lease real estate properties.

Right-of-use ("ROU") assets totaling ₱1.17 billion was initially recognized in 2019 following the Company's adoption of PFRS 16 as a lessee. The ROU assets represents the right to use the underlying asset during the lease term.

Other noncurrent assets increased by 7.5% to ₱5.13 billion from ₱4.78 billion in 2018 mainly due to higher level of advances to lot owners, suppliers and contractors.

Contract liabilities (current and noncurrent) totaling ₱17.14 billion increased by 12.0% from ₱15.31 billion in 2018 mainly due to increase in reservation sales during the year. Contract liabilities consist of collections from real estate customers which have not reached the equity threshold to qualify for revenue recognition and excess of collections over the goods and services transferred by the Group based on percentage of completion.

Loans payable (current and noncurrent) increased by 15.6% to ₱43.21 billion due to availment of additional long term loans to fund the Group's property constructions and developments.

The increase in deferred tax liabilities - net of 22.0% to ₱4.37 billion is mainly attributed to the tax effect of the prepayment of rent for a 25-year operating lease agreement between the Province of Bulacan and the Company.

Deposits (current and noncurrent) and Other liabilities increased by 9.7% to ₱9.43 billion primarily due to additional deposits from lessees for new malls and offices and the recognition of lease liabilities under PFRS 16 partially offset by the reversal of accrued rent expense under PAS 17 as a result of the adoption of PFRS 16.

Equity attributable to equity of the Company as of December 31, 2019 stood at ₱99.51 billion. It grew by 6.4% from ₱93.51 billion in 2018 due to earnings in 2019 amounting to ₱8.69 billion plus the transition adjustments on the initial adoption of PFRS 16, tempered by the payment of cash and property dividends of ₱2.60 billion and ₱0.64 billion, respectively.

Key Performance Indicators

A summary of RLC's key performance indicators for the calendar year follows:

	2019	2018
Gross revenues	₱30.58 billion	₱29.56 billion
EBIT	₱12.28 billion	₱11.89 billion
EBITDA	₱17.25 billion	₱16.35 billion
Net income	₱8.69 billion	₱8.22 billion
Earnings per share	₱1.67	₱1.62
Net book value per share	₱19.16	₱18.00
Current ratio	1.37:1	1.65:1
Debt-to-equity ratio	0.44:1	0.40:1
Interest coverage ratio	6.98:1	6.72:1
Asset to equity ratio	1.90:1	1.85:1
Operating margin ratio	0.40:1	0.40:1

Capital additions and additions to subdivision land, condominium and residential units for sale for the calendar year ended December 31, 2019 amounted to ₱20.19 billion, funding of which was sourced from proceeds from borrowings and internally-generated funds.

Year ended December 31, 2018 versus same period in 2017

Statements of Comprehensive Income

RLC generated total gross revenues of ₱29.56 billion for calendar year 2018, an increase of 31.3% from ₱22.52 billion total gross revenues for calendar year 2017. EBIT grew 38.9% to ₱11.89 billion while EBITDA posted a 31.0% growth to ₱16.35 billion. Net income stood at ₱8.22 billion, up by 39.8% compared in 2017.

The Commercial Centers Division accounted for ₱11.94 billion of the real estate revenues for the year 2018 versus ₱10.79 billion in 2017 or a 10.7% increase. The increase in rental revenues was brought about by the full year impact of new malls that opened during the second half of 2017, as well as the opening of four (4) new malls in Ormoc, Iloilo, Tuguegarao and Bukidnon. Robinsons Galleria in Ortigas also contributed to the rental growth as tenants' occupancy and sales had started to pick up since the completion of its redevelopment. Cinema revenues also improved with the opening of new branches. The Division's EBIT and EBITDA grew by 6.2% and 8.9%, respectively.

Revenues of Office Buildings Division grew by 31.4% to ₱4.29 billion from ₱3.27 billion over the same period in 2017. Revenue growth was mainly attributable to rental escalations and high renewal rates, as well as contribution from the offices completed in 2017 namely Cyber Sigma, Cybergate Delta, Cybergate Naga and Robinsons Luisita office and offices completed in 2018 namely Exxa Tower, Zeta Tower and Cyberscape Gamma. The Division's EBIT and EBITDA showed positive variances of 33.3% and 28.3%, respectively.

The Residential Division realized revenues is at ₱8.66 billion in 2018 versus ₱6.55 billion in 2017, an increase of 32.2%, due to higher level of buyers meeting the equity requirement in recognizing sales based on percentage of construction completion and sale of parcels of land. EBIT and EBITDA increased by 21.8% and 22.1%, respectively.

The Hotels and Resorts Division registered gross revenues of ₱1.98 billion as against 2017's ₱1.89 billion. The 4.7% increase in hotel revenues principally came from the new hotels namely Summit Galleria Cebu, Summit Hotel Tacloban and Go Hotels Iligan. Hotels and Resorts Division EBIT and EBITDA declined by 21.6% and 6.9%, respectively, as the division continues to redevelop some of the existing hotels and incurrence of a much accelerated pre-operating expenses on hotels to be opened in 2019 as well as higher overhead expense in the Head Office.

The IID Division accounted for ₱2.68 billion revenues, with 95% attributed to the sale of the commercial lots and the remainder 5% is the revenue generated from lease of industrial facilities. Further gains will be realized from the selling of lots with joint ventures. EBIT and EBITDA for calendar year 2018 stood at ₱2.05 billion and ₱2.07 billion, respectively.

Interest income increased to ₱157.0 million from ₱36.8 million in 2017 due to higher average balance of cash and cash equivalents during the calendar year 2018.

Real estate costs went up by 30.6% to ₱12.11 billion from ₱9.28 billion in 2017. The higher level of realized sales of residential units and sale of parcels of land brought cost of real estate sales to increase by ₱1.79 billion or 56.9%. The opening of new malls raised the level of depreciation expense of Commercial Centers Division by ₱380.2 million or 12.5%; while completion of new office buildings increased depreciation expense of the Office Buildings Division by ₱64.2 million or 10.2%. Furthermore, cinema expense rose by 10.4% or ₱85.2 million in line with the increase in cinema revenues.

Hotel expenses rose by 15.3% to ₱1.56 billion due substantially to higher level of property and maintenance cost, depreciation, salaries and wages, contracted services, which were all due to higher level of operations brought about by higher room revenues and pre-operating expenses on hotels to be opened in 2019.

General and administrative expenses went up by 20.1% to ₱4.00 billion due to higher commission, rent, advertising and promotions and salaries, among others.
Gain or loss from foreign exchange mainly pertains to foreign currency denominated transactions of the Company's foreign subsidiary.

Statements of Financial Position

As of December 31, 2018, total assets of the Group stood at ₱174.16 billion, a growth of 17.6% from ₱148.13 billion in 2017.

Cash and cash equivalents increased by 22.6% or ₱0.47 billion due to the proceeds from the SRO, cash generated from operations; offset by payments of dividends, loans, and capital expenditures for new and ongoing projects.

Receivables (current and noncurrent-net) decreased by 53.7% or ₱5.01 billion to ₱4.33 billion due to reclassification to 'Contract assets' account amounting to ₱10.76 billion in 2018.

Subdivision land, condominium and residential units for sale grew by 9.0% to ₱31.46 billion due to higher level of capital expenditures for new and ongoing projects under the Residential division.

Contract assets (current and noncurrent) totaling ₱10.76 billion refer to the right to consideration in exchange for goods or services transferred to the customers. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. This is reclassified as installment contract receivables when the monthly amortization is already due for collection. The movement in contract asset is mainly due to new real estate sales contract recognized during the period, increase in percentage of completion, less reclassification of installment contract receivable.

Other current assets went up by 176.3% to ₱11.74 billion from ₱4.25 billion in 2017 mainly due to increase in cash under escrow which will mainly be used for the construction of real estate inventories.

Investment properties and Property and equipment increased by 7.8% to ₱99.32 billion and 17.2% to ₱7.84 billion, respectively. Increase in Investment properties is due to reclassification of land from 'Subdivision land, Condominium and Residential units for Sale' account and costs incurred for the construction of new malls and office developments. On the other hand, the increase in Property and equipment is due to expansion projects from all three (3) hotel segments namely Go Hotels, Summit Hotels, and International. Investments in joint venture consist of investments in stocks of joint venture companies intended to acquire, develop, sell and lease real estate properties.

Contract liabilities (current and noncurrent) totaling ₱15.31 billion consist of collections from real estate customers which have not reached the equity threshold to qualify for revenue recognition and excess of collections over the goods and services transferred by the Group based on percentage of completion. The movement in the 'Contract liability' account is mainly due to reservation sales and advance payment of buyers less real estate sales recognized upon reaching the equity threshold from increase in percentage of completion.

Loans payable (current and noncurrent) decreased by 27.2% to ₱37.39 billion due to settlement of a significant portion of short-term borrowings.

The increase in deferred tax liabilities - net of 25.0% to ₱3.58 billion is mainly attributed to excess of real estate revenues based on percentage-of-completion over real estate revenues based on collections.

Deposits (current and noncurrent) and Other liabilities went down by 29.0% to ₱8.60 billion primarily due to reclassification of deposits from real estate buyers to contract liabilities beginning 2018.

Equity attributable to equity of the parent Company as of December 31, 2018 stood at ₱93.51 billion, up by 39.4% from ₱67.09 billion in 2017 due to successful SRO during the year, current earnings of ₱8.22 billion, net of payment of dividends of ₱1.87 billion.

Key Performance Indicators

A summary of RLC's key performance indicators for the calendar year follows:

	2018	2017
Gross revenues	₱29.56 billion	₱22.52 billion
EBIT	₱11.89 billion	₱8.56 billion
EBITDA	₱16.35 billion	₱12.48 billion
Net income	₱8.22 billion	₱5.88 billion
Earnings per share	₱1.62	₱1.44
Net book value per share	₱18.00	₱16.39
Current ratio	1.65:1	1.20:1
Debt-to-equity ratio	0.40:1	0.77:1
Interest coverage ratio	6.72:1	4.72:1
Asset to equity ratio	1.85:1	2.20:1
Operating margin ratio	0.40:1	0.38:1

Capital additions and additions to subdivision land, condominium and residential units for sale for the calendar year ended December 31, 2018 amounted to ₱19.31 billion, funding of which was sourced from proceeds from borrowings and internally-generated funds.

Year ended December 31, 2017 versus same period in 2016

Statements of Comprehensive Income

RLC generated total gross revenues of ₱22.52 billion for calendar year 2017, a slight decrease of 1.3% from ₱22.81 billion total gross revenues for calendar year 2016. EBIT grew 3.5% to ₱8.56 billion, while EBITDA posted a 3.6% growth to ₱12.48 billion in 2018. Net income stood at ₱5.88 billion, up by 2.2% compared in 2016.

The Commercial Centers Division accounted for ₱10.79 billion of the real estate revenues for the year versus ₱10.14 billion in 2016 or a 6.4% increase. Rental revenues increased due to opening of new malls in Iligan, Naga and North Tacloban and expansion of Robinsons Place Antique and Robinsons Butuan in 2017. Also, the full year impact of Robinsons Place General Trias, Robinsons Place Tagum, Robinsons Place Jaro and the expansion of Robinsons Ilocos Norte in 2016, contributed to the growth, despite renovation of Robinsons Galleria, one of the Company's largest revenue contributors. Cinema revenues increased due to more blockbuster films released in 2017 than in 2016 and the operation of new cinemas in new malls. The

Commercial Centers Division's EBIT and EBITDA grew by 3.3% and 3.4% in 2017, respectively.

Revenues of Office Buildings Division grew by 8.8% to ₱3.27 billion in 2017 from ₱3.00 billion in 2016. Revenue growth was mainly attributable to sustained occupancy rates, and escalation of rents in existing offices and contribution from the new offices, namely, Cyber Sigma, Galleria Cebu Office, Robinsons Lusitia Office and Cybergate Delta. The Office Buildings Division's EBIT and EBITDA showed positive variances of 10.3% and 7.9% in 2017, respectively.

The Residential Division realized revenues is at ₱6.57 billion in 2017 versus ₱7.86 billion in 2016, a decrease of 16.5%, due to lower level of buyers meeting the equity requirement in recognizing sales based on percentage of construction completion. Both EBIT and EBITDA decreased by 5.4% and 3.8% in 2017, respectively.

The Hotels and Resorts Division, a major contributor to the Company's recurring revenues, registered gross revenues of ₱1.89 billion in 2017 as against ₱1.81 billion in 2016. The 4.8% increase in hotel revenues principally came from the new hotels Go Hotels Davao and Summit Galleria Cebu. The hotel average occupancy rate is 66% in 2017. Hotels and Resorts Division's EBIT and EBITDA grew by 9.0% and 7.5% in 2017, respectively.

Interest income increased to ₱36.8 million from ₱19.3 million in 2016 due to higher average balance of cash and cash equivalents during the calendar year 2017.

Real estate costs went down by 4.5% to ₱9.28 billion in 2017 from ₱9.72 billion in 2016. The lower level of realized sales of residential units brought cost of real estate sales to decrease by ₱1.01 billion or 24.3%. Furthermore, cinema expense rose by 9.3% or ₱69.6 million in 2017 as a result of the increase in cinema revenues.

Gain from insurance is lower by 86% to ₱28.4 million in 2017 from ₱208.7 million in 2016, which basically included insurance proceeds from Typhoon Yolanda. Finance charge amounting to ₱147.0 million in 2016 pertain to pre-termination of loans. Gain or loss from foreign exchange mainly pertains to foreign currency denominated transactions of RLC's foreign subsidiary.

Statements of Financial Position

Asset and liability balances as of December 31, 2017 were as reported in 2017 and not the reclassified accounts as a result of adoption of PFRS 15 in 2018. Total assets of the Group stood at ₱148.13 billion in 2017, a growth of 19.0% from ₱124.43 billion in 2016.

Investment properties and Property and equipment increased by 27.9% to ₱94.38 billion and 25.2% to ₱6.69 billion in 2017, respectively. Increase in Investment properties is due to acquisition of several land properties both for residential and commercial development. Moreover, the completion of construction of Robinsons malls in Naga, Iligan, Tagum, North Tacloban, redevelopment of Robinsons Galleria, expansion of malls in Antique and Butuan and installation of Solar Power facility in various malls, as well as the on-going construction of Robinsons malls in San Pedro, Bridgetowne, Pavia-Iloilo, Tuguegarao, Ormoc and Cabanatuan, and ongoing expansion of Starmills-Pampanga and Magnolia malls contributed to the increase in Investment properties. On the other hand, the increase in Property and equipment is due to expansion projects from all three (3) hotel segments namely Go Hotels, Summit Hotels, and International.

Accounts payable and accrued expenses went up by 48.6% to ₱13.88 billion in 2017 due to higher level of operating expenses in 2017.

Loans payable (current and noncurrent) increased by 30.4% to ₱51.35 billion in 2017 due to availment of additional long term loans to fund the Company's property constructions and developments.

Deposits (current and noncurrent) and Other liabilities went up by 29.9% to ₱12.11 billion in 2017 primarily due to the payable to JG Summit for the purchase of an investment property.

Equity attributable to equity of the parent Company as of December 31, 2017 stood at ₱67.09 billion, up by 7.2% from ₱62.58 billion in 2016 due to the earnings in 2017 of ₱5.88 billion net of payment of dividends of ₱1.47 billion.

Key Performance Indicators

A summary of RLC's key performance indicators for the calendar year follows:

	2017	2016
Gross revenues	₱22.52 billion	₱22.81 billion
EBIT	₱8.56 billion	₱8.27 billion
EBITDA	₱12.48 billion	₱12.05 billion
Net income	₱5.88 billion	₱5.76 billion
Earnings per share	₱1.44	₱1.41
Net book value per share	₱16.39	₱15.29
Current ratio	1.20:1	1.34:1
Debt-to-equity ratio	0.77:1	0.63:1
Interest coverage ratio	4.72:1	5.66:1
Asset to equity ratio	2.20:1	1.98:1
Operating margin ratio	0.38:1	0.36:1

Capital additions and additions to subdivision land, condominium and residential units for sale for the calendar year ended December 31, 2017 amounted to ₱28.86 billion, funding of which was sourced from proceeds from borrowings and internally-generated funds.

Other Disclosures

There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material effect on revenues or income from continuing operations.

The Company currently derives substantially all of its revenues and income from its property investment and development businesses in the Philippines. Their performance and profitability are anchored on the strength of the Philippine economy that is largely driven by private consumption, remittances from OFWs, growth of the IT-BPM sector, flourishing tourism industry, and a low interest rate environment.

There are (i) no significant elements of income or loss that did not arise from the registrant's continuing operations, (ii) no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entries or other persons created during the reporting period, or (iii) no event that may trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

Except for income generated from retail leasing, there are no seasonal aspects that have a material effect on RLC's financial conditions or results of operations, there are no seasonal aspects that had a material effect on the financial condition or results of operations.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There are no disagreements with the external auditors of the Issuer on accounting and financial disclosures.

Audit and Audit-Related Fees

The table below sets forth the aggregate fees billed to RLC and its subsidiaries for each of the last three (3) years for professional services rendered by SGV & Co. and Punongbayan & Araullo:

Particulars	2019	2018	2017
Audit and audit-related fees			
Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	₱7,291,240	₱6,529,981	₱4,106,781
All other fees	1,705, 000	910,300	227,845
TOTAL	**₱8,996,240**	**₱7,440,281**	**₱4,334,626**

No other service was provided by external auditors to the Company for the calendar years 2019, 2018 and 2017.

Audit Committee's approval policies and procedures for the services rendered by the external auditors

The Revised Corporate Governance Manual of RLC provides that the audit committee shall, among others:

1. Perform oversight functions over the Company's internal and external auditors. It should ensure that the internal and external auditors are given reasonable access to all material records, properties and personnel to enable them to perform their respective audit functions.

2. Prior to the commencement of the audit, discuss with the external auditor the nature, scope, and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts.

3. Review the reports submitted by the internal and external auditors.

4. Evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the corporation's overall consultancy expenses. The Audit Committee shall disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. If the non-audit work is allowed, this should be disclosed in the Company's annual report.

FUTURE CHANGES IN ACCOUNTING POLICIES

The Company will adopt these standards and interpretations when these become effective. Except as otherwise indicated, the Company does not expect the adoption of these new standards and interpretations to have significant impact on its consolidated financial statements.

Effective beginning on or after January 1, 2020

Amendments to PFRS 3, *Definition of a Business*

The amendments to PFRS 3 clarify the minimum requirements to be a business, remove the assessment of a market participant's ability to replace missing elements, and narrow the definition of outputs. The amendments also add guidance to assess whether an acquired process is substantive and add illustrative examples. An optional fair value concentration test is introduced which permits a simplified assessment of whether an acquired set of activities and assets is not a business.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted. These amendments will apply on future business combinations of the Company.

Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

The amendments refine the definition of material in PAS 1 and align the definitions used across PFRSs and other pronouncements. They are intended to improve the understanding of the existing requirements rather than to significantly impact an entity's materiality judgments.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

Effective beginning on or after January 1, 2021

PFRS 17, *Insurance Contracts*

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

(i) A specific adaptation for contracts with direct participation features (the variable fee approach); and

(ii) A simplified approach (the premium allocation approach) mainly for short-duration contracts.

PFRS 17 is effective for reporting periods beginning on or after January 1, 2021, with comparative figures required. Early application is permitted. The new standard is not applicable to the Company since none of the entities within the Company have activities that are predominantly connected with insurance or issue insurance contracts.

Deferred Effectivity

Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board ("IASB") completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Deferment of Implementation of IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (IAS 23, *Borrowing Cost*) for the Real Estate Industry

In March 2019, IFRIC published an Agenda Decision on whether borrowing costs can be capitalized on real estate inventories that are under construction and for which the related revenue is/will be recognized over time under par. 35(c) of IFRS 15. IFRIC concluded that borrowing costs cannot be capitalized for such real estate inventories as they do not meet the definition of a qualifying asset under IAS 23 considering that these inventories are ready for their intended sale in their current condition.

The IFRIC agenda decision would change the Company's current practice of capitalizing borrowing costs on real estate projects with pre-selling activities.

On February 11, 2020, the Philippine SEC issued Memorandum Circular No. 4, Series of 2020, which provided relief to the Real Estate Industry by deferring the mandatory implementation of the above IFRIC Agenda Decision until December 31, 2020. Effective January 1, 2021, the Real Estate Industry will adopt the IFRIC agenda decision and any subsequent amendments thereto retrospectively or as the SEC will later prescribe. A real estate company may opt not to avail of the deferral and instead comply in full with the requirements of the IFRIC agenda decision.

For real estate companies that avail of the deferral, the SEC requires disclosure in the Notes to the Financial Statements of the accounting policies applied, a discussion of the deferral of the subject implementation issues, and a qualitative discussion of the impact in the financial statements had the IFRIC agenda decision been adopted.

The Company opted to avail of the relief as provided by the SEC. Had the Company adopted the IFRIC agenda decision, borrowing costs capitalized to real estate inventories related to projects with pre-selling activities should have been expensed out in the period incurred.

This adjustment should have been applied retrospectively and would have resulted to restatement of prior year financial statements. A restatement would have impacted interest expense, cost of sales, provision for deferred income tax and related deferred tax liability, real estate inventories, and opening balance of retained earnings.

DIRECTORS, EXECUTIVE OFFICERS AND KEY PERSONS

Board of Directors and Executive Officers

The overall management and supervision of the Company is undertaken by the Board of Directors. The Company's executive officers and management team cooperate with the Board of Directors by preparing appropriate information and documents concerning business operations, financial condition and results of operations of the Company for its review. Currently, the Board of Directors of the Company consists of ten (10) members, of which four (4) are independent directors.

The table below sets forth Board of Directors and Executive Officers of the Company as of December 31, 2019.

Board of Directors

Name	Age	Position	Citizenship
James L. Go	80	Director, Chairman Emeritus	Filipino
Lance Y. Gokongwei	53	Director, Chairman	Filipino
Frederick D. Go	50	Director, President and Chief Executive Officer	Filipino
Patrick Henry C. Go	49	Director	Filipino
Johnson Robert G. Go, Jr.	55	Director	Filipino
Robina Y. Gokongwei-Pe	58	Director	Filipino
Artemio V. Panganiban	83	Independent Director	Filipino
Roberto F. de Ocampo	73	Independent Director	Filipino
Emmanuel C. Rojas, Jr.	84	Independent Director	Filipino
Omar Byron T. Mier	73	Independent Director	Filipino

Executive Officers

Name	Age	Position	Citizenship
Frederick D. Go	50	President and Chief Executive Officer	Filipino
Kerwin Max S. Tan	50	Chief Financial Officer	Filipino
Faraday D. Go	44	Executive Vice President	Filipino
Henry L. Yap	57	Senior Vice President and Business Unit General Manager	Filipino
Arlene G. Magtibay	57	Senior Vice President and Business Unit General Manager	Filipino
Arthur Gerrard D. Gindap	58	Senior Vice President and Business Unit General Manager	Filipino
Ma. Socorro Isabelle V. Aragon-Gobio	47	Senior Vice President and Business Unit General Manager	Filipino
Jericho P. Go	48	Senior Vice President and Business Unit General Manager	Filipino
Bach Johann M. Sebastian	58	Senior Vice President and Chief Strategist	Filipino
Corazon L. Ang Ley	53	Business Unit General Manager	Filipino
Anna Katrina C. De Leon	34	Vice President - Group Controller	Filipino
Joanna N. Laiz	49	Vice President	Filipino
Ernesto B. Aquino	52	Vice President	Filipino

Emmanuel G. Arce	61	Vice President	Filipino
Constantino C. Felipe	57	Vice President	Filipino
Catalina M. Sanchez	40	Vice President	Filipino
Jonathan P. Balboa	45	Vice President	Filipino
Sylvia B. Hernandez	56	Vice President -Treasurer	Filipino
Rosalinda F. Rivera	49	Corporate Secretary	Filipino
Arlene S. Denzon	52	Compliance Officer	Filipino

The above directors and officers have served their respective offices since May 29, 2019. The independent directors of the Company are Roberto F. de Ocampo, Emmanuel C. Rojas Jr., Retired Chief Justice Artemio V. Panganiban, and Omar Byron T. Mier.

A brief description of the directors and executive officers' business experience and other directorships held in other reporting companies are provided as follows:

James L. Go, 80, is the Chairman Emeritus and member of the Board of Directors of RLC. He is the Chairman of JG Summit Holdings, Inc. and Cebu Air, Inc. He is also the Chairman and Chief Executive Officer of Oriental Petroleum and Minerals Corporation. He is the Chairman Emeritus of Universal Robina Corporation, JG Summit Petrochemical Corporation, and JG Summit Olefins Corporation. He is the Vice Chairman of Robinsons Retail Holdings, Inc. and a director of Marina Center Holdings Private Limited, United Industrial Corporation Limited and Hotel Marina City Private Limited. He is also the President and Trustee of the Gokongwei Brothers Foundation, Inc. He has been a director of the Philippine Long Distance Telephone Company (PLDT) since November 3, 2011. He is a member of the Technology Strategy Committee and Advisor of the Audit Committee of the Board of Directors of PLDT. He was elected a director of Manila Electric Company on December 16, 2013. Mr. Go received his Bachelor of Science Degree and Master of Science Degree in Chemical Engineering from Massachusetts Institute of Technology, USA.

Lance Y. Gokongwei, 53, is the Chairman of RLC. He is the President and Chief Executive Officer of JG Summit Holdings, Inc. and Cebu Air, Inc. He is the Chairman of Universal Robina Corporation, Robinsons Retail Holdings, Inc., JG Summit Petrochemical Corporation, JG Summit Olefins Corporation and Robinsons Bank Corporation. He is a director and Vice Chairman of Manila Electric Company and a director Oriental Petroleum and Minerals Corporation, and United Industrial Corporation Limited. He is a member of the Board of Global Reporting Initiative. He is also a trustee and Chairman of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania.

Frederick D. Go, 50, is the President and Chief Executive Officer of RLC. He is the Chairman and President of Altus Property Ventures, Inc. and the President of Robinsons Recreation Corporation. He is the Group General Manager of Shanghai Ding Feng Real Estate Development Company Limited, Xiamen Pacific Estate Investment Company Limited, Chengdu Ding Feng Real Estate Development Company Limited, Taicang Ding Feng Real Estate Development Company Limited, Taicang Ding Sheng Real Estate Development Company Limited, Chongqing Robinsons Land Real Estate Company Limited, and Chongqing Ding Hong Real Estate Development Company Limited. He is the Chairman of Luzon International Premier Airport Development Corporation. He is the Vice Chairman of the Board of Directors of Robinsons Bank Corporation and also serves as the Vice Chairman of the Executive Committee of the said bank. He also serves as a director of Cebu Air, Inc., Manila Electric Company, JG Summit Petrochemical Corporation, JG Summit Olefins Corporation, and Cebu Light Industrial Park. He is the Vice Chairman of the Philippine Retailers Association. He received a Bachelor of Science degree in Management Engineering from the Ateneo de Manila University.

Patrick Henry C. Go, 49, was elected as a director of RLC on January 17, 2000. He is also Executive Vice President of URC. He is the President and Chief Executive Officer of JG Summit Petrochemical Corporation, JG Summit Olefins Corporation. He is also a director of JG Summit Holdings, Inc., Robinsons Land Corporation, Robinsons Bank Corporation, Global Power Business Corporation and Meralco Powergen Corporation. He is a trustee and treasurer of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Management from the Ateneo de Manila University and attended the General Management Program at Harvard Business School. Mr. Patrick Henry C. Go is a nephew of Mr. John L. Gokongwei, Jr.

Johnson Robert G. Go, Jr., 55, was elected as a director of RLC on May 29, 2005. He is currently a director of JG Summit Holdings, Inc., Universal Robina Corporation, Robinsons Bank Corporation and A. Soriano Corporation. He is also a trustee of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Arts degree in Interdisciplinary Studies (Liberal Arts) from the Ateneo de Manila University. He is a nephew of Mr. John L. Gokongwei, Jr.

Robina Gokongwei-Pe, 58, was elected as a director of RLC on May 5, 2005. She is the President and CEO of Robinsons Retail Holdings, Inc. (RRHI). Operating a diverse portfolio of brands, RRHI is one of the largest multi-format retailers in the country and is included in the Philippine Stock Exchange main index. Ms. Pe is also a Director of JG Summit Holdings, Inc., Robinsons Land Corporation, Cebu Air, Inc., and Robinsons Bank Corporation. She is a Trustee of the Gokongwei Brothers Foundation Inc. and the Immaculate Conception Academy Scholarship Fund. She is also a member of the Xavier School Board of Trustees. She was formerly a member of the University of the Philippines Centennial Commission and a trustee of the Ramon Magsaysay Awards Foundation. She attended UP Diliman for three (3) years then obtained a Bachelors of Arts degree from New York University. Ms. Pe has two (2) children, namely, Justin, 24 and Joan, 13. She is married to Perry Pe, a lawyer.

Artemio V. Panganiban, 83, was elected as an independent director of RLC on May 14, 2008. He is concurrently an adviser, consultant and/or independent director of several business, civic, non-government and religious groups. He also writes a regular column in the Philippine Daily Inquirer. He is a retired Chief Justice of the Philippines and was concurrently Chairperson of the Presidential Electoral Tribunal, the Judicial and Bar Council and the Philippine Judicial Academy. Prior to becoming Chief Justice, he was Justice of the Supreme Court of the Philippines (1995-2005), Chairperson of the Third Division of the Supreme Court (2004-2005), Chairperson of the House of Representatives Electoral Tribunal (2004-2005), Consultant of the Judicial and Bar Council (2004-2005) and Chairperson of eight (8) Supreme Court Committees (1998-2005). He authored thirteen (13) books. Retired Chief Justice Panganiban obtained his Bachelor of Laws degree, cum laude, from the Far Eastern University and placed 6th in the 1960 bar examination. He was conferred the title Doctor of Laws (Honoris Causa) by the University of Iloilo in 1997, the Far Eastern University in 2002, the University of Cebu in 2006, the Angeles University in 2006, and the Bulacan State University in 2006.

Roberto F. de Ocampo, 73, was elected as an independent director of RLC on May 28, 2003. He was the former President of the Asian Institute of Management (AIM), one of Asia's leading international business management graduate schools based in the Philippines. He is among others, currently the Chairman of the Philippine Veterans Bank, and is Chairman of the Board of Advisors of the RFO Center for Public Finance and Regional Economic Cooperation (an ADB Regional Knowledge Hub), and Chairman, Board of Advisors of the AIM Conference Center. He served as Secretary of Finance of the Republic of the Philippines from 1994-1998 during the presidency of Fidel V. Ramos and was named Finance Minister of the year in 1995, 1996, and 1997. He was previously Chairman and Chief Executive Officer of the Development Bank of the Philippines during the presidency of Cory Aquino. Dr. de Ocampo graduated from

De La Salle College and Ateneo University in Manila, received an MBA from the University of Michigan, holds a post-graduate diploma from the London School of Economics, and has four (4) doctorate degrees (Honoris Causa) by the De La Salle University in Business Administration, by the University of Angeles City in Public Administration, by the Philippine Women's University in Laws, and by the San Beda College in Humane Letters. Dr. de Ocampo was a member of the Board Governors of the World Bank, IMF, and ADB and was Chairman of the APEC and ASEAN Finance Ministers in 1997-98. He was awarded by Queen Elizabeth the Order of the British Empire (OBE) and by France as a Chevalier (Knight) of the Legion d'Honneur. He is the recipient of many international awards including Honorary Officer of the Most Excellent Order of the British Empire, Finance Minister of the Year, Philippine Legion of Honor, ADFIAP Man of the Year, Chevalier of the Legion of Honor of France, Ten Outstanding Young Men Award, several Who's Who Awards and the 2006 Asian HRD Award for Outstanding Contribution to Society. He is also a member /Advisory Board Member of a number of important global institutions including The Conference Board, the Trilateral Commission, the BOAO Forum for Asia and the Emerging Markets Forum.

Emmanuel C. Rojas, Jr., 84, was elected as a director of RLC on September 28, 2005 and is presently an independent director of the Company. He had been a Consultant and Corporate Secretary of RLC until May 27, 2003. Mr. Rojas is presently an independent director of Unicon Insurance Brokers Corporation. Mr. Rojas previously served as Independent Director of Robinsons Bank and Legaspi Savings Bank for about one year in 2013. He was also a Consultant and Corporate Secretary of JG Summit Holdings, Inc., Universal Robina Corporation, and CFC Corporation. Mr. Rojas retired from his position as First Vice President for Tax Administration under the compulsory retirement policy of the Company upon reaching the age of 60. He also served in various other head positions in administration, audit, controllership and treasurership for the various companies in the Group. A Certified Public Accountant, Mr. Rojas practiced with Fleming and Williamson and SGV & Co. before joining the Group in 1962. He was with IBM Philippines prior to becoming a CPA.

Omar Byron T. Mier, 73, was appointed as an Independent Director of RLC on August 13, 2015. He is also a Director of Robinsons Bank Corporation and Legaspi Savings Bank. He is also a director of Paymaya since 2016 and Chairman of the Board and Audit Committee and a director of RCBC Leasing Corp. and a member of the Audit Compliance Committees since 2018. Prior to joining RLC, he was the President and CEO of Philippine National Bank from 2005-2010 then from 2012 to 2014. He also worked at Deutsche Bank Manila as Deputy General Manager and Head of the Corporate Banking Group. He also worked for Citibank Manila in various positions such as Head of the Multinational Corporations Group, Head of the Local Corporate Group, Head of the Risk Management Group, Headed the Remedial Management Group, and Senior Credit Officer. He was also a Senior Credit Officer at Citibank Malaysia (for both Kuala Lumpur and Penang branch). He is a lecturer for credit and corporate finance at the Citibank Training Center in Singapore, and Guest Risk Asset and Credit Reviewer for various branches in Malaysia, South Korea, Indonesia, Thailand, and Hongkong. He obtained his degrees in Bachelor of Science in Business Administration, Major in Accounting, Bachelor of Arts in Economics. He is a Certified Public Accountant.

Faraday D. Go, 44, was appointed as Executive Vice President and Business Unit General Manager of Robinsons Land Corporation's Office Buildings Division effective June 1, 2018. Prior to joining RLC, he was Vice President of the Retail Management and Corporate Sales Division of Digitel Mobile Philippines, Inc. He has over fifteen years' experience in the following businesses: Apo Cement, JG Summit Petrochemical Corporation and Digitel Mobile Philippines, Inc. He received a Bachelor of Science degree in Management (Minor in Finance) from the Ateneo de Manila University in 1998. Mr. Faraday D. Go is a nephew of Mr. John L. Gokongwei, Jr.

Kerwin Max S. Tan, 50, is the Chief Financial Officer of RLC effective March 1, 2016. Previously, he was appointed as the Vice President - Treasurer of RLC on October 2014 and Vice President and Deputy Treasurer of RLC on January 2014. Before this assignment, he was the Vice President for Operations of Robinsons Luxuria, Robinsons Residences and Robinsons Communities effective March 1, 2007. Prior to working in RLC, he worked in various divisions of Citibank N.A. for nine (9) years. His last position at Citibank N.A. was Assistant Vice President and Head of Cash Management Operations. He received a degree in Bachelor of Science in Industrial Engineering from the University of the Philippines, Diliman.

***Henry L. Yap**,* 57, is the Senior Vice President and Business Unit General Manager of Robinsons Land Corporation's Residential Division; President and CEO, Board of Director of RHK Land Corporation; Board of Director of RLC DMCI Property Ventures, Inc.; Board of Director of Robinsons Properties Marketing and Management Corporation and Vice President & Board of Director of Shang Robinsons Properties, Inc. Prior to assuming this post, he served the group/company as the Country Business Unit General Manager of Ding Feng Real Estate Companies (China), Business Unit General Manager of the Office Buildings Division, Vice President of RLC's Property Planning and Design Department and member of the Investors Relations Team. Before joining RLC, he headed the Property Planning and Design Group of Fort Bonifacio Development Corporation and sat on the Boards of seven (7) subsidiaries, affiliates and foundation of FBDC. He worked as Manager for Metro Manila Camps of the Bases Conversion and Development Authority where he was involved in the planning, design, privatization and implementation of the Bonifacio Global City, among others. He also lent his expertise to Government by serving as the head of the National Committee on Architecture and the Allied Arts and member of the Sub-Commission on the Arts of the National Commission for Culture and the Art. He also taught at the University of the Philippines where he was Senior Lecturer at the School of Urban and Regional Planning and at the College of Architecture. He holds a Master's of Science in Urban Planning in Developing Countries from the University of Wales College of Cardiff (UK), Bachelor of Science in Architecture, cum laude, and earned units for his Ph.D. in Urban and Regional Planning, both from UP. Henry Yap is Philippine-licensed Architect and Environmental Planner."

Arlene G. Magtibay, 57, is the Senior Vice President and Business Unit General Manager of the Commercial Centers Division of Robinsons Land Corporation. She has 30 years' experience in the planning, development and management of shopping centers. Prior to joining the Company, she was a Director and Senior Vice President at Landco Pacific Corporation where she held the position of SBU Head for Shopping Centers and CBDs. She earned her Bachelor of Science degree in Business Economics, cum laude, from the University of the Philippines, and obtained her Master's in Business Management, with distinction, from the Asian Institute of Management.

Arthur Gerrard D. Gindap, 58, is the Senior Vice President and Business Unit General Manager of Robinsons Hotels & Resorts. Prior to joining RLC in 2018, he was Regional Vice President, Philippines & Thailand, and Vice President, Global Operations & Customer Service for The Ascott Ltd. For the period 1989 to 2004, he held various senior and general management positions with Mandarin Oriental Hotels, Shangri-La Hotels, Swiss-Belhotel International and The Mulia Group. He received a Hotel & Restaurant Diploma from Sheridan College in Brampton, Ontario, Canada in 1980.

Ma. Soccorro Isabelle V. Aragon-Gobio, 47, was appointed as Senior Vice President and Business Unit General Manager of Industrial and Integrated Developments Division effective October 1, 2016. She has been with RLC for 25 years and is concurrently director of Manhattan Building Management Corporation, Manchego Food Corporation, and various condominium corporations of the Company's projects. She received a degree in Bachelor of Science in Management Engineering with a minor in International Business from the Ateneo de Manila University and is a PRC licensed Real Estate Broker.

Jericho P. Go, 48, is the Senior Vice President and Business Unit General Manager of Robinsons Offices. Prior to joining RLC in 2019, he was Senior Vice President of Megaworld Corporation for business development & office leasing, investor relations and public relations from 1997 to 2019. He also held various positions in Greenfield Development Corporation and Ayala Land, Inc. He received a Bachelor of Arts degree in Development Studies from the University of the Philippines and graduated Magna Cum Laude and Class Salutatorian in 1993.

Bach Johann M. Sebastian, 58, is the Senior Vice President and Chief Strategist of RLC. He is also the Senior Vice President - Strategic Investments Group of JG Summit Holdings, Inc. He is also a Senior Vice President of Universal Robina Corporation, and is the Senior Vice President and Chief Strategist Cebu Air, Inc., and Robinsons Retail Holdings, Inc. Prior to joining RLC in 2002, he was Senior Vice President and Chief Corporate Strategist at RFM Corporation, Swift Foods Inc., Selecta Dairy Products Inc., Cosmos Bottling Corporation, and PSI Technologies Inc. Between 1981 and 1991, he was with the Department of Trade and Industry as Chief of Economic Research, and Director of Operational Planning. He received a Bachelor of Arts in Economics from the University of the Philippines in 1981 and a Master in Business Administration degree from the Asian Institute of Management in 1986.

Corazon L. Ang Ley, 53, is the Business Unit General Manager for Robinsons Homes concurrent to her role as Property Acquisition Head for RLC. She's held various positions and functions within RLC during her 25 years of service including her 3 year stint in China. She graduated from the University of the Philippines - Asian Institute of Tourism in 1987.

***Anna Katrina C. De Leon**,* 34, is the Vice President - Group Controller of RLC. Concurrently, she handles RLC's subsidiaries. She is also an active member of RLC's Investor Relations Team since 2013. A Certified Public Accountant, she had a three-year stint in SGV & Co. (a member firm of Ernst & Young) as an external auditor with a broad audit client base including publicly-listed and privately-held real estate entities prior joining RLC in 2011. A consistent Dean's Lister, she received a Bachelor's Degree in Accountancy from the University of the East in 2008.

***Joanna N. Laiz**,* 49, is currently taking the position of Vice President, Lease of RLC. She had over 25 years of experience in Real Estate covering the areas of Leasing, Tenant Relations and Networking, Business Development, Advertising and Promotions, Mall Operations, Asset Management and Site Development. Her most recent job before RLC was in Vista Malls between 2013 and 2018. Followed by Filinvest Land in 2012. She also worked for Viscal Development Corp (Metro Gaisano) briefly between 2010 and 2011. Additionally, she worked for Landco Pacific Corp and Golden Arches Development Corp between 1992 and 2009. She received a Bachelor of Science in Computer Science degree from AMA Computer College in 1991.

***Ernesto B. Aquino, Jr.**,* 52, is the Vice President of Corporate Property Planning Department-Project Office of the Commercial Centers Division. He joined RLC in 2000 as the Head of Store Planning, Visuals and Engineering department of Big R Stores Inc. and was moved in 2004 to Hotels Division as Senior Project Director. Prior to joining RLC, he was a Creative Manager of Store Planning Department in Robinsons Retail Group for 8 years. He graduated in Mapua Institute of Technology in 1990 with a degree of BS Architecture.

Emmanuel G. Arce, 61, is the Vice President for Project Management Department effective June 2007. He started in RLC on August 2004 as Project Director then Assistant Vice President. Prior to joining RLC in 2004, he was the Estate Manager of the Bonifacio Estate Service Corporation, General Manager of Capstone Builders Corporation, Assistant Vice President of Cebu Light Industrial Park and Investment Capital Corporation of the Philippines

(ICCP land Management Inc.) and Vice President of Gateway Property Holdings Inc. He received a Bachelor of Science in Civil Engineering from the Far Eastern University.

Constantino Felipe, 57, is the Vice President for Human Resources. Prior to joining RLC, he handled various HR roles within the Philippines and Asia Pacific. He is experienced in team and change management process, employee counseling and training program development. He received a bachelor degree in Psychology from the University of the Philippines and was trained in competency based assessments by Egon Zehnder and action learning by the World Institute of Action Learning.

Catalina Mallari-Sanchez, 40, was appointed as Vice President for Business Development and Marketing for Office Buildings Division. She is also a member of the Investor Relations team of RLC and is handling the company's flexible workspace business, work.able. She has over 20 years of experience in the real estate industry particularly in the residential, office and flexible workspace segments. She holds a degree in Bachelor of Science in Economics minor in Communication Research from University of the Philippines, Diliman.

Jonathan P. Balboa, 45, is Vice President of Leasing from the Office Buildings Division of Robinsons Land Corporation. Before joining RLC, he was Vice President for Business Development and Leasing of Megaworld Corporation. From 2001 to 2011 he held corporate sales and account management positions with Digital Telecommunications Inc., and Helius Technologies. He received a Bachelor of Arts degree majoring in Organizational Communication from the University of the Philippines Manila in 1999.

Sylvia B. Hernandez, 56, was appointed as Vice President - Treasurer of RLC on February 1, 2016. She currently holds the position as Assistant Treasurer of other affiliate companies (Altus Angeles Inc, Altus San Nicolas Corp., Robinsons Recreation Corp., and Manhattan Building Management Corp.); Various Condominium Corporation, such as Rob. Equitable Tower Condo Corp., Rob. Summit Center Condo Corp.) Prior to joining RLC in 1996 as Assistant Treasurer, she was the Special Assistant to the VP - Treasurer of Robinsons Inn Inc. and Manila Midtown Hotel. She was also the Chief Accountant of Robinsons Inc. and Shrine Galleria Corporation. Sylvia has been with JGSHI since November 16, 1983. She graduated from Polytechnic University of the Philippines with a degree of Bachelor in Accountancy. She is a Certified Public Accountant.

Rosalinda F. Rivera, 49, was appointed Corporate Secretary of RLC on May 28, 2003 and has been Assistant Corporate Secretary since May 2002. She is also the Corporate Secretary of JG Summit Holdings, Inc., Universal Robina Corporation, Cebu Air, Inc., Robinsons Retail Holdings, Inc. and JG Summit Petrochemical Corporation. Prior to joining RLC, she was a Senior Associate in Puno and Puno Law Offices. She received a degree of Juris Doctor from the Ateneo de Manila University School of Law and a Masters of Law in International Banking from the Boston University School of Law. She was admitted to the Philippine Bar in 1995.

Arlene S. Denzon, 52, is the Compliance Officer of RLC and Vice President of the Corporate Governance and Management Systems (CGMS) of JGSHI. She is also the Compliance Officer of JG Summit Holdings, Inc. and Universal Robina Corporation. Prior to rejoining the RLC in February 2013, she was the Senior Vice President in charge of the Enterprise-wide Risk Management Group of Digitel Mobile Philippines, Inc. (DMPI, more popularly known as Sun Cellular) until December, 2012. Ms Denzon started her career in the Gokongwei Group in 1991 and performed various roles including Accounting Manager of JGSHI until 1997, Assistant Vice President-Special Assistant to the Chairman until 2001, Vice President-Treasurer and Acting Chief Financial Officer of URC International until 2003 before she was seconded to DMPI in 2004. Prior to joining the Gokongwei Group, Ms. Denzon had three (3) years working experience as external auditor in SGV & Co. She was a Certified Public Accountant Board topnotcher and obtained her Bachelor of Accountancy degree, Magna Cum Laude, from

Polytechnic University of the Philippines.

Significant Employees

All employees, whether executive officers, directors or rank and file, are considered important and as a lean organization, each employee makes a significant contribution to the business.

Family Relationships

James L. Go is the brother of John Gokongwei, Jr.
Lance Y. Gokongwei is the nephew of James L. Go
Frederick D. Go is the nephew of James L. Go
Patrick Henry C. Go is the nephew of James L. Go
Johnson Robert G. Go, Jr. is the nephew of James L. Go
Robina Y. Gokongwei-Pe is the niece of James L. Go
Faraday D. Go, Jr. is the nephew of James L. Go

Involvement in Certain Legal Proceedings

None of the members of RLC's Board nor its executive officers has been involved in any criminal, bankruptcy or insolvency investigations or proceedings, including proceedings relating to securities, commodities or banking activities, or those enjoining such person from involvement in any type of business, for the past five (5) years from the date of this Prospectus.

EXECUTIVE COMPENSATION

The following table identifies RLC's Chief Executive Officer and the four (4) most highly compensated executive officers and summarizes their aggregate compensation for the three (3) most recent calendar years ended December 31, 2019, 2018 and 2017.

		Calendar Year 2019			
		Salary	*Bonus*	**Others*	*Total*
A. CEO and four (4) most highly compensated executive officers		₱43,501,997	₱2,000,000	₱1,025,000	₱46,526,997
Name	*Position*				
1. James L. Go	Director, Chairman Emeritus				
2. Frederick D. Go	Director, President & Chief Operating Officer				
3. John L. Gokongwei, Jr.	Director, Chairman Emeritus and Founder				
4. Arlene G. Magtibay	Senior Vice President and Business Unit General Manager				
5. Lance Y. Gokongwei	Director, Chairman				
B. All other officers and directors as a group unnamed		₱105,865,198	₱3,500,000	₱1,575,000	₱110,940,198

**Per Diem*

		Calendar Year 2018			
		Salary	*Bonus*	**Others*	*Total*
A. CEO and four (4) most highly compensated executive officers		₱40,254,72	₱2,000,000	₱937,500	₱43,192,472
Name	*Position*				
1. James L. Go	Director, Chairman Emeritus				
2. Frederick D. Go	Director, President & Chief Operating Officer				
3. John L. Gokongwei, Jr.	Director, Chairman Emeritus and Founder				
4. Arlene G. Magtibay	Senior Vice President and BU General Manager				
5. Lance Y. Gokongwei	Director, Chairman				
B. All other officers and directors as a group unnamed		₱80,327,505	₱3,500,000	₱1,477,500	₱85,305,005

**Per Diem*

		Calendar Year 2017			
		Salary	*Bonus*	**Others*	*Total*
A. CEO and four (4) most highly compensated executive officers		₱38,008,402	₱2,000,000	₱307,500	₱40,315,902
Name	*Position*				
1. James L. Go	Director, Chairman				
2. Frederick D. Go	Director, President				
3. John L. Gokongwei, Jr.	Director, Chairman Emeritus and Founder				
4. Arlene G. Magtibay	Senior Vice President and BU General Manager				
5. Lance Y. Gokongwei	Director, Vice-Chairman & Chief Executive Officer				
B. All other officers and directors as a group unnamed		₱76,743,217	₱3,500,000	₱405,000	₱80,648,217

**Per Diem*

Standard Arrangement

Other than payment of reasonable per diem, there are no standard arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as director for the last completed calendar year and the ensuing year.

Other Arrangement

There are no other arrangements pursuant to which any director of the Company was compensated, or is to be compensated, directly or indirectly, during the Company's last completed calendar year, and the ensuing year, for any service provided as a director.

Any employment contract between the company and named executive officer

There are no special employment contracts between the Issuer and the named executive officers.

Warrants and Options Outstanding

There are no outstanding warrants or options held by the Company's CEO, the named executive officers, and all officers and directors as a group.

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN RECORD AND BENEFICIAL OWNERS

Security Ownership of Certain Record and Beneficial Owners

As of December 31, 2019, the following are the owners of the Issuer's common stock in excess of 5% of total outstanding shares:

Title of Class	Name and Addresses of Record Owners and Relationship with Corporation	Names of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	% of Total Outstanding Shares
Common	JG Summit Holdings, Inc.[1] 43/F Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City (*stockholder*)	Same as record owner (*see note* [1])	Filipino	3,166,806,886	60.97%
Common	PCD Nominee Corporation[2] (Non-Filipino) 37/F Tower 1, The Enterprise Center, 6766 Ayala Ave. cor. Paseo de Roxas, Makati City (*stockholder*)	PCD Participants and their clients (*see note* [2])	Non-Filipino	1,237,966,568	23.84%
Common	PCD Nominee Corporation (Filipino) 37/F Tower 1, The Enterprise Center, 6766 Ayala Ave. cor. Paseo de Roxas, Makati City (*stockholder*)	PCD Participants and their clients (*see note*[2])	Filipino	763,398,862	14.70%

Notes:

[1] The Chairman and the President of JG Summit Holdings Inc. ("JGSHI") are both empowered under its by-laws to vote any and all shares owned by JGSHI, except as otherwise directed by its board of directors. The incumbent Chairman and Chief Executive Officer and President and Chief Operating Officer of JGSHI are Mr. James L. Go and Mr. Lance Y. Gokongwei, respectively.

[2] PCD Nominee Corporation is the registered owner of the shares in the books of the Corporation's transfer agent. PCD Nominee Corporation is a corporation wholly owned by the Philippine Depository and Trust Corp. (formerly the Philippine Central Depository) ("PDTC"), whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged in the PDTC. PDTC is a private corporation organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. Under the current PDTC system, only participants (brokers and custodians) will be recognized by PDTC as the beneficial owners of the lodged shares. Each beneficial owner of shares through his participants will be the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee.

Out of the PCD Nominee Corporation account, "Deutsche Bank Manila-Clients", "The HongKong and Shanghai Banking Corp. Ltd.- Clients Account" and "Citibank N.A." hold for various trust accounts the following shares of the Corporation as of December 31, 2019:

	No. of shares held	% to total outstanding
Deutsche Bank Manila-Clients A/C	645,220,903	12.42%
The Hongkong and Shanghai Banking Corporation Limited – Clients' Acct.	445,040,647	8.57%
Citibank N.A.	413,643,247	7.96%

Voting instructions may be provided by the beneficial owners of the shares.

Security Ownership and Management as of December 31, 2019

Title of Class	Names of Beneficial Owner	Position	Amount and Nature of Beneficial Ownership	Citizenship	% of Total Outstanding Shares
A. Executive Officers (see note 1)					
Common	1. James L. Go	Director, Chairman Emeritus	2,139,011	Filipino	0.04
Common	2. Lance Y. Gokongwei	Director, Chairman	805,001	Filipino	0.02
Common	3. Frederick D. Go	Director, President	986,027	Filipino	0.02
Common	4. Jericho P. Go	General Manager	0	Filipino	0.00
Common	5. Arlene G. Magtibay	General Manager	0	Filipino	0.00
	Sub-Total		**3,930,039**		**0.08**

B. Other Directors, Executive Officers and Nominees					
Common	6. Robina Y. Gokongwei-Pe	Director	685,094	Filipino	0.01
Common	7. Patrick Henry C. Go	Director	10,000	Filipino	0.00
Common	8. Johnson Robert G. Go, Jr.	Director	1	Filipino	0.00
Common	9. Artemio V. Panganiban	Independent Director	31,718	Filipino	0.00
Common	10.Roberto F. De Ocampo	Independent Director	1	Filipino	0.00
Common	11. Emmanual C. Rojas, Jr.	Independent Director	901	Filipino	0.00
Common	12.Omar Byron T. Mier	Independent Director	1	Filipino	0.00
	Sub-Total		**727,716**		**0.01**

C. All Directors and executive officers as a group unnamed	**4,657,755**	**Filipino**	**0.09**

Note:
[1] As defined under Part IV (B)(1)(b) of SRC Rule 12, the "named executive officers" to be listed refer to the Chief Executive Officer and those that are the four (4) most highly compensated executive officers as of December 31, 2019.

Voting Trust Holder of 5% or More

There are no persons holding more than 5% of a class under a voting trust or similar agreement.

Changes in Control

There has been no change in control of the Company since December 31, 2019.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

RLC is the real estate arm and a member of the JG Summit group. The JG Summit group is comprised of JG Summit and its subsidiaries. As of December 31, 2019, JG Summit held 60.97% of the outstanding shares of the Company. It was incorporated in November 1990 as the holding company for a group of companies with diverse interests in branded consumer foods, agro-industrial and commodity food products, textile, telecommunications, petrochemicals, air transportation and financial services.

RLC and its subsidiaries, in their ordinary course of business, engage in transactions with companies in the JG Summit group and other companies controlled by the Gokongwei Family. RLC's policy with respect to related party transactions is to ensure that these transactions are entered into on terms comparable to those available from unrelated third parties.

The Company's major related party transactions include leases of significant portions of its commercial centers and office buildings to companies controlled by the Gokongwei Family, including Robinsons Department Store, Robinsons Supermarket and Handyman Do-It-Best. Other affiliates from whom RLC earns rental income include Top Shop, Robinsons Bank and Cebu Pacific Air, Inc. Rental income paid to RLC by affiliates amounted to ₱3.00 billion and ₱2.79 billion for the years ended December 31, 2019 and 2018, respectively.

RLC and its subsidiaries also maintain savings and current accounts and time deposits with Robinsons Bank, an affiliated local commercial bank. These balances amounted to ₱1.92 billion and ₱2.23 billion as of December 31, 2019 and 2018, respectively.

In addition to the foregoing transactions, JG Summit also provides RLC with certain corporate services including corporate finance, corporate planning, procurement, human resources, legal and corporate communications. For further information on the Company's related party transactions, including detailed breakdowns of amounts receivable from and amounts payable to affiliated companies, see Note 22 to the Company's audited comparative consolidated financial statements as of and for the calendar years ended December 31, 2019 and 2018.

DESCRIPTION OF CERTAIN OTHER DEBT

As of December 31, 2019, RLC had unsecured, Peso-denominated outstanding debts totaling ₱43.31 billion. Further, the short-term loans, described below, are evidenced by promissory notes but are not notarized, and therefore, not classified as public instruments. Generally, however, debts that do appear in public instruments may, by mandatory provision of law, rank ahead of the Bonds in the event of the insolvency or liquidation of Robinsons Land.

The following table sets forth the outstanding long and short-term loans of RLC as of December 31, 2019:

	Details	Principal Amount Outstanding
Long-term Loans		
1	Seven-year bonds from BDO Unibank. Inc. (BDO), Hongkong Shanghai Banking Corporation (HSBC), SB Capital Investment Corporation (SB Capital), Standard Chartered Bank (Standard Chartered), Development Bank of the Philippines (DBP) and East West Banking Corporation (East West) maturing on February 23, 2022. Principal payable upon maturity, with fixed rate at 4.8000%, interest payable semi-annually in arrears.	₱10,635,500,000
2	Seven-year term loan from MBTC maturing on March 15, 2024. Principal payable in annual installment amounting to two percent (2%) of the total drawn principal amount and the balance upon maturity, with fixed rate at 4.7500%, interest payable quarterly in arrears.	6,860,000,000
3	Five-year term loan from BDO maturing on July 8, 2021. Principal payable upon maturity, with fixed rate at 3.8327%, interest payable quarterly in arrears.	6,500,000,000
4	Seven-year term loan from BPI maturing on August 10, 2023. Principal payable in annual installment amounting to ₱10 million for six (6) years and the balance upon maturity, with fixed rate at 3.8900%, interest payable quarterly in arrears.	4,970,000,000
5	Ten-year term loan from BPI maturing on February 13, 2027. Principal payable in annual installment amounting to ₱5 million for nine (9) years and the balance upon maturity, with fixed rate at 4.9500%, interest payable quarterly in arrears.	4,490,000,000
6	Ten-year bonds from BDO and Standard Chartered maturing on February 23, 2025. Principal payable upon maturity, with fixed rate at 4.9344%, interest payable semi-annually in arrears.	1,364,500,000
Sub-total		**₱34,820,000,000**
Short-term Loans – with various banks		**₱8,491,700,000**
TOTAL		**₱43,311,700,000**

Debt Covenant

For the outstanding bonds and term loans, RLC is required to maintain a debt-to-equity ratio not exceeding 2:1 ratio. Debt-to-equity means the ratio of financial indebtedness to total equity based on the consolidated statements of financial position of RLC. RLC has complied with the debt covenant as of December 31, 2019, 2018 and 2017.

Details of the Company’s long-term loans by maturity follow:

In ₱ millions	Within 1 year	1-2 years	2-3 years	3-4 years	4-10 years	Total
December 31, 2019	₱155.0	₱6,655.0	₱10,790.5	₱5,085.0	₱12,134.5	₱34,820.0

CORPORATE GOVERNANCE

Robinsons Land acknowledges that good corporate governance is essential to build an environment of trust, transparency and accountability necessary for fostering long-term performance, financial stability, business integrity and sustainability of the company for the protection of the interests of shareholders and other stakeholders. Corporate governance is the framework of rules, systems and processes of the corporation that governs the performance by the Board of Directors and Management of their respective duties and responsibilities to the stakeholders.

In late 2003, the Board of Directors approved its Corporate Governance Compliance Evaluation System (“System”) in order to monitor and assess the level of compliance of the Company with leading practices on good corporate governance as specified in its Corporate Governance Manual and pertinent SEC Circulars. The System likewise highlights areas for compliance improvement and actions to be taken. One of the System’s output is the Annual Corporate Governance Compliance Evaluation Form (“ACGCEF”) submitted to the SEC and PSE on or before January 30 of every year. RLC began making such submission of the ACGEF covering the previous calendar year to the SEC and PSE in 2004.

The Company continuously strives to strengthen and improve its corporate governance practices by adopting best practices that includes building a competent board, aligning strategies with goals, managing risk effectively, adhering to high standards of ethics and integrity, and promoting accountability by defining roles and responsibilities. In view of this, a Revised Corporate Governance Manual (“Revised Manual”) was adopted to institutionalize corporate governance principles as a guide for the daily conduct of business.

Consistent with the Revised Manual and pursuant to the recommendations provided in the Code of Corporate Governance for Publicly Listed Companies (“PLCs”), the Company strengthened its policies on Board Diversity, Board Nomination and Election, Succession Planning and Remuneration, Material Related Party Transactions and Whistleblowing to reinforce the governance framework of the Company. There has been no deviation from the Company’s Revised Manual since it was adopted.

Furthermore, the Company ensures compliance with the reportorial requirements for PLCs such as the submission of the Integrated Corporate Governance Report (“I-ACGR”) to the SEC and the PSE. The I-ACGR is a reportorial requirement under SEC Memorandum Circular No. 15 series of 2017 to all PLCs to disclose the Company’s compliance/non-compliance with the recommendations provided under the Corporate Governance Code for PLCs. With the “comply or explain” approach, voluntary compliance to recommended corporate governance best practices is combined with mandatory disclosure. The Company submitted its I-ACGR for calendar year 2019 on May 30, 2019. The Company also submitted the Material Related Party Transactions Policy to the SEC on October 28, 2019 as required under SEC Memorandum Circular No. 10 series of 2019.

FINANCIAL INFORMATION

The following pages set forth Robinsons Land's (1) audited comparative consolidated financial statements as of December 31, 2019 and 2018, and for each of the three (3) years ended December 31, 2019; (2) audited comparative consolidated financial statements as of December 31, 2018 and 2017 and for each of the three (3) years ended December 31, 2018; and (3) audited comparative consolidated financial statements as of December 31, 2017 and 2016 and for each of the three (3) years ended December 31, 2017.

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